

Purpose of the Board of Directors Code of Conduct

To provide a Corporate Code outlining expected behaviour and setting standards of conduct required from all Board Directors.

To provide details of procedures to be followed by all Board Directors in declaring and registering personal interests.

To provide details of mechanisms available to all Board Directors to report any incidents of misconduct or behaviour, which are not in keeping with the Code.

To provide details of the procedures to be followed when dealing with complaints or allegations of a breach of the Board Director Code of Conduct.

1. Scope

1.1 A Director of “Poole Housing Partnership Limited” hereinafter called the “Board” must observe the Board's Code of Conduct whenever they:

- conduct the business of the Board;
- conduct the business of the office to which they have been elected or appointed; or
- act as a representative of the Board,

and references to a Director's official capacity shall be construed accordingly.

1.2 The Board's Code of Conduct shall not, apart from paragraphs 2.4.1 and 2.4.2 below, have effect in relation to the activities of a Director undertaken other than in an official capacity.

1.3 Where a Director acts as a representative of the Board

- on another relevant organisation, they must, when acting for that other organisation, comply with that other organisation's Code of Conduct; or
- on any other body, they must, when acting for that other body, comply with the Board's Code of Conduct; except and insofar as it conflicts with any other lawful obligations to which that other body may be subject.

2. General Standards

2.1 Equality Issues

- 2.1.1 Board Directors must actively promote fairness, equality and community cohesion through their day to day activities on behalf of the Company, their own behaviour and their approach to the work of the Board.
- 2.1.2 Board Directors must ensure they comply with the law by not discriminating unlawfully against any person, and that they comply with and promote the Company's Equality and Diversity policies.
- 2.1.3 Board Directors must treat others with respect and dignity.

2.2 Impartiality

- 2.2.1 Board Directors must not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the Company.

2.3 Disclosure of information

- 2.3.1 A Board Director must not disclose confidential information, or any information acquired which he/she believes is of a confidential nature, without the approval of the Board, or unless he/she is required by law to do so.
- 2.3.2 A Board Director must not prevent another person from gaining access to information to which that person is entitled by law.

2.4 Conduct

- 2.4.1 A Board Director must not in their official capacity, or any other circumstance, conduct themselves in a manner which could reasonably be regarded as bringing their office or the Board into disrepute.
- 2.4.2 A Board Director must not in their official capacity, or any other circumstance, use their position as a Board Director improperly to confer on or secure for themselves or any other person, an advantage or disadvantage;
- 2.4.3 A Board Director must, if they become aware of any conduct by another Board Director which they reasonably believe involves a failure to comply with the Board's Code of Conduct, make a written allegation to that effect to the Chief Executive or Company Secretary as soon as it is practicable for them to do so.
- 2.4.4 A Board Director must, when using or authorising the use by others of the resources of the Board
 - a) act in accordance with the Board's requirements; and
 - b) ensure that such resources are not used for any personal or political purpose unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of the Board or of the office to which the Director has been elected or appointed.

3. Use of Company Resources

- 3.1 When using, or authorising the use by others, of the Company's resources, a Board Director must act in accordance with the Company's requirements.
- 3.2 Board Directors must ensure that Company resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of the Company.

4. Attendance at Board Meetings

- 4.1 Board Directors are expected to attend at least 70% of Board and, if relevant, Committee meetings in any 12 month period. In the event of two consecutive board meetings being missed, or an unexplained or unjustified absence from three consecutive meetings, this may result in a resolution that the Board Director should vacate her/his office.

5. Decision Making

- 5.1 When reaching decisions, all Board Directors must exercise due care and diligence.
- 5.2 A Director must when reaching decisions have regard to any relevant advice provided to him by the Board's officers.
- 5.3 Board Directors should be prepared to give the reasons for their decisions in accordance with the Company's and any statutory requirements.

6. Recruitment and Employment Matters

- 6.1 The law and the Company's Employment Policies and Procedures set out rules for recruitment and selection, discipline and dismissal, and responding to staff grievances. Board Directors must ensure they observe these scrupulously in their role on recruitment and selection panels and on appeal panels dealing with other employment matters.
- 6.2 In recruiting and selecting employees, the only question Board Directors should consider is which candidate would best serve the whole Company. Board Directors should not let personal preferences influence their judgement. Board Directors must not canvass the support of colleagues for any candidate and must resist any attempt by others to canvass their support.

7. Interests

7.1 Introduction

A Board Director must not in his/her official capacity, or any other circumstance, use his/her position as a Board Director improperly to confer on or secure, for himself/herself or any other person, an advantage or disadvantage.

7.2 Disclosure of Personal Interests

A Board Director with a personal interest in a matter, who attends a meeting of the Board at which that matter is considered, must disclose to that meeting the existence and nature of the personal interest. Disclosure of a personal interest must take place either at the commencement of the consideration of the matter, or when the interest becomes apparent.

