

BRENT HOUSING PARTNERSHIP BOARD MEMBERS

CODE OF CONDUCT

PART 1

GENERAL PROVISIONS

Scope

1. A Board Member must observe the organisation's **Code of Conduct** whenever they -
 - (a) conduct the business of the organisation;
 - (b) conduct the business of the office to which he or she has been nominated elected or appointed; or
 - (c) acts as a representative of the organisation,

General Obligations

2. A Board Member must -
 - (a) promote equality by not discriminating unlawfully against any person;
 - (b) treat others with respect; and
 - (c) not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the organisation.
3. A Board Member must not -
 - (a) disclose information given to him or her in confidence by anyone, or information acquired which he or she believes is of a confidential nature, without the consent of a person authorised to give it, or unless he or she is required by law to do so; nor
 - (b) prevent another person from gaining access to information to which that person is entitled by law.
4. A Board Member must not in his or her official capacity, or any other circumstance, conduct himself or herself in a manner which could reasonably be regarded as bringing his or her office or the organisation into disrepute
5. A Board Member -
 - (a) must not be in his or her official capacity, or any other circumstance, use his or her position as a Board Member improperly to confer on or secure for himself or herself or any other person, an advantage or disadvantage; and
 - (b) must, when using or authorising the use by others of the resources of the organisation, -
 - (i) act in accordance with the organisation's requirements; and
 - (ii) ensure that such resources are not used for political purposes, or any other purpose, unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of the organisation or of the office to which the Board Member has been elected or appointed.

6. (i) A Board Member must when reaching decisions have regard to any relevant advice provided to him or her by -
- (a) the organisation's Director of Finance acting in pursuance of their duties.
 - (b) the organisation's Company Secretary acting in pursuance of his or her duties
 - (c) the organisation's legal advisor acting in pursuance of his or her duties

(ii) A Board Member must when reaching decisions give reasons for the decision in accordance with the Organisation's and any statutory requirements.

7. A Board Member must, if he or she 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**, make a written allegation to that effect to the Managing Director or Company Secretary of Brent Housing Partnership as soon as it is practicable for them to do so.

8. **Publicity and Confidentiality**

- i. The Organisation's Executive Directors and Senior Officers are responsible for making press releases in relation to the day-to-day business of the Organisation.
- ii. Board Members will not normally be involved in making press releases.
- iii. A press release may be made by Board Members only where twelve Board Members have agreed the contents of it. The twelve must comprise: four Council Members, four Tenant Members and four Independent Members and notice must be given to the Chair of the Organisation before the release is made.
- iv. Notice of the intended press release should also be given to the Managing Director as a matter of courtesy.

9. **Removal of Board Members – protocol for action**

- i. Following a request by two or more Board Members for the removal from office of any member, the Board, at their next scheduled meeting or earlier by way of a special meeting, should formally request the Company Secretary to write to the Board Member explaining the reasons why two or more of the Board Members feel they should be removed from office, and seek an explanation from the Board Member as to their actions. The Board Member should be given 7 days to respond.

- ii. The Company Secretary should circulate all letters and correspondence in (i.) above and any response from the Board Member to all other Board Members prior to a discussion taking place at the next Board Meeting.
- iii. Having received information in (i.) and (ii.) above, Board Members should decide at their next scheduled Board Meeting, or earlier by way of a special Board Meeting if deemed necessary, whether to make a decision at that meeting regarding the request for removal Article 18(6) or to vote by way written resolution. If Board Members decide to vote by way of written resolution Article 33 then they will be no further discussion of the matter at any future Board Meeting.

