

BOARD MEMBER CODE OF CONDUCT



Contents

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1. INTRODUCTION

- 1.1 This Code of Conduct (the **Code**) applies to all Board Members or Directors and Committee Members of the EMH Group from time to time. In this Code we refer to them as “**Board Members**” and to “**you**”.
- 1.2 Our Group includes both regulated and charitable members who are subject to regulatory scrutiny and expectations as to how we conduct ourselves. We are expected to adopt and follow an appropriate code of governance, and in our case this is the National Housing Federation’s Code of Governance 2020 (the **Code of Governance**).
- 1.3 Charity law, our regulated status and the Code of Governance all set expectations for the behaviour and performance of Board Members. Board Members are regarded as leaders both within the Group and amongst our stakeholders, including our customers, regulators, funders our partners (including local authorities) and the public at large. Our conduct reflects directly onto the Group, and the way we behave can have reputational as well as legal implications for us.
- 1.4 This Code of Conduct draws on the law generally, the Regulatory Standards to which we are subject, Charity Commission guidance and the Code of Governance. It sets out the agreed and expected conduct required of Board Members.
- 1.5 These expectations have their roots in the Nolan Principles of Public Life, and we expect Board Members to be guided by these at all times:
 - 1.5.1 Selflessness: take decisions solely in terms of the Group's values and mission. We should not do so in order to gain financial or other material benefits for ourselves, our family and friends.
 - 1.5.2 Integrity: not place ourselves under any financial or other obligation to outside individuals or organisations that might influence us in the performance of our duties.
 - 1.5.3 Objectivity: ensure that in the delivery of services, the appointment of Employees or the awarding of contracts, we ensure impartiality and that choices are made on merit alone.

- 1.5.4 Accountability: accept accountability for our decisions and actions to our residents, the providers of public funds and other stakeholders, and submit ourselves to whatever scrutiny is appropriate.
 - 1.5.5 Openness: be as open as possible about all decisions and actions that we take. We should give reasons for our decisions and restrict information only when individual or commercial confidentiality clearly so demand.
 - 1.5.6 Honesty: declare any private interests relating to our duties and take steps to resolve any conflicts arising in a way that is lawful, and protects the Group's reputation, values and mission.
 - 1.5.7 Leadership: promote and support these principles by leadership and example.
- 1.6 A copy of this Code will be made available to all Board Members. You must familiarise yourself with its contents and act in accordance with it at all times. This Code should be read in conjunction with the Group's other relevant policies and procedures. These include:
- 1.6.1 Anti-Bribery and Corruption Policy
 - 1.6.2 Data Protection Policy
 - 1.6.3 Environment and Sustainability Policy
 - 1.6.4 Equality and Diversity and Inclusion Policy
 - 1.6.5 Health and Safety Policy
 - 1.6.6 HR Policies
 - 1.6.7 IT Policy
 - 1.6.8 Privacy Policy
 - 1.6.9 Procurement Policy
 - 1.6.10 Remuneration Policy
 - 1.6.11 Scheme of Delegations
 - 1.6.12 Standing Orders
 - 1.6.13 Whistleblowing Policy]
- 1.7 There may be situations where this Code does not address a particular situation you find yourself in. In such a situation, you

should seek specific advice from the Company Secretary as to the right course of action.

- 1.8 Any breach of this Code will be dealt with in accordance with section 15.

2. GENERAL DUTIES

In addition to the duties and responsibilities set out in this Code, you must at all times:

- 2.1 comply with the law, the terms of your service agreement or employment contract (as applicable) and the Group's policies and procedures, with which you should be familiar.
- 2.2 act with the highest standards of probity in all your actions;
- 2.3 always act in the best interests of the Group, our Employees, Residents and Service Users;
- 2.4 show commitment to the Group and your role within it;
- 2.5 treat all others with respect;
- 2.6 uphold the mission and values of the Group in all your work for it.