The Board Director must ensure that the minutes of any meeting, where he/she has disclosed a personal interest in a matter under consideration, record the existence and nature of the personal interest.

7.3 Definition of a Personal Interest

A Board Director must regard himself/herself as having a personal interest in any matter if:

- a) the matter relates to an interest in respect of which notification must be given under Section 8: Register of Board Director Interests, below; or
- b) if a decision upon that matter might reasonably be regarded as affecting to a greater extent than other tenants or inhabitants of the Borough of Poole, the well-being or financial position of themselves, a relative or a friend of the Board Director;
- c) any employment or business carried on by the Board Director, or by a relative or friend of the Board Director;
- d) any person who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are directors;
- e) any corporate body in which the Board Director, or a relative or friend of the Board Director have a beneficial interest in a class of securities exceeding 2% of the issue of share capital or a nominal value in excess of £10,000 whichever is the greater; or
- f) any body listed in sub-paragraphs (a) to (e) of paragraph re Registration of Other Interests below, in which such persons hold a position of general control or management.

Note: For this purpose "relative" means a spouse, partner or member of a couple who live together, a parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons.

7.4 Prejudicial Interests

Subject to paragraph below, a Board Director with a personal interest in a matter, also has a prejudicial interest in that matter, if the interest is one which a tenant of the local authority covered by the Management Agreement or a member of the public, with knowledge of the relevant facts, would reasonably regard as so significant, that it is likely to prejudice the Board Director's judgement of the public interest.

A Board Director may regard himself/herself as not having a prejudicial interest in a matter if that matter relates to:

- a) Another relevant authority of which they are a Member;
- b) a public authority in which he/she holds a position of general control or management;
- c) a body to which he has been appointed or nominated by the Board as its representative;
- d) where the Director holds a tenancy or lease with that relevant organisation, provided that they do not have arrears of rent with that relevant organisation of more than two months, and provided that those functions do not relate particularly to the Director's tenancy or lease;
- e) the functions of the Board in respect of an allowance or payment made under legislation.

7.5 Participation in Relation to Disclosed Interests

A Director with a prejudicial interest in any matter must:

- a) withdraw from the room where a meeting is being held whenever it becomes apparent that the matter is being considered at that meeting, unless they have obtained dispensation from the Board's officers; and
- b) not exercise executive functions in relation to that matter
- c) not seek improperly to influence a decision about that matter

8. Register of Board Directors' Interests

8.1 Introduction

The Company Secretary maintains a register of interests on behalf of the Company. Board Directors must notify the Company Secretary of any financial or other interests. A form for this purpose is included at Appendix C.

Where a Board Director wishes to employ one of the Poole Housing Partnership Ltd's approved contractors or consultants for work on their own property and where the work costs over £500, prior written declaration before the work commences must be submitted to the Company Secretary. The Board Director should however seek other price quotations or tenders to act as a comparison.

8.2 Registration of Financial Interests

Within 28 days of the provisions of the Board's Code of Conduct being adopted or applied to that Board or within 28 days of their election or appointment to office (if that is later), a Director must register their financial interests in the Board's register of interests maintained by the Board's officers by providing written notification to the Company Secretary or other appropriate officer of Poole Housing Partnership Limited of –

- a) any employment or business carried on by them;
- b) the name of the person who employs or has appointed them, the name of any firm in which they are a partner, and the name of any company for which they are a remunerated director;

- c) the name of any person, other than a relevant organisation, who has made a payment to them in respect of their election or any expenses incurred by them in carrying out their duties;
- d) the name of any corporate body which has a place of business or land in the Borough of Poole, and in which the Director has a beneficial interest in a class of securities of that body that exceeds the nominal value exceeding 2% of the issued share capital of that body or a nominal value in excess of £10,000, whichever is the greater;
- e) a description of any contract for goods, services or works made between the Board and themselves or a firm in which they are a partner, a company of which they are a remunerated director, or a body of the description specified in sub-paragraph (d) above;
- f) the address or other description (sufficient to identify the location) of any land in which they have a beneficial interest and which is in the Borough of Poole;
- g) the address or other description (sufficient to identify the location) of any land where the landlord is the Council of the Borough of Poole and the tenant is a firm in which they are a partner, a company of which they are a remunerated director, or a body of the description specified in Sub-paragraph (d) above; and
- h) the address or other description (sufficient to identify the location) of any land in the Borough of Poole in which they have a licence (alone or jointly with others) to occupy for 28 days or longer.

8.3 Registration of other interests

Within 28 days of the provisions of the Board's Code of Conduct being adopted or applied to that organisation or within 28 days of their election or appointment to office (if that is later), a Director must register their other interests in the Board's register by providing written notification to the Company Secretary or other appropriate officer of Poole Housing Partnership Limited of their membership of or position of general control or management in any:-

- a) body to which they have been appointed or nominated by the Board as its representative;
- b) public organisation or body exercising functions of a public nature;
- c) company, industrial and provident society, charity, or body directed to charitable purposes;
- d) body whose principal purposes include the influence of public opinion or policy; and
- e) trade Union or professional association
- f) private club.

