



Your Homes
Newcastle

Board Member Code of Conduct

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Board Member Code of Conduct

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1 Introduction

- 1.1 The purpose of this Code is to provide Board Members of Your Homes Newcastle with clear guidance as to their standard of behaviour, responsibilities and best practice in fulfilling their obligations to the organisation.
- 1.2 Board Members must observe the Your Homes Newcastle Board Member Code of Conduct and other arrangements put in place to assure good governance whenever they:
- conduct the business of the organisation;
 - conduct the business of the office to which they have been nominated, elected or appointed;
 - act as a representative of the organisation
- 1.3 The Code applies to all Board Members as well as any other people appointed by the Board to sit on any of its committees.
- 1.4 Board Members are expected to familiarise themselves with the Nolan Principles which underpin public life:

Selflessness	take decisions solely based on the mission, strategic objectives and values of Your Homes Newcastle;
Integrity	not to be compromised by individuals or outside organisations;
Objectivity	remain impartial and ensure choices are made on merit alone;
Accountability	be responsible for their decisions and actions;
Openness	give reasons for their decisions and actions;
Honesty	declare any private interests;
Leadership	promote and support these principles by leadership and example.

2. General Obligations

- 2.1 Board Members must:
- treat everyone with dignity and respect, valuing differences and respecting others opinions regardless of someone's age, disability, gender, race, sexual orientation, religious belief;
 - not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the organisation.
- 2.2 Board Members must not:
- disclose information given to them in confidence by anyone, or information acquired which they believe is of a confidential nature, without the consent of a person authorised to give it, or unless they are required by law to do so;
 - prevent another person from gaining access to information to which that person is entitled by law

- 2.3 Board Members 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 Your Homes Newcastle into disrepute.

3. Decision Making

3.1 When reaching decisions, Board Members must:

- Act within powers.
 - This means that Board Members must act in accordance with the company's constitution and only exercise powers for the purposes for which they are conferred.
- To exercise independent judgement.
 - This means that Board Members cannot rely on an expert's opinion but does mean they must exercise their own judgement in deciding to follow someone else's advice or accept another's judgement.
- To exercise reasonable care, skill and diligence
 - A Board Member must exercise the same degree of care as would be reasonably expected from a sensible and careful business person dealing with his or her own affairs. The same degree of skill would be reasonably expected of someone with the Board Member's own knowledge and experience.
- To promote the success of the company.
 - This means that Board Members must have regard to
 - The likely consequences of any decision in the long term
 - The interests of the company's employees
 - The need to foster the company's business relationships
 - The impact of the company's operation on the community and the environment
 - The desirability of the company maintaining a reputation for the high standards of business conduct;
 - The need to act fairly as between members of the company

4. Standards

- 4.1 Board Members are expected to respect the views of others and their right to speak, but the Chair (following a warning) can request that a member be silent if he or she is using intemperate, provocative or abusive language or if he or she persists in straying from the agenda or is obstructing the proper conduct of Your Homes Newcastle business
- 4.2 Board Members should praise individuals "in public" and criticise them "in private" (in the case of staff this should be done through the Chief Executive or the relevant Director of Service)

- 4.3 Board Members should avoid raising issues concerning named individuals and should observe the requirements of the Data Protection Act 1998 in relation to personal data
- 4.4 If a Board Member becomes aware of any conduct by another Board member which he or she reasonably believes involves a failure to comply with the organisation's Code of Conduct and rules of governance, he or she must write to that effect to the Chief Executive of Your Homes Newcastle as soon as is practicable to do so.
- 4.5 Board Members are expected to familiarise themselves with the Board Member Communication Protocol, attached at Appendix 2 to this Code.

5. Attendance

- 5.1 Board Members are expected to play an active role at board meetings and should be prepared to spend an appropriate amount of time reading papers and preparing for meetings.
- 5.2 Board Members must seek permission for any extended absence from Board meetings and risk removal from the Board if they are absent from 6 consecutive Boards meetings or 60 percent of Board meetings in any 12 month period.
- 5.3 If a Board Member is absent from three consecutive meetings or three in a six month period, this absence will be discussed by the Chair and the Board Member concerned, unless the Board had given approval to the absence.

6. Interests

- 6.1 All Board Members have a duty to act in the best interests of the organisation and Board Members must not generally put themselves in a position where there is a conflict between their personal interests and the duty they owe to Your Homes Newcastle.
- 6.2 All Board Members are expected to sign a declaration of interests which will be held with the statutory books by the Company Secretary and are open for public inspection. They should inform the Company Secretary promptly of any change of circumstances that affect their declaration of interests or affects information supplied to Companies House to register them as a board member.
- 6.3 Requirements for declarations of interest are covered in Articles 29 and 30 of the Your Homes Newcastle Articles of Association. These are attached as Appendix One to this Code of Conduct.

7. Resources

- 7.1 Board Members
- must not in their official capacity or any other circumstances, use their position as Board Members improperly to confer on or secure for themselves or any other person, an advantage or disadvantage;
 - must, when using or authorising the use by others of the resources of the organisation
 - act in accordance with Your Homes Newcastle's requirements;

- ensure that such 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 Your Homes Newcastle or of the office to which the board member has been elected or appointed.

