



Board Member Code of Conduct

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Board Member Code of Conduct

Code of Conduct and Declaration of Interest for Board Members

Primary responsibility of the Board

The Board of Cadwyn Housing Association has ultimate legal responsibility for the control and conduct of its affairs and for setting the culture to meet its aims and objectives.

Its other objectives are to:

- Setting the culture and up holding the values of the organisation as set out in the Business Plan.
- Ensure that Cadwyn Housing Association is managed efficiently, effectively and in line with the requirements of the law, the regulatory bodies and best practice;
- Act only in the interests of Cadwyn Housing Association and not on behalf of any constituency or interest group;
- Uphold the reputation of Cadwyn Housing Association and the values, objectives, principles and behaviours for which it stands.

Introduction

As a Registered Social Landlord (RSL) using large amounts of public funds, Cadwyn Housing Association Ltd recognises the need to set and achieve high standards of conduct for its Board Members and staff. This document sets down the Code of Conduct for Cadwyn Housing Association Board Members. It covers all categories of Board Members, including co-optees, and any Committees that the Board may establish from time to time.

Cadwyn Housing Association subscribes to the Community Housing Cymru's Good Practice Guidance on Governance but within its own Code of Conduct seeks to draw out the key elements of that Code and to supplement these taking into account Cadwyn Housing Association's values, ethos and objectives.

A statement of the responsibilities of Cadwyn Housing Association Board Members is provided to every Board Member and forms part of this Code.

The Board has agreed the following values as those that should influence the behaviours of the Board and staff. They are as follows:

- To aim for excellence in everything we do
- To empower staff and tenants
- To be committed to sustainability
- To be innovative

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- To have both personal and organisational integrity
- To be business like
- To achieve equality and diversity in the services we provide and the opportunities we offer.
- To be accountable

Some of Cadwyn Housing Association's Board Members are nominated or elected by constituencies (i.e. tenants). However the primary duty of all Board Members is to act in the interests of Cadwyn Housing Association. Board Members are not delegates of any outside body and each Board Member owes a direct duty to Cadwyn Housing Association.

Schedule 1, Gifts, Corporate entertainment/hospitality and Bribery

Schedule 1

Staff must observe and comply with the Schedule 1 rules as issued by the Welsh Government.

The exemptions noted in Schedule 1 are:

- Exemption 1: Employment of employees' relatives
- Exemption 2: Re-employment of former employees
- Exemption 3: Housing of employees and their relatives
- Exemption 4: Housing of officers and their relatives
- Exemption 5: Purchase of houses from officers, employees or their close relatives
- Exemption 6: Payments to organisations in the management of which the registers social landlord's employees or officers are directly concerned
- Exemption 7: Permitted payments and benefits of a general nature
- Exemption 8: Payments for tenants who are employees or officers
- Exemption 9: Purchase of services by fully mutual and tenant based registered social landlords.
- Exemption 10: Payments and benefits to departing employees outside of their contracts of employment
- Exemption 11: Payments in full and final settlement of employment related disputes.
- Exemption 12: Provision of indemnity
- Exemption 13: Provision of services to employees and officers and their relatives
- Exemption 14: Payments and benefits to shareholder members.

Board Members must declare any exemptions to the Chair, Chief Exec or to the PA to the Chief Executive, who will maintain the organisation's Exemptions Register. This is returned annually to the Welsh Government.

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Declaration of Interest

Cadwyn undertakes an annual survey in August of all staff and Board Members. This highlights any interest under Schedule 1 and any links to organisations that we work with. This declaration should include family and friends.

The Declaration of Interest form is a mandatory requirement to complete on an annual basis for all staff and Board Members and will be sent out with the August payslips for staff and September Board Papers for Board Members.

Any decision to use the above exemptions will require a resolution of the Board and will be recorded in a register available for public inspection. In the event of any doubt on the applicability of an exemption, the Secretary will seek the guidance of the Cadwyn Housing Association in writing and report the results of this to the Board.

Any Board Member who believes that he or she may be in breach of the law or this code of conduct should report this immediately to the Secretary who will investigate the position and raise this with the Regulator.

Cadwyn Housing Association will distribute annually to Board Members a declaration concerning conflicts of interest and all Board Members are required to complete and return this. This will be reported and considered by the Board.

A Board Member should declare an interest if an item of business being discussed at a Board Meeting specifically concerns him or her or an organisation with which he or she is involved, whether profit making public sector or voluntary sector. Cadwyn Housing Association's Memorandum of Association prevents it paying Board Members anything other than reasonable expenses.