8.4 Notification of any changes

A Board Director must within 28 days of becoming aware of any change to the interests specified under paragraphs 8.2 and 8.3 above, provide written notification to the Company Secretary of that change.

8.5 Registration of Gifts and Hospitality

The principle of integrity requires that Directors should not place themselves under an obligation that might influence the conduct of their duties. A Director should therefore apply caution when accepting gifts, special terms of services or hospitality from:

- Persons seeking or doing business with Poole Housing Partnership Limited
- A resident or tenant of the Borough of Poole

And a Director must within 28 days of knowingly receiving an offer of any gift or hospitality over the value of £25, provide written notification to the Company Secretary or other appropriate officer of Poole Housing Partnership Limited of the existence and nature of that gift or hospitality including whether it was accepted or rejected.

9. Breaches of the Code of Conduct

9.1 Introduction

The Code of Conduct covers all Directors of the Board of Poole Housing Partnership. The following sets out the process by which any alleged breaches will be investigated and how these allegations will be adjudicated.

9.2 Investigation

Any alleged breach of the Code of Conduct by a Board Director must be reported in writing to the Company Secretary of Poole Housing Partnership. This can be done by another Board Director, a member of staff at Poole Housing Partnership or the Council or a tenant, leaseholder or any other member of the public.

Once notified of an alleged breach, the Company Secretary will:

- Acknowledge receipt of the allegation in writing within 3 working days
- Contact the Board Director who has allegedly breached the Code outlining the nature of the allegations within 3 working days.
- Consult the Chair of the Audit and Risk Committee or Vice Chair to determine whether the alleged breach warrants further investigation.
- If the alleged breach is considered to be potentially serious, the Chair of the Audit and Risk Committee or Vice Chair shall initiate an investigation.
- Ensure the person making the allegation receives a full written response within 15 working days.
- If the allegation needs more investigation and the Company Secretary cannot respond within 15 working days, the Company Secretary will write to the person making the allegation to let them know when they can expect a written response.

It is a requirement of the Code of Conduct that Board Directors must co-operate with investigations into any alleged breaches of the Code. Refusal to respond or otherwise co-operate will, in itself, be a breach of the Code.

If the Board Director agrees that the breach did take place, the next steps will depend on the type of breach. Options could include:

- Apology to the person or persons affected
- Hearing by the Board

If the Board Director does not agree that the breach took place or disputes any aspect of the allegation then the Chair of the Audit and Risk Committee or Vice Chair will appoint a panel to investigate the allegations. This could include:

- The response to the allegation from the Board Director concerned.
- Further statements from the complainant
- Any other statements from witnesses
- Any other evidence pertinent to the investigation
- All information gathered through this investigation will be made available to the Board Director concerned.

9.3 Hearing

The Company Secretary will write a report detailing:

- The allegation
- The Board Director's response
- Any other relevant information
- The Investigation Panel's recommendation

The Board will hear all allegations of breaches of the Code of Conduct. The Chair of the Audit and Risk Committee or Vice Chair will present the investigation report to the next ordinary meeting of the Board and will form the basis for its adjudication of the outcome of the allegation. The item will be confidential and heard in closed session of the Board.

The Board Director will receive a copy of the investigation report. The Board Director will also have the opportunity of making representation to the Board on the alleged breach.

The complainant will also have the right to a copy of the investigation report and the right to make representation to the Board.

If the allegation is upheld, the Board is empowered to make any sanction it feels appropriate, including expulsion. Removal of a Board Director must be agreed by three quarters of the Board.

If the allegation is not upheld, there will be no further action.

9.4 Right of Appeal

For Board Directors - there is no right of appeal once the Board has decided on its course of action

For members of the public – if unsatisfied with the outcome, they can ask for the complaint to be reviewed by the Head of Democratic Services or take the issue to the Local Government Ombudsman, in accordance with the PHP Complaints process.

The Nolan Principles

- **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

APPENDIX B

Code of Behaviour

Board Directors will:

- Attend meetings and other appointments or give apologies – engaging in discussions and decision-making processes
- Prepare fully for meetings and all work for the organisation – reading papers, querying unclear or difficult things and thinking through issues in good time before meetings
- Actively engage in respectful discussion, debate and voting in meetings – contributing positively, listening carefully, challenging sensitively and avoiding conflict
- Act jointly and accept a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so
- Work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence
- Act within the governing document and the law – being aware of the contents of the organisation’s governing document and the law as it applies to that organisation
- Act in the best interests of the organisation as a whole – considering what is best for the organisation and its beneficiaries and avoiding bringing it into disrepute
- Manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest. Not gaining materially or financially unless specifically authorised to do so
- Respect confidentiality – understanding what confidentiality means in practice for an organisation, its Board and the individuals involved
- Have a sound and up-to-date knowledge of the organisation and its environment – understanding how the organisation works and the environment within which it operates.