



BOARD MEMBER CODE OF CONDUCT

Purpose of the Board Member Code of Conduct

- ◆ **To set out guidance on how the Local Authorities (Model Code of Conduct) (England) Order 2001 included in the Articles of Association of Wigan and Leigh Housing Company Limited applies to all Board Members.**
- ◆ **To provide a Corporate Code outlining expected behaviour and setting standards of Conduct required by the Company from all Board Members.**
- ◆ **To provide details of procedures to be followed by all Board Members in declaring and registering personal interests.**
- ◆ **To provide details of mechanisms available to all Board Members to report any incidents of misconduct or behaviour which is 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 Member Code of Conduct.**

Contents

	page
1 General Provisions	4
▪ Scope	
2 General Standards	4
▪ Equality Issues	
▪ Impartiality	
▪ Disclosure of information	
▪ Conduct	
3 Use of Company Resources	5
4 Attendance at Board Meetings	
5 Decision Making	5
6 Recruitment and Employment Matters	5
7 Interests	6
▪ Introduction	
▪ Disclosure of personal interests	
▪ Definition of personal interests	
▪ Prejudicial interests	
▪ Participation in relation to disclosed interests	
8 Register of Board Member Interests	7
▪ Introduction	
▪ Registration of financial interests	
▪ Registration of other interests	
▪ Notification of any changes	
▪ Registration of gifts and hospitality	
9 Breaches of the Code of Conduct	
▪ Referral	
▪ Initial response	
▪ Written notice	
▪ Support	
▪ Investigation panel	
▪ Completion of the investigation	
▪ Outcome	

1. **General Provisions**

1.1 Scope

- (i) All Board Members must observe the Company's Code of Conduct whenever they conduct the business of the Company.
- (ii) The Code of Conduct shall not, apart from paragraphs 2.4 (i) and 5.1 below, have effect in relation to the activities of a Board Member undertaken other than in an official capacity.
- (iii) Where a Board Member acts as a representative of the Company on any other body, he/she must, when acting for that other body, comply with the Company's Code of Conduct. Where a divergence in policy between the Company and the other body, or a conflict of interests occurs this must be declared to the Board.
- (iv) In this code, Board Member includes all Members of the Wigan and Leigh Housing Board and co-opted members of the Boards and Committees.

2. General Standards

2.1 Equality Issues

- (i) Board Members 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.
- (ii) Board Members 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.
- (iii) Board Members must treat others with respect and dignity.

2.1.1 Impartiality

- (i) Board Members 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

- (i) A Board Member 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
- (ii) A Board Member must not prevent another person from gaining access to information to which that person is entitled by law.

2.4 Conduct

- (i) Board Members are expected to set the highest possible standards when acting in an official capacity, or any other circumstance.
- (ii) There is a general expectation that Board Members will dress appropriately for company business and will not be under the influence of alcohol or *illegal* drugs to the extent that their behaviour would be affected.
- (iii) If a Board Member becomes concerned about the conduct of another Board Member in a Board, Committee or other meeting the Board Member may raise the issue with other Members and the Chair who may request the offending Board Member to leave the meeting or refer the matter to the Governance, Standards and Audit Committee for further investigation.
- (iv) A Board Member must not conduct himself/herself in a manner which could reasonably be regarded as bringing the Board or the Company into disrepute, either when acting in an official capacity, or any other circumstance,

3. Use of Company Resources

- 3.1.1 When using, or authorising the use by others, of the Company's resources, a Board Member must act in accordance with the Company's requirements.
- 3.1.2 Board Members 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 Members will endeavour to attend all Board meetings mindful that absence from at least 60% of Board meetings in any 12 month periods or absence for more than six consecutive months without permission may result in a Board resolution that the Board Member should vacate her/his office.

5. Decision Making

- 5.1 When reaching decisions, all Board Members must exercise due care and diligence.
- 5.2 In reaching a decision all Board Members are entitled to rely on and must have regard to guidance received, from professional advisers previously appointed, for this purpose, by the Board.
- 5.3 Board Members 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 Members must ensure they observe these scrupulously in their role on recruitment and selection panels and on appeal panels dealing with other employment matters.

