Trustee Code of Conduct

1. Introduction

1.1 This Code of Conduct (the Code) provides Trustees with clear guidance on the standards and behaviours that the ExtraCare Charitable Trust (ExtraCare) expects from the Board of Trustees (individually and collectively) when acting on behalf of or representing ExtraCare.

1.2 The Code forms part of the framework designed to promote the highest possible standards of conduct and behaviour within ExtraCare. The Code is intended to operate in conjunction with the Articles of Association, the Standing Orders and the National Housing Federation (NHF) Code of Governance 2020 which was adopted in March 2021. The Code applies at all times when Trustees are carrying out the business of ExtraCare or representing ExtraCare.

2. Scope of this Code

2.1 The Code applies to Trustees, interim Trustees, Co-optees of Committees, and to Directors appointed to ExtraCare subsidiary company Boards.

2.2 For the purposes of this Code the term "Trustee" and the term "holders of public office" refers to Trustees, Interim Trustees, Co-optees of Board Committees, and to Directors appointed to ExtraCare subsidiary company Boards.

2.3 "Public duties" refers to the duties undertaken by Trustees when acting on behalf or representing ExtraCare.

3. Purpose of this Code

3.1 The Board of ExtraCare has ultimate responsibility for all actions carried out by staff, volunteers and committees throughout the charity's activities. This responsibility includes the stewardship of charitable resources and the provision of services and activities to the community.

3.2 The Board of Trustees therefore has a duty to ensure that the charity inspires confidence and trust amongst its beneficiaries, members, staff, partners, supporters, funders and suppliers, by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision making of the charity and in dealings with staff and volunteers.

3.3 The Board of Trustees therefore undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct to promote the success of ExtraCare and maximise the benefits for the public. The Board of Trustees will lead in ensuring that the provisions of the constitution, the Standing Orders and accompanying scheme of delegation conform to best practice and serve to enhance standards of conduct.

4. Principles of Good Governance

4.1 Trustees are required to ensure that ExtraCare complies with its legal requirements and are also required to adhere to the highest standards in performance of their duties and follow non-binding rules including the 'Nolan Principles' referenced in the NHF Code of Governance 2020, the Charity Ethical Principles referenced in the Charity Code of Governance 2017, and other good practice initiatives that promote confidence and create a supportive environment.

4.2 This Code therefore respects and endorses the seven principles of public life promulgated by the Nolan Committee:

a. **Selflessness**
Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.

b. **Integrity**
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They 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.

c. **Objectivity**
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

d. **Accountability**
Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

e. **Openness**
Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

f. **Honesty**
Holders of public office should be truthful and have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

g. **Leadership**
Holders of public office 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.

4.3 The Charity Ethical Principles (2019) aim to support the Board in recognising and resolving ethical issues and conflicts and make charities a safer place.

4.4 Trustees should proactively champion ethical behaviour and reflect and apply their charitable values in any activity they undertake, in addition to meeting their legal and regulatory requirements. Trustees should actively consider the principles and how they can be integrated into all their work and decision making. In following the ethical principles Trustees should:

a. respect every individual's dignity and rights to privacy and confidentiality;

b. commit to challenging any instances of sexism, gender inequality and other power imbalances that leave some people at risk of harm; and

c. value and improve Board diversity and that of the workforce and volunteers.

4.5 The Ethical Principles are:

a. **Beneficiaries first**

Trustees should be clear what their purpose is and who and what their beneficiaries are. The interests of the ExtraCare beneficiaries should be at the heart of everything that ExtraCare do.

b. **Integrity**

Trustees should uphold the highest level of institutional integrity and personal conduct at all times.

c. **Openness**

Trustees should promote a culture and space where donors and supporters, as well as the wider public, can see and understand how they work how they deal with problems when they arise and how they spend their funds.

d. **Right to be Safe**

Trustees should promote a culture where every person who works for or comes into contact with ExtraCare is treated with dignity and respect and feel that they are in a safe and supportive environment. Trustees have a responsibility to create an inclusive culture that does not tolerate inappropriate, discriminatory, offensive or harmful behaviour towards any person who works, volunteers with or comes into contact with the charity.

