



ExtraCare Charitable Trust Trustee Code of Conduct

Introduction

On 12 March 2012, the Board of Trustees of the ExtraCare Charitable Trust (ECCT) adopted the National Housing Federation's (NHF) "Excellence in Governance" as its Code of Governance. The Code requires organisations to meet the highest standards of probity and conduct as set out in the NHF's Code of Conduct 2012 which the Board of Trustees adopted on 8 December 2014.

This Code applies to all Trustees appointed by the Board, members of the Board's Committees, working groups and Directors appointed to the Boards of the Charity's subsidiary companies. The purpose of the Code is to:

- (i) Give clear guidance to members on conduct; and
- (ii) Reassure regulators, residents, staff, funding bodies, members of the public and other stakeholders that ECCT has high standards for Trustee/Director conduct.

For the purpose of this Code the term "member" refers to Trustees, members of the Board's Committees, working groups and Directors appointed to the Boards of the Charity's subsidiary companies.

ECCT's Vision, Mission and Values

Members will respect and uphold the vision, mission and values of ExtraCare Charitable Trust:

Our vision – better lives for older people.

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

Our values-

- (i) Empowering – we encourage and support our staff to provide outstanding services to our residents;
- (ii) Compassionate – we show empathy and compassion to our residents;
- (iii) Collaborative – we work together as one team for the benefit of our residents, staff, volunteers and customers; and
- (iv) Transparent – we are open, transparent and honest in our dealings with our residents, staff volunteers and customers.

Principles of the Code:

- A** **Probity:** Members must maintain the highest standards of probity and conduct.

- B** **Loyalty and conflicts of interest:** Members must act, and are seen to act, wholly in the interests of the Charity and its residents and other service users. All actual or potential conflicts or dualities of interest must be declared and recorded.

- C** **Remuneration:** Remuneration decisions must be lawful, transparent, fair and proportionate.

- D** **Personal benefit:** Members must demonstrate that other members, staff, residents and those with whom they are closely connected, receive no preferential consideration in the provision of benefits such as housing accommodation or employment (*See Appendix 1 for further guidance*).

- E** **Prevention of bribery and corruption:** Members must adopt and comply with appropriate policies and procedures to prevent bribery and corruption.

- F** **Respect:** Members must adopt and promote standards to ensure that the conduct of members, staff and residents at meetings, events, and in the workplace demonstrates respect for all and promotes the values of the Charity.

A Probity

Main principle

Members must maintain the highest standards of probity and conduct.

Provisions

- A1** Members must comply in full with the principles and provisions of this Code or openly explain areas of non-compliance.
- A2** Members must adopt, and comply with, a set of policies and procedures for ensuring compliance with statutory and regulatory requirements and this Code, and for dealing with any breaches.
- A3** Members must adopt, and ensure compliance with, a Code of Conduct for members and staff aimed at upholding the highest standards of probity and conduct.
- A4** The responsibilities of individual members and staff with regard to probity and conduct must be clearly set out in their terms of appointment and form part of their induction training.
- A5** Members must use reasonable endeavours to ensure that contractors directly involved in delivering the Charity's business activities are obliged to comply with the Trust's relevant policies and procedures.
- A6** Members must encourage those who have serious concerns about any aspect of their work to come forward and express those concerns and must adopt, and comply with, appropriate policies and procedures for handling any such concerns.
- A7** Members must promote a culture of transparency and accountability, consistent with the values of the Charity.

B Loyalty and Conflicts of Interest

Main principle

Members must act, and are seen to act, wholly in the interests of the Charity and its residents and other service users. All actual or potential conflicts or dualities of interest must be declared and recorded.

Provisions

- B1** Members must comply with appropriate policies to ensure that no conflict arises, or could reasonably be perceived to arise, between the duties of members, staff and their personal interests, financial or otherwise.
- B2** Members must act and be seen to act, wholly in the interests of the Charity, its residents and other service users – and their responsibilities in this regard – must be clearly set out in their terms of appointment and form part of their induction training.
- B3** A register of interest, in which all interests declared by members are recorded, must be maintained.
- B4** Where a potential conflict has arisen, the member concerned must consider how to ensure that it has been dealt with so as to protect the Charity and its reputation.

C Remuneration

Main Principle

Remuneration decisions must be lawful, transparent, fair and proportionate.

