

# CORNWALL HOUSING

## **Cornwall Housing Limited Board Director's Code of Conduct**



A CORNWALL  
COUNCIL COMPANY

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

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

- ✓ **Excellent Service** - *Putting our customers at the heart of what we do.*
- ✓ **Honest and accountable** - *Demonstrating integrity by doing the right thing in the right way and building trust.*
- ✓ **Ambitious through Partnership** - *Working with others to achieve more together than we can alone.*
- ✓ **Progressive** - *To be creative and innovative in striving for excellence in everything we do.*
- ✓ **Empowered** - *Take responsibility, empower others and commit to learning and sharing knowledge.*

The Code of Conduct is based on seven principles (Nolan, 1995) which provide the framework for good governance:

1. **Selflessness** – Board Directors should act solely in the best interests of Cornwall Housing and must take decisions that support the strategic plans, aims and objectives.
2. **Integrity** – Board Directors should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity** - Board Directors should all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.
4. **Accountability** - Board Directors should be accountable to CHL residents and staff for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness** - Board Directors must be transparent in all of their actions; and they must declare and record all relevant personal and business interests.
6. **Honesty** - Board Directors must ensure that they always act in the best interests of the organisation and that all activities are transparent and accountable.
7. **Leadership** – Board Directors should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## **Section 1 – Attendance and Conduct at Meetings.**

### **1.1 Board/Committee attendance**

All Board Directors should attend Board and Committee meetings on a regular basis. The Head of Governance has a duty to maintain a log of attendance of Board Directors which will be reported annually to the Board.

Should the Board Director be absent, for more than 4 months in any six-month period (without the permission of the Board), or from at least 60% of the meetings of, unless on account of sickness, then the matter will be referred to the Chair.

Board Directors are required to attend training sessions.

### **1.2 Conduct at Meetings**

Board Directors' conduct at meetings must show respect for all and comply with Cornwall Housing key behaviours. Board Directors must conduct themselves in a courteous, orderly and respectful manner, and must respect the authority of the Chair at all times.

The Chair may limit the time available for a particular proceeding, or for a particular Board Director as part of a proceeding. The Chair may also request a Board Director to finalise speaking if they have exceeded their allotted time, or in the view of the Chair, are departing from the subject or repeating themselves.

### **1.3 Misconduct**

Board Directors' conduct may be considered to be unsatisfactory when a breach of the Rules, this Code of Conduct, standing orders or Directors' legal obligations has occurred. In cases where there is concern that a Director's conduct may be considered unsatisfactory, the following procedure will be adopted:

The Chair will arrange for an investigation of any allegation of misconduct to be conducted to establish the facts. The Chair will invite two other Board Directors to form an Appeals Panel to consider the facts and to determine what action should be taken; if the complaint concerns the Chair, then the Senior Independent Director will convene the panel.

The Appeals Panel will determine what action shall be taken. The action that will be taken will depend upon the seriousness of the misconduct and any previous misconduct.

In cases of serious misconduct, the Panel will seek a voluntary resignation from the Board Director and if such resignation is not forthcoming, formal procedures will be taken to remove the Board Director. A Board Director has the right to appeal against any decision made and may make an appeal by writing to the Chair (or the Senior Independent Director if the complaint concerns the Chair) within 14 days of being notified of the decision by the Appeals Panel setting out the grounds on which the Board Director is appealing.

The Board (excluding the Appeals Panel Members) will hear any such appeal and the Board's decision will be final.

The Code of Conduct places a general obligation on all Board Directors to disclose information which is relevant to their capability, capacity and suitability to carry out the duties and responsibilities for which they are. This general obligation applies irrespective of the role undertaken by the Board Director and is not limited to information which relates to a conviction, caution, reprimand or warning.

In all cases a failure to disclose relevant information or the deliberate withholding of such information is likely to amount to a breach of trust and confidence and has the potential to lead to the termination of a Board Director's term of office.

