



Code of Conduct

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

The main principles of the Code:

- A Probity:** The organisation must maintain the highest standards of probity and conduct.
- B Loyalty and conflicts of interest:** The organisation must ensure that its board members and staff act, and are seen to act, wholly in the interests of the organisation and its residents and other service users. All actual or potential conflicts or dualities of interest must be openly declared and properly resolved.
- C Remuneration:** Remuneration decisions must be lawful, transparent, fair and proportionate.
- D Personal benefit:** The organisation must demonstrate that board members, staff, involved residents and those with whom they are closely connected, receive no preferential consideration in the provision of benefits such as housing accommodation or employment.
- E Prevention of bribery and corruption:** The organisation must adopt and comply with appropriate policies and procedures to prevent bribery and corruption.
- F Respect:** The organisation must adopt and promote standards to ensure that the conduct of board members, staff and involved residents at meetings, events, and in the workplace demonstrates respect for all and promotes the values of the organisation.

A Probity

Main principle

Organisations must maintain the highest standards of probity and conduct.

Provisions

- A1** Organisations must comply in full with the principles and provisions of this code of openly explain areas of non-compliance.
- A2** Organisations 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** Organisations must adopt, and ensure compliance with, a code of conduct for their board members and staff aimed at upholding the highest standards of probity and conduct.
- A4** The responsibilities of individual board 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** Organisations must use reasonable endeavours to ensure that contractors directly involved in delivering the organisation's business activities are obliged to comply with the organisation's relevant policies, procedures and codes of conduct.
- A6** Organisations must encourage board members, staff or others with 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** Organisations must promote a culture of transparency and accountability, consistent with the needs of the organisation.

B Loyalty and conflicts of interest

Main principle

Organisations must ensure that their board members and staff act, and are seen to act, wholly in the interests of the association, its residents and other service users. All actual or potential conflicts or dualities of interest must be openly declared and properly resolved.

Provisions

- B1** Organisations must have, and comply with, appropriate policies to ensure that no conflict arises, or could reasonably be perceived to arise, between the duties of board members, staff and their personal interests, financial or otherwise.

- B2** The requirement on board members and staff to act and be seen to act, wholly in the interests of the organisation, 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 board members and staff are recorded, must be maintained.

- B4** Where a potential conflict has arisen, the organisation and the person concerned must consider how to ensure that it has been dealt with so as to protect the association and its reputation; in certain circumstances, this could include the resignation of the person concerned.

C Remuneration

Main Principle

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

Provisions

- C1** Organisations must have, and comply with, formal and transparent procedures for developing policy on board (*not applicable to ECCT as a charity*) 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 organisation successfully and deliver its strategic aims, but organisations must avoid paying more than is necessary for this purpose.

- C3** Levels of board member pay must be proportionate to the organisation's size, complexity and resources (*not applicable to ECCT as a charity*).

- C4** Payment of board members must be linked to members collectively and individually carrying out specific functions against which performance is reviewed (*not applicable to ECCT as a charity*).

- C5** An annual disclosure must be made in the organisation's certified accounts on the level of payment made to the chair and individual board members (*not applicable to ECCT as a charity*) and the level of the Chief Executive's remuneration.

D Personal benefit

Main principle

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

Provisions

- D1** Organisations must have, and comply with, fair and transparent policies relating to the provision of housing accommodation for board members, staff, involved residents or others to whom such persons are closely connected.

- D2** Organisations must have, and comply with, fair and transparent policies relating to the offer of employment to involved residents or board members or persons who are closely connected to a board member, member of staff or involved resident.

- D3** Organisations must have, and comply with, fair and transparent guidelines for the provision of social and welfare benefits to board members, staff, involved residents or others to whom such persons are closely connected.

E Prevention of bribery and corruption

Main principle

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

Provisions

- E1** Organisations must comply with anti-bribery legislation. They must adopt, and comply with, anti-bribery and corruption policies.

- E2** Organisations must have, and comply with, procedures relating to the giving, receipt and recording of gifts, hospitality and other benefits by board members, staff, involved residents and others directly involved in delivering the associations' business activities.

- E3** The requirement on board members, staff and involved residents to comply with the association'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** Organisations must exercise due diligence in dealing with consultants, contractors, suppliers, joint venture partners and agents to ensure that they have anti-bribery and corruption policies and procedures that are consistent with their own.

- E5** Organisations 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

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

Provision

- F1** Organisations must have 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 and involved residents 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.

APPENDIX 1

“CLOSE CONNECTIONS”

The Code refers to persons with whom board members or staff may have a “close connection” or be “closely connected”. This includes family members and others as detailed below.

Relatives / Family members will be given a very 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)

A person with whom the individual has a “close connection or close association” would be someone with whom they were in regular or irregular contact over a period of time who was more than an acquaintance. It would be someone a member of the public might reasonably think the individual would be prepared to favour or disadvantage when discussing a matter that affects them. It may be a friend, colleague, neighbour, business associate or someone known through general social contacts.

Connection with an organisation

An individual 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.

Trustees, subsidiary board directors and staff 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 interests which, from the point of view of a reasonable and objective observer, they should have been aware.