7.2 Board Members must disclose to the Chief Executive of Your Homes Newcastle the name of any relative who applies for a job at Your Homes Newcastle, if they are aware of this.

8. Expenses

8.1 Board Members will be reimbursed for reasonable out of pocket expenses incurred whilst on Your Homes Newcastle business. Claims for expenses should be supported by receipts. Mileage claims should be submitted on the expenses form, which can be obtained from the Company Administrator. All claims should be submitted monthly to the Company Administrator.

9. Gifts and Hospitality

9.1 Subject to paragraph 9.2, Board Members must not accept any gifts or hospitality or other benefits that are given by virtue of being a board member, or any activity carried out as a board member, of Your Homes Newcastle. There is no minimum threshold applied to third party benefits for this rule to apply and such benefits need not be financial.

9.2 Board Members may accept a gift or hospitality or other benefit if the acceptance of it cannot reasonably be expected to give rise to conflict.

9.3 If any Board Member has any doubt as to whether a benefit might give rise to a conflict, she/he should seek advice from the Company Secretary.

9.4 Where a benefit is accepted Board Members must notify the Company Secretary promptly and provide written details of the benefit.

10. Role of the Company Secretary

10.1 It is the role of the Company Secretary to help Board Members adhere to the Code of Conduct. Where there are examples of situations likely to lead to potential conflicts of interest that may be difficult to manage, Board Members are urged to seek advice from the Company Secretary on any matter of concern relating to this Code of Conduct.

11. Breaches of the Code of Conduct and Communications Protocol

11.1 Board Members will co-operate fully in any investigation or enquiry that arises from any complaint or allegation of breach of this Code of Conduct. The process for the investigation and adjudicating of breaches of the Board Member Code of Conduct and Communications Protocol is attached at Appendix 3 to this Code.

Articles 29 and 30 of the Your Homes Newcastle Articles of Association

29. (1) Any Board Member (which shall include interests of Family Members) having an interest in any arrangement between the Organisation and another person or body shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board PROVIDED THAT if the interest exists solely because of the circumstances set out in Article 29(2)(a),(b) or (c) then the interest need not be specifically disclosed at that meeting so long as it is at that time properly recorded in a written Register of Interests of Board Members maintained by the Organisation. Unless the interest is of the type specified in Articles 29(2) or 29(3) the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 29(2) or 29(3) the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
- (2) Provided the interest has been properly disclosed pursuant to Article 29(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
- (a) the Board Member is a Tenant so long as the matter in question affects all or a substantial group of Tenants; or
 - (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation; or
 - (c) the Board Member is an official or elected member of any statutory body.
- (3) A Board Member shall not be treated as having an interest:
- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge;
 - (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 24.
30. If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

For clarification, Family Member means, in relation to a Board Member, their spouse, partner, parent, parent-in-law, son, daughter, stepson, 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 and “partner” means a person who lives with a Board Member as husband, wife or same sex partner. (Articles of Association).

Further Guidance on Conflicts of Interest

Board Members must declare an interest in an item of business if it could be thought that they or a Family Member might be affected financially, or in any other way by that decision, to a greater extent than other tenants or other people who live in the City.

They must similarly declare an interest if the decision is likely to materially affect financially or otherwise any employer or employment of theirs or a Family Member or business carried out by them or a Family Member, or of which they are a partner or director.

Board Members can participate in discussion and decisions on any item in which they have an interest if their interest arises solely because:

- They are a tenant and the issue does not relate specifically to their tenancy but affects all or a substantial number of tenants

For example a conflict of interest would not arise from their discussion of the investment programme, from which they along with a substantial number of tenants might benefit or from a decision about a rent increase which would affect all tenants. However, a conflict could arise if there was a specific discussion about inclusion of a scheme from which they and a small number of tenants would benefit.

- They are a director of, or work for, another organisation that works alongside Your Homes Newcastle or is a public organisation, provided that the decision will not have any significant financial affect on that organisation.

For example, a Board member may work for Northumbria Water, a partner of Your Homes Newcastle and contribute to discussions on collection of rent arrears, an element of which is water rates. A possible conflict of interest would arise if the Board were to consider whether Your Homes Newcastle should continue to collect water rates on behalf of Northumbria Water.

- They work for, or are an elected member of, the City Council.

For example, Council nominees on the Board can participate in discussions about issues related to the City Council, unless the item of business is principally concerned with any dispute, or potential dispute, between Your Homes Newcastle and the City Council.

Board Member Communication Protocol

1 Introduction

The role of a Your Homes Newcastle Board Member is to :

- provide strategic leadership;
- be legally responsible and answerable to both the Council and tenants for the activities of the organisation;
- check and review performance.

For the most part, Board Members discharge these responsibilities through attendance at board and committee meetings. In addition, however, Board Members also have an ambassadorial role and have a responsibility to the organisation to reflect its values and act in an appropriate manner at all times. This protocol is designed to give guidance to both Board Members in carrying out their role and to officers in supporting them in their work for Your Homes Newcastle.