A Board Director must immediately inform the Chair in writing, if during their term of office with Cornwall Housing Limited they are:

- Advised that they are under investigation for a criminal act (including road traffic offences)
- Arrested in connection with a criminal act
- Notified that criminal charges are being considered against them
- In receipt of a summons to appear before a Court of Law for an alleged offence
- Found guilty and convicted of any offence
- Receive a police caution
- Are involved in any other matter which it would be reasonable to think would impact upon their role and or professional standing.
- Board Directors who are required to drive as part of their duties must also declare any penalties received in connection with motoring offences.

Failure to disclose this information may be treated as a disciplinary offence.

## **Section 2 - Decision Making and Conflict of Interest**

### **2.1 Decision Making**

When reaching decisions, Board Directors must:

- Act within powers - this means that Board Directors must act in accordance with the Company's constitution and only exercise powers for the purposes for which they are conferred.
- Exercise independent judgement - this means that Board Directors cannot rely on an expert's opinion, but it 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 Director must exercise the same degree of care as would be reasonably expected from a sensible and careful businessperson dealing with his or her own affairs. The same degree of skill would be reasonably expected of someone with the Board Director's own knowledge and experience.
- Promote the success of the company - this means that Board Directors 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 and the desirability of the company maintaining a reputation for the high standards of business conduct.
- Board Directors have a duty to take decisions solely in terms of Cornwall Housing. They must not act in their capacity of their functions as a Resident, Councillor or member of the public to further their own or family, friend member's interests.

### **2.2 Conflict of interest**

Board Directors must ensure that where an item of business arises in which they, or a friend or relative, have an interest – whether or not already entered in the register – this is declared.

There will be an item at the beginning of each agenda to give Board Directors the opportunity to declare any interests. There may be the rare occasion when a Board Director's interest in a particular item only

becomes apparent when the item is under consideration. In such a case the Board Directors should declare his or her interest as soon as the interest becomes apparent.

Whenever a Board Director has an interest in a matter to be discussed at a meeting of the Board, they should declare such interest at or before discussions begin on the matter and unless any conflict or potential conflict has been authorised under the provisions of the Articles of Association or his interest in a matter arises solely as a result of his employment by Cornwall Council, he/she shall;

- (a) withdraw from the meeting for that item.
- (b) not be counted in the quorum for that part of the meeting; and
- (c) not be entitled to vote on the matter.

If a question arises at a meeting of the Board or a Committee as to the right of a Board Director to participate in the meeting (or part of the meeting) for voting or quorum purposes then, subject to the Articles of Association, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Board Director other than the Chair is to be final and conclusive.

### **Section 3 - Gifts, Corporate entertainment/Hospitality and Bribery**

#### **3.1 Declarations of interest**

The Declaration of Interest form is a mandatory requirement to complete on an annual basis for all Board Directors and will be circulated at every Annual General Meeting for Board Directors.

Upon appointment, each Board Director will be required to complete a 'Register of Interests Form' (Appendix 1) setting out any interests which will be held by the Head of Governance.

All Board Directors are required to ensure that private or personal financial interests never influences their decisions and that they ensure they do not use their position as a Board Director for personal gain of any sort.

Board Directors should disclose to the Head of Governance any direct or indirect interests or other interests which could influence judgment or give the impression that the Board Director was acting for personal motives as soon as they are aware of any such interest. The Chair has the right to request that a Board Director withdraws from that part of the meeting if any such conflict of interest exists.

In the event of a Board Director considering that another Board Director has an interest which should be disclosed, he/she has a duty to report that matter immediately to the Head of Governance.

#### **3.2 Gifts**

Board Directors must refuse any personal gift offered to them by any person or body that has any connection with the Company, including from a resident.

This will also include any other person who has any connection with that person or body, i.e., relative, business associate, friend etc.

This will apply to any dealings whether they have happened in the past; relate to something which is current and ongoing or something which may happen in the future. If Board Directors are in any doubt, they should refer this to the Head of Governance immediately.

### **3.3 Hospitality**

When hospitality has to be declined, those making the offer should be courteously but firmly informed of the procedures and standards operating within the Company.