10. Acceptance of obligations by Board Members

Each new Board member is given a formal letter specifying a Board member's obligations, and is asked to sign a copy to indicate acceptance. These should include obligations to:

- (a) uphold the values and objectives of Brent Housing Partnership;
- (b) uphold BHP's core policies (including those for equal opportunities);
- (c) contribute to and share responsibility for Board decisions;
- (d) prepare for and attend meetings, training sessions and other events;
- (e) represent the Organisation or any of its subsidiary parts;
- (f) declare any relevant interests;
- (g) respect confidentiality of information;
- (h) abide by the standing orders as amended from time to time; and
- (i) abide by this Code of Conduct

11. Complaints or Allegations against Board Members

Allegations of failure to comply with this Code of Conduct

- i For the purposes of this section an allegation means an allegation of failure to comply with any part of this Code. A request to remove a Board Member under section 9 is not an allegation for the purposes of this section, however operation of this section does not prevent Board Members initiating the process set out in section 9.
- ii An allegation by one Board Member against another Board Member must be made in accordance with section 7.
- iii An allegation made by any person other than a Board Member will be subject to the procedure set out in this section.
- iv All allegations and outcomes will be notified to the Council Representative in accordance with the requirements of the Management Agreement. Such

notification will be made as soon as possible by the Managing Director or Company Secretary.

- v An allegation will be referred immediately by the Managing Director or Company Secretary to an appropriate and competent investigator.
- vi In cases where the allegation refers to a Council Board Member who may also be in breach of the Council's Code of Conduct, BHP will not undertake an investigation or hearing until notified of the outcome of the Council's own investigation. This does not prevent a Council Board Member being suspended from the Board.
- vii The investigator will make recommendations for interim and final action. Interim action may include suspension from Board functions pending investigation. The investigator will notify the Managing Director or Company Secretary of his or her findings as soon as possible. The Managing Director or Company Secretary will decide on the arrangements for notifying the relevant Board Member in each instance.
- viii The Company Secretary shall arrange for a meeting of the organisation's Ethics and Standards Sub-Committee to take place within 5 working days of receiving the investigator's final recommendation.
- ix. In the event that the Investigator recommends suspension from the Board pending the results of the investigation, the Company Secretary will arrange for a meeting of the organisation's Ethics and Standards Sub-Committee to consider such a recommendation within 5 working days of receiving such recommendation from the Investigator.
- x In cases where the continued involvement of a Member about whom an allegation has been made may, in the opinion of the Managing Director, give rise to a risk of:
 - a) harm to Brent Housing Partnership's reputation
 - b) financial detriment
 - c) claim against Brent Housing Partnership or the Council

so that it is not appropriate to wait for the interim findings of the investigator, the Managing Director in consultation with the Council's Representative may decide to suspend that Member from the Board.

- xi All suspensions made under x above shall be immediately reported to the Ethics and Standards Sub-committee and shall take effect upon receipt of written notification by the Member concerned.
- xii A Member who is suspended from the Board shall take no further part in Brent Housing Partnership business until she or he receives written notification from the Ethics and Standards Sub-committee that such suspension is at an end.
- xiii With the exception of suspensions under the procedure at x above, the Ethics and Standards Sub-Committee shall make decisions on any action to be taken

and will at all times act in accordance with its Terms of Reference and with any relevant procedures of the organisation.

Board Members will participate in investigations in a timely manner and in accordance with the other requirements of this Code.

PART 2

INTERESTS

Personal Interests

- 12.** - (1) A Board Member must regard himself or herself as having a personal interest in any matter if the matter relates to an interest in respect of which notification must be given under paragraphs 13 and 14 below, or if a decision upon it might reasonably be regarded as affecting to a greater extent than other tenants or inhabitants of the organisation's area, the well-being or financial position of himself or herself, a relative or a friend or
- (a) any employment or business carried on by such persons;
 - (b) 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;
 - (a) any corporate body in which such persons are the owners or controllers of more than of 2% of the issued share capital in a company,
 - (c) any body listed in sub-paragraphs (a) to (e) of paragraph 14 (2) below in which such persons hold a position of general control or management.
- (2) In this paragraph -
- (a) "relative" means a spouse, partner, 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; and
 - (b) "partner" in sub-paragraph (2)(a) above means a Board Member of a couple who live together.

Disclosure of Personal Interests

- 13.** A Board Member with a personal interest in a matter who attends a meeting of the organisation at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

Prejudicial Interests

- 14.** (1) Subject to sub-paragraph (2) 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 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 Member's judgement of the public interest.