5. Appointment and Tenure

5.1 The Board comprises Trustees appointed by the Members at the annual AGM, and Interim Trustees, appointed by the Board. The term of office for individual Trustees is three years including any interim term, after which period the Trustees may be able to stand for re-election to a limit of six consecutive years.

5.2 The Board of Trustees should represent the interests of all of ExtraCare's beneficiaries, members and stakeholders. The Trustee owes their duty to ExtraCare and not to any individual that appointed or elected them.

6. Induction and Training

6.1 In order for Trustees to be effective in performing their legal duties and responsibilities, it is essential that individual trustees, and the Board as whole, are aware of the nature of

ExtraCare and its operating environment. In order to prepare and support Trustees, ExtraCare will provide a comprehensive induction and ongoing development activities. Individual Trustees are asked to speak to the Chair or Company Secretary about any training and development needs.

6.2 Trustees are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified during the term of office.

6.3 The Board of Trustees, collectively, is expected to undertake an annual effectiveness review to assess the performance of the Board and its Committees. Trustees, individually, are expected to undertake an annual performance appraisal. These exercises will assist ExtraCare in:

a. determining the skills and competencies available to it;

b. ensure that ExtraCare Trustees are making a positive contribution to the Corporate Plan;

c. are carrying out an effective governance and monitoring role; and

d. identify areas for future development and training.

7. Role and Function of Trustees

7.1 Trustees must act in accordance with the law and regulations affecting ExtraCare, and must have regard to their legal duties, namely:

a. ensure they are eligible to serve as a Trustee;

b. ensure that ExtraCare is carrying out its purposes for public benefit;

c. comply with ExtraCare's Articles of Association and the law;

d. act in ExtraCare's best interests;

e. manage ExtraCare's resources responsibly; and

f. act with reasonable care and skill.

7.2 ExtraCare will provide Trustees with a role description and other documentation relevant to the Trustees role and responsibilities.

7.3 In fulfilling their general roles and responsibilities Trustees must:

a. adhere to ExtraCare rules and policies, including the Articles of Association, Standing Orders, Code of Governance and Regulator of Social Housing (RSH) Regulatory Standards;

b. act in the best interests of ExtraCare at all times, taking professional advice where necessary;

c. contribute to the Board and its Committees in order for them to fulfil their roles and functions as defined in the governing documents, relevant Terms of Reference, and legislation;

d. recognise their role is a collective one and that any task or function delegated to an individual Trustee or to an ExtraCare Committee does not relieve other Trustees of their responsibility for that task or function; and

e. support and assist the Chief Executive, where applicable.

7.4 Further details on the role of an ExtraCare Trustee and recommended practice for effective governance, can be found in the NHF Code of Governance 2020, the Charity Governance Code 2017, and CC3 "The Essential Trustee: what you need to know, what you need to do".

8. Conflicts of Interest

8.1 The Board has a legal obligation to act in the best interests of ExtraCare and to avoid situations where there may be a potential, real or perceived conflict of interest.

8.2 Trustees should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons or organisations. Trustees should be aware of, and act in accordance with ExtraCare's policy and procedures on identifying and managing conflicts of interest. This policy includes responsibilities for declaring and managing close connections.

8.3 Upon appointment, and at least annually Trustees are required to complete a declaration of interest form. This document must be updated when a material change occurs. A register of interests will be maintained by the Company Secretary and will be made available to the public, in accordance with the NHF Code of Governance.

9. Standards of Conduct

9.1 ExtraCare requires Trustees to perform their duties in accordance with the vision. Mission and values of the organisation.

Our Vision: Better lives for older people

Our Mission: Creating sustainable communities that provide homes people want, lifestyles they can enjoy and care if it's needed.

Our Values:

Empowering: We encourage and support our staff to provide outstanding services to our residents.

Compassionate: We show empathy and compassion to our residents.

Collaborative: We work together as one team for the benefit of our residents, staff, volunteers and customers.

Transparent: We are open, transparent and honest in our dealings with our residents, staff, volunteers and customers.