Where a Board Director refuses a gift or hospitality, he/she should complete a declaration form Appendix B) and pass it to the Head of Governance for filing. All Board Directors shall complete a declaration form annually whether any gifts or hospitality have been received. A nil return shall be completed stating that no gifts or hospitality have been received where appropriate.

The Register referred to in this Protocol is to be maintained by the Head of Governance and will be subject to scrutiny by the Board. The Register is available for inspection by Internal Audit or the External Auditor and may only be viewed by the public as required by law.

## **Section 4 – Confidentiality and Information Security**

### **4.1 Confidentiality**

Board Directors may receive from time to time receive written, oral or computerised data which is of a confidential nature.

All Board Directors must be aware of which information in the Company's possession is classed as confidential and which is not and act accordingly. This also extends to the intellectual property of the Company. Such information should not be disclosed except in the normal course of business within the Company and not otherwise unless specific approval has been given by the Chair.

### **4.2 Information Security**

As part of their role, Board Directors may be provided with confidential information. Where retained at home, this should be in a locked cabinet. After Board or Committee meetings, any papers should be disposed of.

Board Directors must positively prevent information misuse and ensure the accuracy of information by:

- protecting information against unauthorised access.
- assuring the confidentiality of stored information.
- maintaining the integrity of information.
- meeting all current regulatory and legislative and Company Policy requirements in relation to Information Governance.
- preventing improper use of office equipment.
- limiting the use of electronic mail and Internet for authorised business purposes only.

## **Section 5 – Use of Resources**

Any equipment and software supplied by Cornwall Housing will remain the property of Cornwall Housing. If membership of the Cornwall Housing Board/Committee ceases, the supplied equipment and software must be returned in full working order. All equipment supplied by Cornwall Housing will be appropriately marked and recorded on an inventory.

## **Section 6 - Relationships with colleagues and the general public**

### **6.1 Colleagues and the general public**

Board Directors should:

- maintain effective relationships with colleagues, customers and the general public.
- not act in any way which is likely to bring Cornwall Housing 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 Company.
- not act in any way which is likely to damage the efficiency of Cornwall Housing's operations or its external relationships.

### **6.2 Work-related social events**

Board Directors should behave with dignity at work-related social events.

- Board Directors 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 Directors must not behave in any way that could bring Cornwall Housing's name into ill repute.

## **Section 7 – Grievances**

The procedure for individual grievances covers those matters which are specific to the individual Board Director in relation to his/her service.

If a Board Director wishes to raise a grievance, he/she should write to the Chair of Cornwall Housing Limited. If the grievance relates to another Board Director or the Managing Director, the Chair should investigate and determine the appropriate course of action. If the grievance is in relation to a member of staff other than the Managing Director, the Managing Director will investigate and determine the appropriate course of action.

If the grievance relates to the Chair, then the Senior Independent Director will investigate and determine the appropriate course of action. If the Board Director is not satisfied with the reply, which would normally be sent within 10 working days of the original grievance, he/she may appeal to the Chair in writing seeking an appeal outlining the grounds for the appeal.

The appeal will be referred to an Appeals Panel; the composition of the Appeals Panel will be determined by the Chair and will comprise three Board Directors. Appeals will normally be heard within 10 working days of lodging the appeal, and decisions notified within a further 10 working days.

## **Section 8 – Media and Social Media**

### **8.1 Media**

Board Directors should not have contact with the media unless asked to do so by Cornwall Housing. All requests and media enquiries should be passed onto the Managing Director.



If a Board Director is required to speak on behalf of the organisation in a social media environment, he/she must still seek approval for such communication from the Managing Director of Cornwall Housing, who may require training to be undertaken and impose certain requirements and restrictions with regard to activities.

## **8.2 Social Media policy (a copy of the CHL Social Media Policy is available on request)**

Board Directors must avoid making any social media communications that could damage Cornwall Housing's business interests or reputation, even indirectly.

Board Directors must not post comments about sensitive business-related topics, such as performance, or do anything to jeopardise trade secrets, confidential information and intellectual property. Board Directors must not include logos or other trademarks in any social media posting or in their personal profile on any social media account, unless permission has been obtained.