3. BOARD MEMBER COMMITMENT AND PARTICIPATION

- 3.1 You are expected to take part in the activities of the Board as set out in your service agreement, including preparing for and attending meetings, away days and training. If, due to exceptional circumstances, you are unable to attend, you must give reasonable notice to the Chair and Governance & Assurance Team. You must prepare for meetings by reading the papers that are circulated in advance.
- 3.2 You are expected to observe the rules of good meeting behaviour by
 - 3.2.1 arriving on time;
 - 3.2.2 keeping to the agenda;
 - 3.2.3 keeping within the timescales allocated for each agenda item;
 - 3.2.4 allowing other Board Members to contribute and respecting their opinions;
 - 3.2.5 speaking courteously;
 - 3.2.6 not cross talking or interrupting others;
 - 3.2.7 not using offensive, racist, threatening language or making personal remarks;
 - 3.2.8 respecting the Chair's rulings.

- 3.3 You should act as a 'critical friend' during meetings, challenging colleagues where appropriate, providing constructive advice and upholding the values and mission of the Group at all times.
- 3.4 Once a decision has been made, you are expected to stand by the decision and not undermine it, even if you personally disagree.
- 3.5 You must have regard to the needs and opinions of Residents and Service Users when discussing and making decisions at Board Meetings.

3.6 **Board Member Disputes**

- 3.6.1 If there is a dispute between Board Members that cannot be resolved by discussions between the affected Board Members and the Chair (or Vice Chair as appropriate) then the nature of the dispute must be set out in writing and sent to the Chair. The Chair must acknowledge receipt of this document within two days.
- 3.6.2 If the dispute is in relation to or involves the Chair, then the Vice Chair will deal with the dispute and any reference to the Chair in this clause 3.7 shall be substituted with "**Vice Chair**".
- 3.6.3 The Chair will use their discretion to bring the issue to the next Board Meeting or call a meeting in accordance with the notice requirements in the Rules or in accordance with any emergency decision procedures in the Standing Orders.
- 3.6.4 When raised at the Board Meeting all people involved in the dispute will be given the right to speak.
- 3.6.5 The matter should be discussed with all Board Members present, unless they have advised the Chair, preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend.
- 3.6.6 The Chair will call for a motion from the Board, e.g. to appoint an independent assessor, seek mediation, call a special

general meeting, or to dismiss the complaint. All Board Members present at the meeting will vote on the motion.

3.6.7 A Board decision may be reviewed in situations where:

- (a) New information has emerged that was not available when the original decision was made.
- (b) The board has become aware of an error in previous information that was used to make the decision.]

4. LEARNING AND DEVELOPMENT

- 4.1 On appointment, you will be required to undergo an induction programme. You are expected to read any induction paperwork provided to you and you will be given an opportunity to discuss any questions or concerns with the Chair or another Board Member.
- 4.2 You are responsible for your own learning and development ensuring you have the requisite skills and knowledge to carry out your role effectively. You must attend all training, learning and development sessions unless there are exceptional circumstances.
- 4.3 You will be required to undergo evaluations and must play an active part in this. You must be honest and clear about any training and development needs so that this can be taken into account when planning and budgeting.

5. CONFIDENTIALITY

- 5.1 You may become privy to confidential information obtained through your role. This may be information relating to, but not limited to:
 - 5.1.1 people, including Employees, Residents, Service Users, applicants;
 - 5.1.2 the Group's business;
 - 5.1.3 other organisations that the Group works with; or
 - 5.1.4 funders and other stakeholders and partners.
- 5.2 You must follow the Group's Standing Orders, Members Agreement and Data Protection Policy in respect of any information that you believe or know to be confidential. This duty continues after you cease to hold office.

- 5.3 Any information deemed to be confidential must not be released unless authorised by the Data Protection Policies, or subject to clause 5.4
- 5.4 Whilst the Board should be as open as possible about decisions and actions that they take, Board meeting discussions are confidential. The Chair shall determine when and what information can be released in the interests of keeping members and stakeholders informed.