9.2 Trustees are expected to:

a. Value fellow Trustees, even when there are differences in opinion;

b. Adhere to ExtraCare's meeting etiquette;

c. Treat ExtraCare's staff, volunteers, residents and other Trustees with respect and in accordance with ExtraCare policy;

d. Be mindful of conduct which could be deemed to be unfair or discriminatory; and

e. Conduct themselves in a manner which reflects positively on ExtraCare when attending external meetings or other events.

9.3 All Trustees are expected to understand, agree and promote equality and diversity in every area of their work. The Board's activities should not prejudice any part of the community on the grounds of age, disability, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation.

9.4 Any Trustee actual or perceived prejudicial action, views or comments shall be investigated and dealt with and could result in the Trustee being removed from office.

10. Stakeholder Engagement

10.1 Trustees are accountable to a range of interested parties for their actions and as such, decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of ExtraCare's Data Protection Policy.

10.2 In order to demonstrate their accountability to ExtraCare's wider community and ExtraCare regulators, Trustees are encouraged to visit locations, attend events and provide opportunities to meet, talk and listen to ExtraCare staff and residents in order to best understand their views and concerns.

10.3 Trustees should be fully aware of their representative functions and should not become personally involved in those operational matters that should be rightly handled by an appropriate member of staff.

10.4 Trustees are advised to act as a conduit for forwarding public comments and concerns to the appropriate member of staff when presented with a compliant form a member, worker, volunteer or resident.

11. Expenses

11.1 The position of Trustee is unremunerated but ExtraCare will reimburse Trustees for all reasonable and properly documented out-of-pocket expenses incurred in performing the duties of office and in accordance with the ExtraCare Expenses Policy. All eligible Expense claims, together with relevant receipts, should be submitted to the Company Secretary who will arrange authorisation and payment.

11.2 Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the governing document or the Charity Commission.

12. Meetings

12.1 Trustees have a responsibility to attend meetings of the Board and meetings of the Committees they have been appointed to. When this is not possible, they should submit an apology to the Company Secretary in advance of the meeting. Trustees are expected to attend for the duration of each meeting.

12.2 Repeated absence from Board and Committee meetings without good reason could result in the Trustee being removed from office in accordance with the Articles of Association.

12.3 If a Trustee wishes to submit an item for inclusion on the Board Agenda, they should forward their request to the Company Secretary at least 21 working days before the meeting. Late items of an urgent nature may be added to the list of other business at the discretion of the Chair, in discussion with the Company Secretary.

13. Confidentiality

13.1 All Trustees are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the Board of Trustees.

13.2 Trustees are required to act with discretion and care in the performance of their role when dealing with difficult and confidential issues.

13.3 Trustees should only speak to the media with the express permission of the Chair or Chief Executive. In situations concerning potential whistleblowing matters, Trustees are encouraged to adhere to the Charity's Whistleblowing Policy to resolve the matter in the first instance.

13.4 Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any Trustee resolved in such a breach in accordance with the Articles of Association.

13.5 ExtraCare has adopted policies and procedures to protect the confidentiality of personal information and to comply with relevant data protection legislation in force during their term.

14. Ceasing to be a Trustee

14.1 Trustees must continue to comply with the eligibility requirements, declared on appointment, throughout their period of tenure. Any changes that would render the Trustee ineligible to serve must be forwarded to the Company Secretary at the earliest opportunity.

14.2 Trustees may resign their office ahead of the three-year tenure by writing to the Chair and/or Company Secretary. Depending on the reasons and circumstances of the resignation the Chair may decide to formally records those particulars in the minutes of the next Board meeting.

14.3 The confidentiality requirements, referred to in section 13 above, continue to apply after the Trustee leaves office.

15. Undertaking and Compliance

15.1 The Board of Trustees will satisfy themselves that the actions of the Board and individual Trustees, in conducting Board business, fully reflect the values, general principles and provisions in this code and, as far is reasonably practicable, that concerns expressed by staff or others are fully investigated and acted upon.

15.2 Trustees are required to give an undertaking that they will comply with the provisions of this code. Failure to comply with this Code may result in removal from office in accordance with the Articles of Association.

16. Interpretation and Concerns

16.1 Questions and concerns about the application of this Code should be raised with the Company Secretary.