



# Board Member Code of Conduct

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## 1. Introduction

1.1 SW9 Community Housing is a Local Management Organisation (LMO) and is committed to maintaining high standards of conduct in all areas of its activities and relies on all its board, committee members and co-optees to observe these high standards of conduct in relation to the affairs of the LMO and the LMO's relationship with its clients, suppliers, employees, advisors and the communities in which it operates.

1.2 Integrity is a core value of SW9 Community Housing which underpins all its activities. In terms of the code of conduct, observance of the spirit as well as the letter of the Code is a paramount objective. The code of conduct has been based on the model published by the National Housing Federation and has been formally adopted by SW9 Community Housing.

1.3 Seven key principles underpin the code of conduct. These are:

- **Selflessness** - You should take decisions solely on the basis of the values and objectives of SW9 Community Housing. You should not do so in order to gain financial or other material benefits for yourself, your family or friends.
- **Integrity** - You should avoid placing yourself under any obligations, financial or otherwise, to outside individuals or organisations that might influence you in the performance of your duties.
- **Objectivity** - You should ensure that in the delivery of services, the appointment of staff or the awarding of contracts, you maintain impartiality and base decisions on merit alone.
- **Accountability** - You must accept accountability for your decisions and actions and submit yourself to whatever scrutiny is appropriate such as by the boards of management or trustees, residents, the providers of public funds and other stakeholders.
- **Openness** - You should be as open as possible about all the decisions and actions that you take. You should give reasons for your decisions and restrict information only when individual or commercial confidentiality clearly so demand.
- **Honesty** - You must declare any private interests relating to your duties, and take steps to resolve any conflicts arising in a way that is lawful and protects the reputation, values and mission of the organisation.
- **Leadership** - You must promote and support these principles by leadership and example.

1.4 It is impossible to give an extensive list of every type of activity where you must be particularly aware of observing the highest standards of conduct. The objective of these standards of conduct is to alert you to the areas which are of particular importance. If a situation does arise where you are unsure of the proper course of action, you should seek the advice of the Company Secretary or Executive Director.



## **2. Avoiding personal benefit and conflicts of interest**

2.1 The law generally prohibits any Board Member or close relative from receiving any benefit from SW9 Community Housing. This includes all payments except for reasonable Board expenses (which are set out in the expenses policy). Board members cannot undertake paid work for SW9 Community Housing. Board Members should never accept gifts (other than those of a trivial nature). They should avoid giving or receiving any extravagant hospitality to anyone connected with the work of SW9 Community Housing. All hospitality received should be notified to the Secretary so that it can be entered in the hospitality register.

2.2 Except in clearly defined circumstances, Board Members and their relatives cannot be housed by SW9 Community Housing. Where Board Members are in any doubt about these matters they can seek advice from the Company Secretary or the Executive Director.

2.3 Board Members should ensure that private or personal financial interest never influences their Board decisions. They should ensure that they never use their position as members for personal gain of any sort. A conflict of interest will arise in any circumstance where doubt can be cast on a Board Member's ability to act with complete objectivity with regard to SW9 Community Housing's activities.

2.4 Board Members can make a valuable contribution to the work of SW9 Community Housing, even though (or because) they have responsibilities to others that might sometimes bring them into conflict with the LMO. Such Board Members may, for example, be:

- Local authority councilors.
- Connected with other voluntary agencies that have a contractual relationship with SW9 Community Housing.
- Residents of SW9 Community Housing or Network Housing Group

2.5 All Board members have an overriding duty to act in the interests of SW9 Community Housing. Where an issue arises which conflicts with their responsibilities to another organisation they should declare their interest and withdraw from the meeting, unless invited to remain by the Board.

## **3. Disclosing and declaring interests**

3.1 SW9 Community Housing maintains an annually updated register of interests of its Board Members (which is available for public inspection). This details:

- Their employment.
- Positions of public responsibility.



- Membership of other organisations (including registered providers) which might have a bearing on SW9 Community Housing’s work.
- Any financial interest they have which might relate to the SW9 Community Housing’s work.

3.2 When the Board discusses an item which poses a conflict of interest for any member or employee present, that person should declare an interest. If the conflict is clear and substantial, the Board Member should offer to withdraw and, if invited to remain, must refrain from voting on the matter. Where such a conflict is likely to reoccur on a frequent basis, the Board Member should offer to resign.

3.3 The National Code of Local Government gives the following advice on what might constitute a relevant non-financial interest:

“Kinship, friendship, membership of an LMO, society or trades union, trusteeship and many other kinds of relationship can sometimes influence your judgement and give the impression that you might be acting for personal motives. A good test is to ask yourself whether others would think that the interest is of a kind to make this possible.”

3.4 Board Members who are residents have the same duty to act in the interest of SW9 Community Housing but are also expected to ensure that the Board is aware of residents’ views on issues. Resident Board Members should not raise issues that relate mainly to their tenancy at Board meetings. Where an issue arises that affects them personally or as one of a small number of tenants then they should declare an interest and withdraw from the meeting unless invited to stay by the Board. Resident Board Members are entitled to discuss and vote on issues that affect tenants generally, even though this might include themselves.

## **4. Confidentiality and openness**

4.1 SW9 Community Housing wishes to be as open as possible about its work but operates in a commercial environment and must respect people’s rights of privacy.

4.2 The following types of information should be treated as confidential:

- Items concerning specific individuals or their financial affairs – tenants, Board Members or employees.
- Items concerning the terms of negotiations relating to the acquisition or disposal of property or the supply of goods or services or the involvement of the Association in new areas of work.
- Items concerning staff relations, or staff consultations or negotiations.
- Items concerning legal proceedings.
- Items specifically marked “confidential”.



4.3 Only the chair, Executive Directors or an Officer designated by the Board are authorised to make press statements or respond to press questions relating to the Association. Any approach by the press on any matter related to the Association should be referred to the appropriate person immediately.

## **5. Corporate responsibility**

5.1 Part of the Chair's responsibility is to make sure that all Board Members have their say in meetings, and Board meetings are intended to allow members to reach a consensus in a manner that avoids inappropriate behavior. Background documentation is provided by the staff of SW9 Community Housing, and part of the task of being a Board Member is to give this careful perusal, so that discussions are soundly based.

5.2 Once the Board has come to a conclusion, all members of the Board share responsibility for the decision, regardless of whether they personally agree with it or not, and regardless of whether they are present at the meeting or not. It is in everyone's interests, therefore, that all members are expected to attend, to be on time and to contribute their expertise to the Board's discussions.

## **6. Gifts and favours**

6.1 The purpose of this policy is to avoid any question that the Association or any of its Board members are giving or receiving preferential treatment. A good benchmark to enable you to judge whether any proposed action is appropriate, is to ask yourself whether the Association or the recipient (or you) would be embarrassed if the event should become public knowledge.

6.2 The following sets out guidelines on how the policy operates:

- Gifts should never be solicited from another individual or organisation.
- Gifts of cash or cash equivalents are never permissible regardless of the amounts.
- Small personal gifts may be accepted where refusal might offend.
- All other gifts are to be pooled and distributed at the Board's discretion.
- All gifts that you receive must be recorded in the Gifts & Hospitality Register maintained by the Company Secretary.

6.3 Gifts to another individual or organisations are made only in exceptional circumstances, and with the approval of either the Chair or Executive Director.



## **7. Entertainment and hospitality**

7.1 From time to time, as a courtesy to outside organisations, SW9 Community Housing may wish to provide lunch or other minor hospitality or accept entertainment. This should not be a common practice as anything other than occasional entertainment can give rise to justifiable concern and suspicion.

7.2 To avoid this, the following rules have been established regarding entertainment and hospitality:

- It is totally unacceptable for hospitality to be solicited from anybody.
- You should avoid extravagance of any kind in hospitality or entertainment, whether it is given or received.
- Board or committee members' expense claims for hospitality should be based on the subsistence allowances for staff which are in force at the time and must be approved by the Chair of the Board, the Secretary, or the Executive Director.
- You should not accept invitations to attend other functions (such as sporting occasions or the theatre) as a "guest" or any other form of hospitality or entertainment, if by doing so you may place yourself in a position of being suspected of granting undue preference in the conduct of SW9 Community Housing's business to the provider of such hospitality or entertainment.
- Hospitality and entertainment may be accepted when visiting other organisations in the course of SW9 Community Housing's business, when not to do so would cause offence to the hosts. When accepting such invitations, it is necessary to consider a possible requirement to reciprocate in future.
- Invitations to attend charity or fund-raising events as a guest may be accepted, if it is considered to be a cause that SW9 Community Housing as a whole can support, and especially if it might be of reciprocal benefit to the LMO (e.g. if the donor might be prepared to support future charitable ventures by SW9 Community Housing).

7.3 Any hospitality given or received must be recorded in the Gifts & Hospitality Register which is maintained by the Executive Director Office.