2 Individual Tenant Issues

Whatever their background, Board Members sit on the Board as individuals and do not represent a particular constituency, area or group. Members are on the Board because of their background, the experience and skills that they bring to the table which contribute to effective decision-making. These can be skills and experiences gained as a result of being a tenant, a councillor, through work or voluntary experience or a combination of all these.

Board Members do not have a role as advocates or representatives. They do not speak on behalf of any group or represent any interest group in their role as Board Members. Board Members are directors of a company and have a legal responsibility to put the needs of Your Homes Newcastle and its tenants first and to take decisions collectively that are in the best interests of the organisation and tenants as a whole.

From time to time Board Members may be approached by individual tenants who may ask them to intercede on their behalf on a matter of Your Homes Newcastle business. Addressing operational issues is the role of the officers of Your Homes Newcastle and there are established policies and procedures that cover the full range of issues that tenants may want addressed, including a formal complaints procedure. These procedures and policies need to be followed when dealing with all cases to ensure that all tenants have equal access to a fair and equitable service.

If Board Members are approached by tenants to intercede on their behalf, Board Members should politely refer tenants back to the most appropriate officer. If the board member is unsure who that officer is they can refer the tenant to the appropriate member of the Your Homes Newcastle Senior Management Team. Board Members who are also Councillors do have a role to take up issues on behalf of constituents and to act as advocates and representatives. When acting in their capacity as Councillors, Board Members must be clear about the capacity in which they are acting.

3 Communication between Board Members and YHN Officers

Board Members and Your Homes Newcastle officers will always treat each other fairly and with respect.

Your Homes Newcastle officers and Board Members will treat each other professionally and politely at all times. Officers will answer phone calls and letters from Board Members promptly and will provide Board Members with the information and support they need to carry out their responsibilities as Board Members.

4 Communicating with the Press and other Media

The Chair of the Board is the main spokesperson for Your Homes Newcastle. He or she is the only board member with the sanction to speak directly to the press or other media in the role of spokesperson for the organisation.

In the absence of the Chair, one or other of the Vice Chairs may be called upon by the Chief Executive of Your Homes Newcastle to act as spokesperson for the organisation.

No other board member has the role of speaking to the press unless this is with the prior agreement of either the Chief Executive or Company Secretary.

If a board member is approached by the press or other media, such approaches need to be redirected to the Chief Executive, Company Secretary or the Your Homes Newcastle Lead Communications Officer.

Board Members may be asked to contribute to press or media events that are organised by Your Homes Newcastle. This is part of their ambassadorial role and should be agreed with a member of the Your Homes Newcastle Senior Management Team.

5 Communication with External Bodies

The Chair of the Board is the main spokesperson for Your Homes Newcastle and its Board. In the absence of the Chair, one of the Vice Chairs may be asked to act in this capacity by the Chief Executive.

Other Board Members do not have a role as spokesperson for the organisation at meetings or events with external bodies, unless this at the specific request of a member of the Senior Management Team, or agreed in advance with a member of the Senior Management Team. The only exception to this are Board Members who are the Council nominees. As the Council's representatives on the Board, they are answerable to other Councillors for the work of Your Homes Newcastle. Therefore Council nominated Board Members do have a role in representing Your Homes Newcastle to other Councillors and answering their questions about the organisation.

Board Members must be aware at all times that they often have a number of different roles, dependent on the context, and that they must be clear to both themselves and to external bodies in which capacity they are acting when attending or speaking at external meetings or events.

Process for Investigating and Adjudicating Breaches of the Board Member Code of Conduct and Communications Protocol

1. Introduction

The Code of Conduct and Communications Protocol covers all members of the Board of Your Homes Newcastle. The following sets out the process by which any alleged breaches will be investigated and how these allegations will be adjudicated.

2. Investigation

Any alleged breach of the Code of Conduct and Communications Protocol by a Board Member must be reported in writing to the Your Homes Newcastle Company Secretary. This can be done by another Board Member, member of staff at Your Homes Newcastle or the City 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
- Investigate the alleged breach by contacting the Board Member who has allegedly breached the Code within 3 working days
- Make sure 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 Members must co-operate with investigations into any alleged breaches of the Code and Protocol. Refusal to respond or otherwise co-operate will, in itself, be a breach of the Code.

If the Board Member 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 Member does not agree that the breach took place or disputes any aspect of the allegation then the Company Secretary will conduct a complete investigation. This could include:

- The response to the allegation from the Board member 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 Member concerned

3. Hearing

The Company Secretary will write a report detailing:

- The allegation
- The Board Member's response
- Any other relevant information
- The Company Secretary's recommendation

The Board will hear all allegations of breaches of the Code of Conduct and Protocol.

The investigation report will go 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 Member will receive a copy of the investigation report. The Board Member 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 Member must be agreed by three quarters of the Board.

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

4. Right of Appeal

For Board Members or members of Your Homes Newcastle staff - 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 Your Homes Newcastle Complaints process.

