



Code of Conduct

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1 Introduction

- 1.1 The purpose of this Code of Conduct ('the Code') is to provide the Board Members of the Byker Community Trust Limited ('the Trust') with clear guidance as to their standard of behaviour, responsibilities and best practice in fulfilling their obligations to the Trust
- 1.2 Board Members must observe the Trust's Code of Conduct and other arrangements put in place to assure good governance whenever they:
- conduct the business of the Trust;
 - conduct the business of the office to which they have been nominated, elected or appointed; and
 - act as a representative of the Trust.
- 1.3 The Code applies to all Board Members and Co-optees of the Trust 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 and abide by the Nolan Principles which underpin public life:

Selflessness	To take decisions solely based on the mission, strategic objectives and values of the Byker Community Trust.
Integrity	Not to be compromised by individuals or outside organisations.
Objectivity	To remain impartial and ensure choices are made on merit alone.
Accountability	To be responsible for their decisions and actions.
Openness	To give reasons for their decisions and actions.
Honesty	To declare any private interests.
Leadership	To 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; and
 - not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the Trust.
- 2.2 Board Members must not:
- disclose information pertaining to the Trust which is 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 (being either the Chair or the Chief Executive of the Trust), or unless they are required by law to do so; or
 - 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 the Trust 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 Trust's constitution and only exercise powers for the purposes for which they are conferred.
- 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.
- 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.
- Promote the success of the Trust.
This means that Board Members must have regard to:
 - maximising community benefit from the work of the Trust;
 - the likely consequences of any decision in the long term;
 - the interests of the Trust's employees;
 - the need to foster the Trust's business relationships with suppliers, customers and others;
 - the impact of the Trust's operations on the community and the environment;
 - the desirability of the Trust maintaining a reputation for high standards of business conduct; and
 - the need to act fairly as between members of the Trust.

4. Standards

- 4.1 Board Members are expected to respect the views of others and their right to speak. If appropriate, following a warning, the Chair can request that a Board 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 the Trust's business.
- 4.2 Board Members should praise individuals "in public" and criticise them "in private". In the case of employees of the Trust this should be done through the Chief Executive.
- 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 Trust's Code and rules of governance, he or she must write to that effect to the Chief Executive of the Trust 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 One to the Code.

5. Equality and Diversity

- 5.1 The Trust is committed to achieving equality of opportunity in every area of its work. Our aim is that everyone should be treated fairly. Board Members should be aware of the Trust's Equality & Diversity Policy. They should also be aware of the scope for discrimination in Board recruitment and selection activities and in the granting of tenancies, contracts of employment, and contracts for services. Board Members must follow established procedures when involved with such issues, to prevent either direct or indirect discrimination from occurring.
- 5.2 Sexist, racist, homophobic or other discriminatory behaviour from Board Members will not be tolerated.
- 5.3 The Trust monitors the diversity profile of its Board members. Board members are encouraged to supply this information to the Company Secretary. The aim is to ensure, as far as possible, that the Trust Board profile reflects the communities it serves.

6. Attendance

- 6.1 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.
- 6.2 Any Board Member who is unable to attend a full board meeting should inform the Chair before the start of the meeting that they are only able to stay for part of the meeting and when they
- 6.3 Board Members must seek permission for any extended absence from Board meetings and risk removal from the Board if they are absent from four consecutive Boards meetings.
- 6.3 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.

7. Interests

- 7.1 All Board Members have a duty to act in the best interests of the Trust. Board Members do not represent a constituency or nominating body interest and must not put themselves in a position where there is a conflict between their personal interests and the duty they owe to the Trust.
- 7.2 All Board Members are expected to sign a declaration of interests' form which will be held with the statutory books by the Company Secretary and are open for public inspection. Board Members should inform the Company Secretary promptly of any change of circumstances that affect their declaration of interests.

8. Resources

8.1 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 Trust:
 - act in accordance with the Trust's requirements; and
 - ensure resources are used to support the discharge of the functions of the Trust or of the office to which the Board Member has been elected or appointed.

9. Expenses

9.1 Board Members will be reimbursed for reasonable out of pocket expenses incurred whilst on the Trust's business. Details of what expenses will be claimed and paid and how claims are paid are set out in the Trust's Expenses Policy for Board Members and Co-optees (the 'Expenses Policy'). Claims for expenses should be supported where possible with receipts. Claims should be submitted on the Expenses Form as set out in the Expenses Policy, which can be obtained from the Trust's Office Manager. All claims should be submitted monthly to the Trust's Office Manager.

10. Gifts and Hospitality

- 10.1 There will be a publicly available Register of Gifts and Hospitality received and offered.
- 10.2 If any Board Member has any doubt as to whether an offer of a gift or hospitality might give rise to a conflict, she/he should seek advice from the Company Secretary.

11. Role of the Company Secretary

11.1 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.

12. Breaches of the Code of Conduct and Communications Protocol

- 12.1 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.
- 12.2 The process for the investigation and adjudicating of breaches of the Board Member Code of Conduct and Communications Protocol is attached at Appendix Two.