## **8. Relationship with senior managers**

8.1 The NHF Code of Governance describes the respective roles of the Board and senior managers. The Board is particularly concerned with overall direction, which includes strategy, objectives and the delegation framework. The senior managers are concerned with achieving the objectives and strategy by the day-to-day management of the operation. The Board and senior managers recognise this distinction but also accept that there is considerable scope for blurring the edges of these different roles. Senior managers want to be involved in setting direction and Board members take a keen interest in detailed issues, particularly where these involve the standard of service to residents.



8.2 The Board accepts that its time input is limited and will endeavor to maintain a consistent level of involvement that focuses on overall direction, setting objectives, agreeing policies and standing orders and monitoring performance. Senior Managers accept that it is their responsibility to help the Board to carry out its role while concentrating on the day-to-day achievement of the agreed strategy and objectives.

8.3 Both parties are committed to developing and sustaining a partnership approach and recognise that this requires:

- The joint development of plans, objectives and strategy so as to generate commitment and ownership.
- Respect for each other's roles and recognition that both parties need to find them fulfilling.
- Positive effort to establish earned and mutual respect.

8.4 The relationship between the Chair and the Executive Director underpins the Board/senior management relationship. The Chair leads the Board and the Executive Director leads the senior leadership team. Other senior managers will have working relationships with Board Members and all of these relationships need to be recognised as important.

8.5 Senior Managers will get things wrong from time to time and should properly be held to account. Board Members should only raise criticisms of staff with the Executive Director or the Chair. Senior Managers should not be criticised in front of junior staff or outside parties. It is appropriate to raise problems of poor performance at Board meetings but these should be raised in a constructive way so as to help staff to resolve them and not as personal criticisms.

## **9. Raising specific issues**

9.1 As part of their role, Board Members may wish to take up issues on behalf of a specific tenant or tenants or community group. This may be as an advocate or to ensure that a problem gets resolved quickly. This is a valued aspect of being a locally based organisation.

9.2 Board Members should raise their concern with the relevant manager or the Executive Director. They should not raise them with more junior staff and cannot issue instructions. Board Members are entitled to a written note of the action taken within five working days if they request one. Individual matters should not be raised at Board meetings. Resident Board members raising an issue regarding their own tenancy should follow normal procedures as laid out in the Tenants Handbook and other policies and procedures.



## 10. Purchasing goods and services

10.1 SW9 Community Housing is responsible for large amounts of public money and for publicly or charitably funded assets. It is therefore necessary to ensure that those responsible for the governance and management of its business are seen to make a clear distinction between their own personal affairs and those of SW9 Community Housing.

10.2 This is particularly important in those areas of activity which involve the expenditure of large sums of money – for example building maintenance, bulk purchasing of goods and the letting of contracts. SW9 Community Housing has therefore adopted rules of personal conduct governing the purchase of goods and services which are designed to guard against two dangers:

- The possibility that improper influence may be brought to bear or that expectations of favorable treatment may be aroused via the provision of goods and services free or at a discount.
- The possibility that disputes arising out of private dealings may affect adversely the affairs of SW9 Community Housing.

10.3 Board Members should not use for their personal and private business: suppliers, agencies, professional advisers and the like that are used by SW9 Community Housing. However, where there is no reasonable alternative, you should disclose your intentions, in advance, to the Chair or Executive Director. The use of such firms or practices will be recorded in the register kept by the Executive Directors office of goods and services purchased.

10.4 Use of any of the following types of firms may need particular care:

- Consultants.
- Building contractors.
- Maintenance and service contractors (other than quoted utilities organisations such as gas, electricity, water and telephone companies).
- Other suppliers of bulk goods or services.
- Solicitors, accountants, bankers.

10.5 Lists will be maintained by SW9 Community Housing giving the names of the organisations approved building contractors, consultants, professional advisers and suppliers of services regularly used by SW9 Community Housing, and to which these rules apply. If you are uncertain whether the rules apply to a particular supplier not included in the list, you should seek clarification from the Executive Director.

10.6 You should seek advice from the Chair or Executive Director in situations which are not expressly covered by one of these rules.





## **11. Procedure for possible breaches of the code**

11.1 Alleged breaches of the Code should be reported to the Chair or to the Executive Director. Where the Chair cannot informally resolve the matter to mutual satisfaction, the Chair will appoint a panel of not less than two Board members to investigate the complaint. The composition of the Panel will depend on the nature of the complaint. The Panel will be chaired by the Chair of SW9 Community Housing or another neutral Board Member.

11.2 The Panel should follow normal complaints procedures. It should take reasonable steps to establish the facts and ensure that the Board member against whom the allegation has been made is given a fair opportunity to put their case in writing or in person (whichever they prefer). The Board Member will be entitled to be accompanied by a colleague or friend.

11.3 The panel should notify its conclusion and any recommendations for action to the whole Board.