Provisions

- C1** Members must comply with, formal and transparent procedures for developing policy on member and executive remuneration, for determining remuneration levels and for authorising any non-contractual payments to staff or payments to residents.
- C2** Levels of executive staff remuneration should be sufficient to attract, retain and motivate staff of the quality required to run the Charity successfully and deliver its strategic aims, but the Charity must avoid paying more than is necessary for this purpose.
- C3** Levels of Board member pay must be proportionate to the Charity's size, complexity and resources.
- C4** Payment of Board members must be linked to members collectively and individually carrying out specific functions against which performance is reviewed.
- C5** An annual disclosure must be made in the Charity's certified accounts on the level of payment made to the chair and individual board members and the level of the Chief Executive's remuneration.

D Personal Benefit

Main principle

Members must demonstrate that other members, staff, residents and those with whom they are closely connected, receive no preferential consideration in the provision of benefits such as housing accommodation or employment.

Provisions

- D1** Members must comply with, fair and transparent policies relating to the provision of housing accommodation for Board members, staff, residents or others to whom such persons are closely connected.
- D2** Members must comply with, fair and transparent policies relating to the offer of employment to residents or Board members or persons who are closely connected to a Board member, member of staff or resident.
- D3** Members must comply with, fair and transparent guidelines for the provision of social and welfare benefits to Board members, staff, residents or others to whom such persons are closely connected.

E Prevention of Bribery and Corruption

Main principle

Members must adopt and comply with appropriate policies and procedures to prevent bribery and corruption.

Provisions

- E1** Members must comply with anti-bribery legislation and must adopt, and comply with, anti-bribery and corruption policies.
- E2** Members must comply with, procedures relating to the giving, receipt and recording of gifts, hospitality and other benefits by Board members, staff, residents and others directly involved in delivering the Charity's business activities.
- E3** The requirement on Board members, staff and residents to comply with the Charity's anti-bribery and corruption policies and procedures – and their responsibilities in this regard – must be clearly set out in their terms of appointment and form part of their induction training.
- E4** Members must ensure that the Trust exercises due diligence in dealing with consultants, contractors, suppliers, joint venture partners and agents to ensure that they have appropriate anti-bribery and corruption policies and procedures.
- E5** Members must be aware of and comply with s122 of the Housing and Regeneration Act 2008, which restricts the making of gifts, and the payment of dividends and bonuses, to members of registered providers and certain other people and organisations.

F Respect

Main principle

Members must adopt and promote standards to ensure that the conduct of members, staff and residents at meetings, events, and in the workplace demonstrates respect for all and promotes the values of the Charity.

Provision

- F1** Members must ensure that the Charity has policies and procedures that enable them to address promptly and effectively any failure to adhere to required standards of conduct at meetings, events and in the workplace.

- F2** The responsibility of Board members with regard to meeting attendance, preparation and conduct must be clearly set out in their terms of appointment and form part of their induction training.

Close Connections – Further Guidance

The Code refers to persons with whom Member members may have a “close connection” or be “closely connected”. Members should ensure that they and those with whom they are closely connected receive no preferential consideration in the provision of housing, employment, support for social or welfare purposes, contracts or services.

Family Members and Close Connections

A closely connected person includes family members and persons with whom a member has a close association. This has a wide meaning and includes persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or law. It includes: -

- A partner (by marriage, civil partnership, or someone with whom they live in a similar capacity);
- Parents, parent-in-law;
- Children, step-children or children of a partner;
- Brothers or sisters or brothers or sisters of a partner (including half-brothers/sisters or step-brothers/sisters);
- Grandparents, grandchildren;
- Uncles or aunts, nieces or nephews;
- Partners of any of these people;
- Any dependents;
- Any person on whom the individual depends;
- Estranged, separated and divorced family members (and estranged, separated and divorced persons who might reasonably be regarded as similar to family members); and
- Those with whom a member has a close association in terms of regular or irregular contact over a period of time who is more than an acquaintance, e.g. friend, colleague, neighbour, business associate or someone known through general social contacts.

Connection with an Organisation

A member is connected with a company, partnership or other organisation if they, or a family member, or close connection:-

- Is employed by the organisation, either directly or as a sub-contractor or agents;
- Is a director, owner, Board member, Trustee or has some other controlling or financial interest in the organisation;
- Holds shares in the organisation, or has some other financial stake or interest in its success; or
- If there is some other connection or link that a reasonable person could take to create a conflict of interest.

Members are not expected to research into the employment, business interests and other activities of all persons with whom they are “closely connected”. However, they must not ignore the existence of

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interests which, from the point of view of a reasonable and objective observer, they should have been aware.