In recruiting and selecting employees, the only question Board Members should consider is which candidate would best serve the whole Company. Board Members should not let personal preferences influence their judgement. Board Members 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 Member must not in his/her official capacity, or any other circumstance, use his/her position as a Board Member 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 Member 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 Member 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 Member must regard himself/herself as having a personal interest in any matter if:

- (i) the matter relates to an interest in respect of which notification must be given under Section 6: Register of Board Member Interests, below.
- (ii) if a decision upon that matter might reasonably be regarded as affecting the well-being or financial position of the Board Member, or any of the following persons:
 - (a) a relative or a friend of the Board Member;
 - (b) any employment or business carried on by the Board Member, or by a relative or friend of the Board Member;
 - (c) 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;

- (d) any corporate body in which the Board Member, or a relative or friend of the Board Member have a beneficial interest in a class of securities exceeding the nominal value of £5,000; or
- (e) any body listed in sub-paragraphs ii (a) to (c) of paragraph 5.4 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

- (i) Subject to sub-paragraph (ii) below, a Board Member with a personal interest in a matter, also has a prejudicial interest in that matter, if the interest is one which, 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 Member's judgement of the public interest.
- (ii) A Board Member may regard himself/herself as not having a prejudicial interest in a matter if that matter relates to:
 - (a) a public authority in which he/she holds a position of general control or management;
 - (b) a body to which he has been appointed or nominated by the Company as its representative;
 - (c) the housing functions of the Company where the Board Member holds a tenancy or lease with the Council or one of the Company's partner organisations, provided that he/she does not have rent arrears of more than two months, and provided that those functions do not relate particularly to the Board Member's tenancy or lease;

7.5 Participation in Relation to Disclosed Interests

Subject to sub-paragraph (ii) below, a member with a prejudicial interest in any matter must:

- (a) withdraw from the room or chamber where a meeting is being held whenever it becomes apparent that the matter, in which he/she has an interest, is being considered at that meeting.
- (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 Members' Interests

8.1 Introduction

The Company Secretary maintains a register of interests on behalf of the Company. Under Article 27 of the Articles of Association of Wigan and Leigh Housing Company Limited, Board Members must notify the Company Secretary of any financial or other interests. A form for this purpose is included at Appendix A.

8.2 Registration of Financial Interests

Within 28 days of appointment to the Board, a Board Member must formally register his financial interests. This must be recorded in the Company's register. The Board Member will do this by providing written notification to the Company Secretary of:

- (a) any employment or business carried on by him/her;
- (b) the name and address of his/her employer or the person who has appointed him/her;
- (c) the name, address and nature of business of any firm in which he/she is an owner or partner;
- (d) the name of any company for which he/she is a remunerated director;
- (e) the name of any person, other than the Company or Wigan Council, who has made a payment to him/her in respect of his/her appointment as a Board Member or any expenses incurred by him/her in carrying out his/her duties;
- (f) the name of any corporate body which has a place of business or owns land in the Wigan Borough, and in which the Board Member has a shareholding of more than £25,000 (face value) or in which he/she has a stake of more than 100th of the total issued share capital;
- (g) a description of any contract for goods, services or works made between the Company and himself/herself, or a firm in which he/she is a partner, a remunerated director, or a shareholder with a holding of more than £25,000 (face value) or a stake of more than 100th of its total issued share capital.
- (h) the address or other description (sufficient to identify the location) of any land in which he/she has a beneficial interest and which is in the area covered by Wigan Council;
- (i) the address or other description (sufficient to identify the location) of any land owned by Wigan Council, which is leased or licensed by the Board Member, or by a firm in which the Board Member is a partner, or by a company in which the Board Member is a remunerated Director, or in which the Board Member has a shareholding of more than £25,000 (face value) or a stake of more than 100th of its total issued share capital.

(j) the address or other description (sufficient to identify the location) of any land within the area covered by Wigan Council in which the Board Member has a licence (either alone or jointly with others) to occupy for 28 days or more.