Appendix One

Board Member Communication Protocol

1 Introduction

- 1.1 The role of a Board Member is to:
 - 1.1.1 Provide strategic leadership;
 - 1.1.2 Be legally responsible and answerable to tenants for the activities of the Trust; and
 - 1.1.3 Check and review performance.
- 1.2 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 Trust to reflect its values and act in appropriate manner at all times. This protocol is designed to give guidance and support to Board members in carrying out their role.

2 Individual Tenant Issues

- 2.1 Whatever their background, Board Members sit on the Board as individuals and do not represent a particular constituency, area or group. Board Members are on the Board because of their background, experience and the skills that they can 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.
- 2.2 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 the Trust and have a legal responsibility to put the needs of the Trust and its tenants first and to take decision collectively that are in the best interests of the Trust and tenants as a whole.
- 2.3 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 the Trust's business. Addressing operational issues is the role of the officers of the Trust and there are established procedures and policies that cover the full range of issues that tenants may want addresses, 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.
- 2.4 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 Chief Executive of the Trust. Board Members who are also Councillors do have a role to take up issues on behalf of their constituents and to act as advocates and representatives. When acting in their capacity as Councillors, any Board Member who is also a Councillor must be clear about the capacity in which they are acting.

3 Communication between Board Members and Trust Officers

- 3.1 Board Members and the Trust's Officers will always treat each other fairly and with respect.

- 3.2 The Trust's 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 Communication with the Press and other Media

- 4.1 The Chair of the Board is the main spokesperson for the Trust. 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 Trust.
- 4.2 In the absence of the Chair, the Vice Chair may be called upon by the Chief Executive of the Trust to act as spokesperson for the Trust.
- 4.3 No other Board Member has the role or authority to speak to the press unless prior approval and agreement is given from either the Chief Executive or the Company Secretary.
- 4.4 If a Board Member is approached by the press or other media, such approaches need to be redirected to the Chief Executive or Company Secretary of the Trust.
- 4.5 Board Members may be asked to contribute to press or media events that are organised by the Trust. This is part of the ambassadorial role and should be agreed with the Chief Executive of the Trust.

5 Communications with External Bodies

- 5.1 The Chair of the Board is the main spokesperson for the Trust and its Board. In the absence of the Chair, a Vice Chair may be asked to act in this capacity by the Chief Executive.
- 5.2 Other Board Members do not have a role as spokesperson for the Trust at meetings or events with external bodies, unless this is at the specific request of the Chief Executive, or agreed in advance with the Chief Executive. The only exceptions to this are Board Members who are the Council's nominees (i.e. the Local Authority Board Members). As the Council's representatives on the Board, Local Authority Board Members are answerable to Councillors about the work of the Trust. Council nominated Board Members do therefore have a role in representing the Trust to Newcastle City Councillors and answering their questions about the Trust.
- 5.3 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.

Appendix Two

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

1. Introduction

- 1.1 The Code of Conduct covers all members of the Trust. The following sets out the process by which any alleged breaches will be investigated and how these allegations will be adjudicated.

2. Investigation

- 2.1 Any alleged breach of the Code of Conduct by a Board Member must be reported in writing to the Trust's Company Secretary. This can be done by another Board Member, an employee of the Trust, or a tenant or leasehold from the Byker Estate or any other member of the public.
- 2.2 Once notified of any alleged breach, the Company Secretary will:
- 2.2.1 Acknowledge receipt of the allegation in writing within three working days.
 - 2.2.2 Investigate the alleged breach by contacting the Board Member who has allegedly breached the Code within three working days.
 - 2.2.3 Make sure the person making the allegation receives a full written response within fifteen days.
 - 2.2.4 If the allegation needs more investigation and the Company Secretary cannot respond within fifteen working days, the Company Secretary will write to the person making the allegation to let them know when they can expect a written response.
- 2.3 It is a requirement of the Code of Conduct that Board Members 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.
- 2.4 If the Board Member agrees that the breach did take place, the next steps will depend on the type of breach. Options could include:
- 2.4.1 Apology to the person or persons affected; or
 - 2.4.2 Hearing by the Board.
- 2.5 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:
- 2.5.1 The response to the allegation from the Board member concerned;
 - 2.5.2 Further statements from the complainant;
 - 2.5.3 Any other statements from witnesses;
 - 2.5.4 Any other evidence pertinent to the investigation.
- 2.6 All information gathered through this investigation will be made available to the Board member concerned.

3. Hearing

- 3.1 The Company Secretary will write a report detailing:
 - 3.1.1 The allegation;
 - 3.1.2 The Board Members' response;
 - 3.1.3 Any other relevant information; and
 - 3.1.4 The Company Secretary's recommendation.
- 3.2 The Board will hear all allegations of breaches of the Code of Conduct and Protocol.
- 3.3 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.
- 3.4 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.
- 3.5 The complainant will also have the right to a copy of the investigation report and the right to make representation to the Board.
- 3.6 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.
- 3.7 If the allegation is not upheld, there will be no further action.

4. Right of Appeal

- 4.1 For Board Member or employees of the Trust – there is no right of appeal once the Board has decided on its course of action.
- 4.2 For Members of the Public – if unsatisfied with the outcome they can ask for the complaint to be reviewed by the Housing Ombudsman.