6. CONFLICTS OF INTEREST AND PERSONAL BENEFIT

- 6.1 Under company law, the Regulatory Framework and charity law, you must manage any conflict between your role as Board Members and any other interest you may have, personal or professional. You must not use your position to promote your personal interest or those of a connected person or organisation. You must ensure that your decision-making is seen as completely free of external or inappropriate interests and you do not seek (for yourself or for those connected with you) personal benefit from your role.
- 6.2 It is important to note that a perceived conflict of interest can be as damaging to the Group as an actual one, and we therefore need to treat both with equal seriousness. You must continuously be mindful of what could be considered a real or perceived conflict of interest or regarded as a personal benefit. An 'interest' can be a personal relationship, employment, an investment or a position on another board which could be seen as affecting your ability to make an impartial decision. It may relate to you or to someone closely connected to you. For example:
 - 6.2.1 allocating housing to a family member;
 - 6.2.2 awarding a contract to a spouse or a relative;
 - 6.2.3 You or a close relative being a director or employee of another organisation with whom the Group may transact or compete;
 - 6.2.4 employing a family member.
- 6.3 You must comply with the Group's requirements for declaring, recording and handling conflicts of interest and dualities of interest. Conflicts of interest and dualities of interest are defined at 6.4 below.
- 6.4 Both conflicts of interest and dualities of interest (both defined at 6.5 below) must be disclosed. It will be the responsibility of the Company Secretary annually to require all board members to complete a

declarations of interest prescribed form in accordance with 6.6 below). Declarations of interest will be held in a register that accurately reflects the details provided in the declaration and this register will be open to public scrutiny.

- 6.5 A duality of interest is where the circumstances could potentially bring about some personal or business gain; A conflict of interest is where both the Association's interest and a personal/business interest do actually occur.
- 6.6 You will be required to complete a declaration of interests form within 28 days of your appointment which will be recorded by the Company Secretary and kept in a Register of Interests.
- 6.7 You must review your declarations of interest whenever prompted to do so, to ensure they are complete, accurate and up to date.
- 6.8 You must declare their interest in any item on the Board Meeting agenda and, if asked to, withdraw from the meeting for the duration of that item being discussed.
- 6.9 You must be fair and impartial when dealing with any individual or organisation tendering for a contract with the Group. You must not be involved in the appointment of Employees or Contractors if you are related to or closely connected to the applicant or individual/organisation that is tendering. Any such relationship must be declared in the register of interests and managed appropriately whilst it is ongoing.
- 6.10 If you take up new employment or appointments (including part time employment and non-executive director roles) during your term of office on the Board, you must first advise the Chair and Company Secretary and make any necessary declaration of interest. Any such work or position must not interfere with your role as Board Member.
- 6.11 You must not use confidential information obtained through your position to make a personal gain.
- 6.12 You must not knowingly and privately employ any of the Group's Contractors or Subsidiaries without informing and receiving the Company Secretary's consent unless:
 - 6.12.1 it is an emergency, in which case the Company Secretary must be informed as soon as practicable; or
 - 6.12.2 the Contractor has a monopoly and is the only provider of the service in the area.

- 6.13 If you do have to use the Group's Contractors or Subsidiaries for private purposes, you must not receive a favourable service as a result of your role
- 6.14 You must not benefit from the Group's services as a beneficiary unless this is incidental and unavoidable (for example, if you have a family member who is a Resident).

7. BRIBERY, GIFTS AND HOSPITALITY

- 7.1 You must not offer, seek or accept bribes or inducements to act improperly or corruptly, or do anything that could be perceived in this way. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- 7.2 You must not place yourself under an obligation that might influence, or be perceived to influence, the conduct of your duties. You should, therefore, treat with extreme caution any offer, gift or favour of hospitality that is made to you personally.
- 7.3 If you are offered a gift or hospitality, you should either decline it or seek approval for its acceptance from the Company Secretary. If you consider that the person making the offer is attempting to gain advantage or to influence you then the offer should be refused immediately.
- 7.4 You must not under any circumstances accept any gift of cash or in kind, except for trivial gifts that are considered as being made to the Group as a corporate body.
- 7.5 Board Members, Residents and Employees should not accept hospitality that is particularly lavish or disproportionate to the occasion. This would include hospitality with an estimated value of more than £75, although in exceptional circumstances this figure may be exceeded with the express approval of the Group Chief Executive, Group Chair or Board. Extreme care should be taken not to compromise the reputation of the Association.
- 7.6 All acceptances and provision of gifts and acts of hospitality that exceed £20 in value must be declared in the Company's Gifts and Hospitality Register. The Company Secretary is responsible for maintaining the Gifts and Hospitality Register. This register will be reviewed internally once a year, and a report given to the Board on the level of gifts and hospitality given.

- 7.7 You must also be cautious when giving gifts or hospitality on behalf of the Group and ensure that they are reasonable, proportionate and in line with the mission of the Group.
- 7.8 The acceptance and provision of repeated or lavish hospitality is prohibited.

8. REMUNERATION

- 8.1 Remuneration and decisions relating to it must be lawful, transparent, fair and proportionate, in accordance with the Group's policies and procedures.
- 8.2 You may only be remunerated under a contract for services or as permitted by this Code, any policies or procedures, Members; Agreement or the Group's governing document.
- 8.3 Remuneration decisions shall be made by the Remuneration and Governance Committee in accordance with the Group's Remuneration Policy.
- 8.4 The Board shall have oversight on all remuneration decisions, particularly those relating to the remuneration of the Chief Executive Officer.
- 8.5 You shall be entitled to reimbursement of reasonable expenses you incur in the course of your duties, in accordance with the Group's Expenses Policy.
- 8.6 You are not permitted to receive any gift, dividend or bonus from the Group other than in accordance with your Services Agreement and the Group's Expenses Policy.
- 8.7 Decisions regarding discretionary non-contractual payments must only be made if it is in the interests of the Group to do so. The decision-makers must have access to all relevant information to enable them to make the decision. The decision must be carefully scrutinised to avoid any suggestion of impropriety, conflicts or discrimination.

9. USE OF RESOURCES

- 9.1 Resources includes, but is not limited to, funds, equipment, Employees, information, IT equipment and facilities, telephone and any other communication devices and facilities, premises, stationery, transport, cash of any value that the Group allows you to use in the course of your duties.

- 9.2 You must not misuse or be perceived to misuse resources. Any resources supplied by the Group must be kept in excellent condition and returned to the Group on the cessation of your role.
- 9.3 You must use the Group's resources with care and efficiency and having regard to the Group's Environment and Sustainability Policy.
- 9.4 You must protect the Group's resources from theft, misuse, damage and abuse and have regard to the Data Protection Policy whilst using them.
- 9.5 You must comply with the Group's policies and procedures relating to the use of resources.

10. REPRESENTING THE GROUP

- 10.1 You are required to act as an ambassador of the Group, upholding its mission and values and acting in its best interests at all times whether in person, in the media or social media.
- 10.2 You must protect and safeguard the Group's reputation by considering the implications and perception of your actions. You must not become involved in, or be seen to endorse, any activity that may bring the Group into disrepute. This includes but is not limited to illegal, immoral, racist or other discriminatory activity.
- 10.3 You must seek prior approval from the Chair, Group Chief Executive or Company Secretary before making any statements about or on behalf of the Group in public including (but not limited to):
 - 10.3.1 on television, radio, podcast or any other form of broadcast;
 - 10.3.2 by writing letters to the press or other recipients; or
 - 10.3.3 by writing media articles, blog post, social media posts.

The requirements of this Code will not be met by making a written or verbal statement stating that the views expressed do not represent Group. The Group may take action despite any such statement being made.

- 10.4 You must ensure that your social media profiles do not contain anything that would bring the Group into disrepute or that is contrary to its values and mission. The Group reserves the right to request that you remove posts that are deemed contrary to the Group's values. Refusal to do so may be considered a breach of this Code.
- 10.5 It is accepted that you may be involved, in your private life, in political activity. You must remember that the Group is non-political and must

ensure that the Group is not brought into the political arena or its reputation or status damaged by your personal political activities.

11. RELATIONSHIP WITH EMPLOYEES

- 11.1 You must maintain a professional, respectful and constructive relationship with Employees and must not undermine or openly criticise Employees.
- 11.2 You must not harass, intimidate or use offensive or threatening language with anyone in the course of your duties.
- 11.3 You have a duty of loyalty and support to Employees. Where an issue arises between a Board Member and an Employee, this should be dealt with in a confidential and constructive way.
- 11.4 You must respect the roles, workloads and expertise of Employees. You must not become involved in operational matters or seek to obtain confidential information or unduly pressure or influence Employees.
- 11.5 You must not jeopardise the health, safety or wellbeing of any Employee and must ensure that policies and procedures are in place to safeguard and protect Employees from harm.