In the event of the Board discussing a matter which specifically affects a Board Member or an organisation with which he or she is involved, or has direct financial implications for the Board Member or his or her organisation, the Board Member must declare an interest and withdraw from that part of the meeting.

All those covered by this Code will follow the above requirements and, furthermore, will ensure that they:

- Never use their position with Cadwyn Housing Association for their own gain or that of family or associates;
- Disclose any direct or indirect interest which could influence their judgement or give the impression any Board Member is acting for personal motives;
- Would withdraw from the meeting if any matter arises where a potential conflict of interest occurs;

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- Would resign as a member of the Board if any such breach occurs in relation to their own position;
- Never allow themselves to be mandated by any outside body or persons to support, resist or influence a decision of the Board or the exercise of delegated authority by any Board Member or staff;
- Would advise the Board if they consider another member to have such an interest;
- Never accept gifts or allow extravagance in any entertainment received or given in connection with Cadwyn Housing Association's business and always follow its policies on recording hospitality;
- Should not seek any special advantage in the use of consultants, contractors, advisors etc used by Cadwyn Housing Association; where such services are used, they would be declared to the Secretary before the transaction takes place.

Gifts

Gifts in cash or kind, with the following two exceptions, will not be accepted by staff or members. This policy should be made clear in advance to consultants, contractors, funders and clients.

- i. Small gifts of a personal nature offered on a one off basis to an individual for good service, when, in the individual's opinion, rejection would cause offence (e.g. small box of chocolates, pot plants etc.). However, the individual is required to get authorisation from their line manager or Director and if appropriate register the donation and its approximate value with the PA to the Chief Exec in the Register of Gifts/Hospitality on returning to the office.
- ii. Small gifts of stationery (e.g. calendars, pens etc.) sent during the festive season.

The beneficiary is also expected to explain Cadwyn's Policy to the donor to prevent reoccurrence.

All other gifts and gifts that are not accepted should be entered into the Register, by emailing the PA to the Chief Exec, and returned to sender with a note of explanation.

Corporate Entertainment/Hospitality

Hospitality either given or received must be kept to a minimum and any received should be on the basis of demonstrable benefit to the Association. It is Cadwyn's policy that:

- i. Hospitality from any contractor, consultant, funder or client should be neither given nor received normally more than twice in any financial year.

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- ii. Records of all hospitality, along with the justification for giving/receiving, the names of all recipients and approximate value should be entered into the Hospitality Register.

The Register of Gifts/Hospitality should be inspected by the Chief Executive twice annually reported to the Board on an annual basis.

Bribery

This policy applies to all staff, temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons") within the UK and overseas.

Staff and associated persons acting for, or on behalf of, Cadwyn are responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary,

contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the organisation.

Cadwyn may also face criminal liability for unlawful actions taken by its staff or associated persons under the Bribery Act 2010. All staff and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the organisation.

This section of the policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of staff and associated persons acting for, or on behalf of, Cadwyn; and
- the consequences of any breaches of this policy.

Bribery Act 2010

Cadwyn is committed to complying with the Bribery Act 2010 in its business activities in the UK.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

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- staff or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- staff or associated person acting for, or on behalf of, Cadwyn offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- Cadwyn does not have the defence that it has adequate procedures in place to prevent bribery by its staff or associated persons.

Staff and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

Cadwyn prohibits staff or associated persons from offering, promising, giving, soliciting or accepting any bribe.

The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the staff member or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative [in accordance with the Company's procurement and risk management procedures].

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts

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accepted or offered. This links in specifically with the “Use of Internal and External Contractors and Suppliers” – Board Members must pay heed to this document

Management Practice

Cadwyn Housing Association has a Business Plan, which sets down its objectives and targets. Further, it has policies and procedures covering its main areas of activity. These provide a framework in which fair decisions can be made in all areas. This approach to management practice in itself creates a framework for accountability, which minimises the chance that Cadwyn Housing Association’s Board could be legitimately criticised.

It is therefore the responsibility of Board Members to ensure that the Business Plan is implemented through the staff and those policies and procedures are regularly reviewed and their operation reported upon.

Information on the work and decisions of the Board will be disseminated to staff and publicised to tenants and Cadwyn Housing Association’s other partners. Within the above policy of openness, however, the confidentiality of tenants, staff and agencies with which Cadwyn Housing Association works will be respected.