(2) A Board Member may regard himself or herself as not having a prejudicial interest in a matter if that matter relates to -

- (a) another relevant organisation of which he or she is a member;
- (b) another public organisation in which he or she holds a position of general control or management;
- (c) a body to which he or she has been appointed or nominated by the organisation as its representative;
- (d) where a Board Member holds a tenancy or lease with a relevant organisation, provided that he or she does 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 Board Member's tenancy or lease;

Participation in Relation to Disclosed Interests

- 15. A Board Member 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 he or she has obtained a dispensation from the organisation's Company Secretary; and
 - (b) not seek improperly to influence a decision about that matter.
- 16. For the purposes of this Part, "meeting" means any meeting of -
 - (a) the organisation; or
 - (b) any of the organisation's committees, area committee, sub-committees, joint committees, joint sub-committees, or advisory committees.

PART 3

THE REGISTER OF BOARD MEMBERS' INTERESTS

Registration of Financial and Other Interests

- 17. Immediately upon election, nomination or appointment to office , a Board Member must register his or her financial interests, as stated in Clauses 25 and 26 of Brent Housing Partnership's Articles of Association in the organisation's register maintained by the Company Secretary by providing written notification to Company Secretary of the organisation of -
 - (a) any employment or business carried on by him or her;
 - (b) the name of the person who employs or has appointed him or her, the name of any firm in which he or she is a partner, and the name of any company for which he or she is a remunerated director;
 - (c) the name of any person, other than a relevant organisation, who has made a payment to him or her in respect of election or any expenses incurred by him in carrying out his duties;
 - (d) the name of any corporate body which has a place of business or land in the organisation's area, and in which the Board Member is the owner or controller of more than of 2% of the issued share capital in a company,

- (e) a description of any contract for goods, services or works made between the organisation and himself or herself or a firm in which he or she is a partner, a company of which he or she is 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 he or she has a beneficial interest and which is in the area of the organisation;
- (g) the address or other description (sufficient to identify the location) of any land where the landlord is the organisation and the tenant is a firm in which he or she is a partner, a company of which he or she is 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 organisation's area in which he or she has a licence (alone or jointly with others) to occupy for 28 days or longer.

18. Immediately upon election, nomination or appointment to office, a Board Member must register his or her other interests in the organisation's register maintained by the Company Secretary by providing written notification to the organisation's Company Secretary his or her membership of or position of general control or management in any -

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

19. A Board Member must immediately becoming aware of any changes to the interests specified under paragraphs 17 and 18 above, provide written notification to the organisation's Company Secretary of that change.

Registration of Gifts and Hospitality

20. A Board Member must immediately on receipt of any gift or hospitality over the value of £25, provide written notification to the organisation's Company Secretary of the existence and nature of that gift or hospitality.

Part 4

The 10 General Principles of Conduct

21. A Board Member must adhere to the following ten principles of conduct when acting in any way which is connected to or relates to the business of Brent Housing Partnership.

The 10 General Principles of Conduct

Selflessness

1. Board Members should never improperly confer an advantage or disadvantage on any person.

Honesty and Integrity

2. Board Members should not place themselves in situations where their honesty and integrity may be questioned.

Objectivity

3. Board Members should make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.

Accountability

4. Board Members should be accountable to the Council and the public for their actions and the manner in which they carry out their responsibilities, and should co-operate fully and honestly with any audit or scrutiny in relation to their role as Board Member.

Openness

5. Board Members should be as open as possible about their actions and those of Brent Housing Partnership, and should be prepared to give reasons for those actions.

Personal Judgement

6. Board Members may take account of the view of others, but should reach their own conclusions on the issues before them and act in accordance with those conclusions.

Respect for Others

7. Board Members should promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. They should respect the impartiality and integrity of Brent Housing Partnership's senior officers and its other employees.

Duty to uphold the law

8. Board Members should uphold the law and, on all occasions, act in accordance with the trust that the Council and the public is entitled to place in them.

Stewardship

9. Board Members should do whatever they are able to do to ensure that Brent Housing Partnership uses its resources prudently and in accordance with the law.

Leadership

10. Board Members should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves the confidence of the Council and the public.

It is the role of the Company Secretary to ensure that Board members adhere to this Code of Conduct.