12. RELATIONSHIP WITH RESIDENTS AND SERVICE USERS

- 12.1 You must maintain a high standard of professionalism, respect, and fairness in your dealings with Residents and Service Users.
- 12.2 You must declare any personal relationship you have with a Resident or Service User and this relationship must not conflict with your role and responsibilities.
- 12.3 You must not give personal gifts or loans of money to or receive loans or gifts of money from Residents and Service Users.
- 12.4 You must maintain a professional relationship with Residents and Service Users and avoid over-familiarity. You must be particularly careful of protecting the relationship of trust between Board Members and Residents and Service Users and avoiding any perception of abuse of trust, for example, by acting as the executor of their will or handling money for them.
- 12.5 In the event that a member of staff is named as a beneficiary in a resident's will, this must be declared as soon as it is known. Internal investigations may be made to ensure that there was no possibility that a resident was influenced improperly by the Board Member.

- 12.6 You must have regard to the Group's Data Protection and Safeguarding Policies when dealing with sensitive or confidential information relating to Residents and Service Users.
- 12.7 You must seek out and take into account the opinions, needs and aspirations of Residents and Service Users when making decisions where appropriate.
- 12.8 You must not jeopardise the health or safety of Residents and Service Users. You must ensure that policies and procedures are in place to safeguard and protect residents and service users from harm.

13. EQUALITY AND DIVERSITY

- 13.1 Equality laws prohibit discrimination on grounds including age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation. The law imposes positive duties to eliminate unlawful discrimination and promote equality. The Group is committed to promoting equal opportunities in employment.
- 13.2 You must have regard to and comply with the Group's Equality and Diversity policies and procedures in respect of your actions and decisions.

14. WHISTLEBLOWING AND COMPLAINTS

- 14.1 The Board must ensure the Group has proper arrangements for the referral and determination of complaints and concerns about misconduct, ethics or probity within the organisation. The Group must also have an up to date Whistleblowing Policy and that all Employees, Board Members and Contractors are made aware of as well as the protection they are entitled to if they need to use it.
- 14.2 You must raise any concerns you have about the Group's compliance with law or regulation with the individual stipulated in the Group's Whistleblowing Policy in confidence.
- 14.3 If you become aware of potentially dishonest, fraudulent, criminal activity or material breaches of this Code or the Code of Governance, by another Board Member, Employee, Contractor or others involved with the Group's activities, you must report it to the individual stipulated in the Group's Whistleblowing Policy.
- 14.4 You must not be coerced into acting in a way that conflicts with this Code. If you feel that you are, you must report it to the Chair or another appropriate Board Member.

- 14.5 You must not victimise or harass any individual who has used or intends to use or is suspected of having used the Group's Whistleblowing Policy to report any activity.

15. COMPLIANCE AND BREACH

- 15.1 If you believe there has been a breach of this Code you should report it to the Chair or to the Company Secretary. If you are in doubt as to whether there has been a breach, you should report your concerns and seek advice from an appropriate person. A Board Member who makes a report to the appropriate person, in good faith, will not be penalised regardless of the outcome.
- 15.2 In the event of any breach, or allegation of a breach, of the Code, the matter shall be investigated by the Chair or other appropriate senior person, and, if appropriate, a report shall be submitted to the next board meeting. Subsequent action will be considered in accordance with the Group's governing document.

16. DEFINITIONS

- 16.1 **Board** means board of management, management committee, board of trustees and all similar governing bodies under any designation
- 16.2 **Board Member** means all members of governing bodies whether they are formally known as directors, trustees, board members, management committee members or otherwise. This includes co-optees and any other nominee. This applies whether or not nominees enjoy voting rights.
- 16.3 **Contractors** means suppliers, contractors, sub-contractors
- 16.4 **Employee** means the Group's paid employees and any other persons fulfilling the role of a paid employee such as those employed by an agency or on secondment from another organisation.
- 16.5 **Group** means the group of companies of which EMH Group is the parent and any other subsidiary companies from time to time.
- 16.6 **Residents and Service Users** means residents, tenants, leaseholders and users of other services provided by the Association
- 16.7 **Governing Document** means the governing document of the Association to which this code applies, in force at the time.