Independent Board Members

Cadwyn Housing Association’s Board needs to comprise members with the skills necessary to perform its duties efficiently and to acceptable standards. Cadwyn Housing Association also needs to ensure that a wide range of legitimate influences are brought to bear on its work and that no individual or group of individuals dominates its work.

Cadwyn Housing Association will establish and keep under review policies on recruiting independent Board Members and will take active steps to implement these. The Board will receive reports on the implementation of the policies periodically.

It will also establish and keep under review policies on the election of Tenant Board Members to ensure fairness and proper accountability.

The Board will keep its structure under review to ensure that it continues to carry out its role properly.

Attendance

Any Board member not attending any Board meetings for four months unless by agreement or at least 60% of meetings for twelve months will be deemed to have resigned from the Board.

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Board Members with long term commitments should discuss with the Chair and a leave of absence may be granted.

Behaviour

In accordance with Cadwyn Housing Association's Equal Opportunities Policy, the behaviour of Board Members will respect the contribution and rights of others, whether Board Members, staff, tenants or those with whom Cadwyn Housing Association work.

Board Members will:

- Not behave in a racist or sexist manner nor indulge in other unfair discrimination;
- Neither encourage nor condone such behaviour in others;
- Positively uphold and defend Cadwyn Housing Association's values.

Any Board Member breaching this aspect of the Code of Conduct will be expelled from the Board and (if they are members) from membership.

In becoming a Board Member, the member is deemed to have accepted the terms of this Code of Conduct.

Complaints against Board Members will be investigated by the Chair of the Board and Company Secretary.

Board Members, if dissatisfied with the outcome, have 10 days with which to appeal. The appeals process will be lead by the Vice Chair and one other Honorary Officer.

The decision of the appeals panel will be final, although external mechanisms will be available. The Public Services Ombudsman will only deal with a complaint following full process of Cadwyn's Policy on Complaints.

Relationships with colleagues and the general public

Board Members should:

- maintain effective relationships with colleagues, customers and the general public.
- not act in any way which is likely to bring the Cadwyn into disrepute, whilst representing it in the course of their duties or outside of work in the event of contact with customers or contractors of the Association.
- not act in any way which is likely to damage the efficiency of Cadwyn's operations or its external relationships.

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Relationships with tenants

Board Members should:

- always act in a professional manner and treat service users with dignity and respect at all times. Staff must never take advantage of the service user by forming inappropriate relationships or seeking/receiving personal favours, loans or gifts, including bequests. The policy on Gifts and Hospitality must be adhered to at all times. Any abuse will lead to disciplinary action against the staff member which could result in dismissal with or without notice.

Work-related social events

As a token of its appreciation for the work that Board Members do for the organisation, and to foster team spirit and good working relationships, Cadwyn organises events. Cadwyn may also run work-related social events to which clients, as well as staff and Board Members, are invited.

While management does not wish to put a dampener on enjoyment of social events it recognises that as most social events usually take place away from the workplace and outside of normal working hours, it is in the interests of all to set out some basic conduct rules and principles that should be followed:

- Board Members should behave with dignity at work-related social events;
- It is strictly forbidden for Board Members to use illegal drugs, including cannabis, at any work-related social event whether on Cadwyn premises or not.
- Board Members should not say or do anything at a work-related social event that could offend, intimidate, embarrass or upset any other person, whether as a joke or not.
- Language likely to offend is unacceptable at work-related social events.
- Board Members must not behave in any way that could bring Cadwyn's name into ill repute.

The above rules are in place for the benefit of all members of staff and Board Members to ensure that everyone can enjoy work-related social events in an atmosphere of conviviality without fear of being made to feel uncomfortable by another colleagues conduct.

Media disclosure

Board Members should not have contact with the media unless asked to do so by the Association. All requests and media enquiries should be passed on to the Chief Executive/Director.

Cadwyn Property

Board Members must take reasonable care of property owned by Cadwyn, including all assets used in the carrying out of their duties, including office equipment, company cars and mobile phones.

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Board Members must not carry out malicious damage to Cadwyn property or the property of any other staff, resident or customer of the Association.

Alcohol

Board Members must not attend the office or events under the influence of alcohol or drugs. Board members who are taking medication prescribed by a designated medical practitioner that is likely to adversely impact their ability to undertake their normal duties should discuss this with the Chair of the Board.

Smoking

Board Members must comply with Cadwyn's no-smoking policy within the Association's buildings and must only smoke within designated areas for smoking.