Board Directors should be respectful to others when making any statement on social media and be aware that they are personally responsible for all communications which will be published on the internet for anyone to see.

Board Directors should also avoid social media communications that might be misconstrued in a way that could damage Cornwall Housing's reputation, even indirectly.

Breach of the social policy may result in disciplinary action up to and including dismissal. Any Board Director suspected of committing a breach of this policy will be required to co-operate in an investigation.

Board Directors may be required to remove any social media content that the organisation considers to be a breach of the social media policy. Failure to comply with such a request may in itself result in disciplinary action.

## **Section 9 – Whistleblowing (a copy of the CHL Whistleblowing Policy is available on request)**

Whistleblowing is the disclosure of information, which relates to suspected wrongdoing or dangers at work. This may include:

- criminal activity.
- failure to comply with any legal or professional obligation or regulatory requirements.
- miscarriages of justice.
- danger to health and safety.
- damage to the environment.
- bribery under the CorServ, Fraud, Anti- Bribery/Corruption Policy.
- financial fraud or mismanagement.
- breach of our internal policies and procedures.
- conduct likely to damage our reputation or financial wellbeing.
- unauthorised disclosure of confidential information.
- abusing a position of authority.
- any harm or risk of harm to children or vulnerable adults or any other service user, for example, failure to take reasonable steps to ensure their safety and well-being or by using abusive language.
- grooming a child, young person or vulnerable adult (in an effort to promote an unacceptable relationship).
- any malpractice or ill-treatment of a customer or resident.
- the deliberate concealment of any of the above matters.

If a Board Director has any concerns, they should raise them immediately with the Head of Governance. The organisation needs to be aware of any issues so steps can be taken to remedy them. Timeliness in reporting is essential so issues can be identified and addressed without delay. Reports can be made either in person or in writing if preferred.

All instances of whistleblowing will be reported to the Head of Governance and the Chair.

If a report is made under this policy, then a meeting will be arranged as soon as possible to discuss concerns. An initial response will be provided within 14 working days setting out what further action if any is planned. A colleague or trade union representative can be invited to any meetings under this policy. Companions must respect the confidentiality of any disclosure and any subsequent investigation.

## Appendix A

**CORNWALL  
HOUSING**

**PRIVATE AND CONFIDENTIAL**  
**REGISTER OF INTERESTS**  
**For Managing Director, Directors and Board Directors**

This form is to be completed on commencement of employment and thereafter updated annually.

Name:

Position Held:

Do any members of your family work for Cornwall Housing? (Please include partners/common law wife/husband, civil partnership)	
Are you or a close family member a tenant of Cornwall Housing?	
Declaration of any personal interests, which you consider may create a conflict with Cornwall Housing's interests. (If there is any risk of your involvement being viewed as an opportunity for favouritism or corruption, you must have the prior written agreement from the Managing Director).	
Declaration, if you or any person living with you or any member of your family or a friend has any interest in a business or contract, which at any stage becomes or may become a business relationship with Cornwall Housing.	
Declaration of any financial interests which could conflict with Cornwall Housing's interests.	
Any other interests?	

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Head of Governance, CHL \_\_\_\_\_

Date: \_\_\_\_\_

*Once completed, this form should be held by the Company Secretary, Cornwall Housing.*



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## Appendix B

**CORNWALL  
HOUSING**

**PRIVATE AND CONFIDENTIAL**  
**REGISTER OF GIFTS AND HOSPITALITY**  
**For Managing Director, Directors and Board Directors**

This form should be completed with regard to any gifts or hospitality which need to be declared. An annual declaration will also be required, even as a nil return.

**Name:**

**Position Held:**

Declaration of any gifts received/refused and the value.	
How do you know the donor of the gift?	
Declaration of any hospitality received/refused and the value.	
Any other interests?	
Managing Director's Comments/Actions	

\_\_\_\_\_  
Signature:

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Head of Governance, CHL

\_\_\_\_\_  
Date:

*Once completed, this form should be held by the Head of Governance, Cornwall Housing.*



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