8.3 Registration of other interests

Within 28 days of his/her appointment to the Board, a Board Member must formally register his/her other interests. This is recorded in the Company's register. To register an interest the Board Member must provide written notification to the Company Secretary of his/her membership of or position of general control or management in any of the following:

- (a) a body to which he has been appointed or nominated by the Company as its representative;
- (b) a public authority or body exercising public functions;
- (c) a company, industrial and provident society, charity, or body directed to charitable purposes;
- (d) a body whose main purpose is to influence public opinion or policy;
- (e) a trade union or professional association.

8.4 Notification of any changes

A Board Member must within 28 days of becoming aware of any change to the interests specified under paragraphs 7.1 and 7.2 above, provide written notification to the Company Secretary of that change.

8.5 Registration of Gifts and Hospitality

A member must within 28 days of receiving any gift or hospitality over the value of £25, provide written notification to the Company Secretary of the existence and nature of that gift or hospitality.

9. Breaches of the Code of Conduct

9.1 Referral

Complaints or allegations of a breach of the Code of Conduct should be referred to the Company Secretary.

9.2 Initial response

The Company Secretary will consult the Chair of the Governance, Standards and Audit Committee to determine whether the alleged breach warrants further investigation. If the alleged breach is considered to be potentially serious the Chair of the Governance, Standards and Audit Committee shall initiate an investigation and advise the Chair of the Board to suspend the Board Member from the role of Director on the Wigan and Leigh Housing Board pending an investigation into the allegations.

9.3 Written notice

The Company Secretary should write to the Board Member outlining the nature of the allegations and advising the Board Member that an investigation will be carried out. If the Board Member is suspended the Board Member will be advised of their suspension and explain this is a neutral act implying neither guilt nor innocence and that the decision to suspend will be reviewed upon completion of the investigation.

9.4 Support

The Company Secretary will advise any suspended Board Member in writing of a named support officer who will provide assistance to the Board Member to seek a resolution to the problem.

9.5 Investigation panel

The Chair of the Governance, Standards and Audit Committee, in consultation with the Board Chair, will appoint a panel from the Appointments and Appeals Panel to investigate the allegations, unless the allegations are made by an external body. The panel would normally invite the Board Member to interview as part of the investigatory process.

9.6 Allegations by an external body

If the allegations are made by an external body and are to be investigated as such then an investigation panel will not be formed until the outcome of the investigation is known. The outcome will be reported to the Governance, Standards and Audit Committee in accordance with sections 8.7 and 8.8 of the Code of Conduct.

9.7 Completion of the investigation

Upon completion of the investigation into the allegations the Company Secretary will submit a report to the Governance, Standards and Audit Committee outlining the findings of the investigation panel.

9.8 Outcome

The Governance, Standards and Audit Committee will consider the report into the investigation of the alleged breach of the Code of Conduct and determine the appropriate action to be taken.

3. If you are a partner in a firm please set out below the name of the firm in which you are a partner.

4. If you are a Director who receives remuneration please set out below the name of the Company of which you are a remunerated Director.

5. Please set out below the name of any person who has made a payment to you in respect of your appointment as a Board Member, Area Board Member or a Council Member or in respect of any expenses you have incurred in carrying out your duties. You need not declare payments made to you by the Company or Wigan Borough Council.

6. Please set out below the name of any corporate body which has a place of business or owns land in Wigan borough and in which you have a shareholding of more than £25,000 (face value) or in which you have a stake of more than 100th of its total issued share capital.

7. Please set out below details of any contracts for goods, services or works made between the Company or Wigan Borough Council and yourself, a firm in which you are a partner, a company in which you are a remunerated Director or a corporate body in which you have a £25,000 shareholding (face value) or a stake of more than 100th of its total issued share capital. Please specify the parties to the contract, the date of the contract and what the contract is for.

- (b) a public authority or body exercising public functions

- (c) a company, industrial and provident society, charity, or body directed to charitable purposes

- (d) a body whose main purpose is to influence public opinion or policy

- (e) a trade union or professional association.

The details above are an accurate record of all the interests which I am obliged to register under Article 27 of the Articles of Association of Wigan and Leigh Housing Company Limited and the Local Authorities Model Code of Conduct (England) Order 2001

Please sign here

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Please print name

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Please write address:

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Date: