



# Board member code of conduct

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## Glossary

Committee on Standards in Public Life	An advisory body established in October 1994 by the Prime Minister in response to concerns about some politicians' unethical conduct
Elected Member	Borough councillor or county councillor
Leaseholder	A person who owns the lease of a residential property where the freehold belongs to the Council
Memorandum & Articles of Association	A document that defines the powers of the Company (Memorandum) and forms the company's constitution, defines the responsibilities of the directors, the kind of business to be undertaken and the means by which the shareholder exerts control over the board of directors (Articles)
Nolan Principles	Principles for the conduct of people in public life established by the Committee on Standards in Public Life.
Resident	Anyone who resides in the Borough of Colchester, including tenants and leaseholders of the Council
Tenant	A person who occupies a residential property belonging to the Council under a tenancy agreement
Tenant Board member	A tenant or leaseholder appointed to the Board of the Company following a selection process
The Board	A group of individuals responsible for setting the strategic direction and monitoring the performance of the Company The Board consists of three Council Board members, three Independent Board members and three Tenant Board members and one executive Board member
The Company	Colchester Borough Homes
The Council	Colchester Borough Council

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## 1. Introduction & purpose

- 1.1 The Board of Colchester Borough Homes (“the Board”) is responsible for directing the affairs of CBH and for safeguarding its values and good name. The organisation has responsibility for providing property management services to a large number of people and for stewarding large sums of public funds. The Board’s effectiveness is critical to the success of the organisation, and the behaviour of individual Board members is a major factor in the effectiveness of the Board.
- 1.2 The Board leads by example, promoting and upholding values and standards of behaviour for the whole organisation. Individual Board member behaviour has a significant influence on the reputation of the organisation, the confidence and trust that residents and other stakeholders have in it, and the working relationships and morale within it.
- 1.3 Board members come from all walks of life and from different cultural and ethnic backgrounds. A code of conduct defines a common standard of behaviour, setting out the rules for how Board members are expected to behave both towards each other and when carrying out duties on behalf of the Board.
- 1.4 The rules of conduct set out in this code are important for the following reasons:
  - (a) having an agreed way of behaving towards each other and working together can help the Board to conduct its business efficiently and effectively, particularly when there are difficult issues to tackle;
  - (b) the Code gives Board members guidance on what is expected of them in a range of different situations, helping new members to become confident in their role;
  - (c) an agreed set of rules enables the Board to deal impartially and effectively with any incident of inappropriate behaviour by one of its members; and
  - (d) a written code helps the Board to fulfil its commitment to conducting its business in an open and accountable way, with clear policies and procedures.
- 1.5 The Statement of Responsibilities of Board members, which all Board members agree in writing to keep, states that members must observe these responsibilities whenever they:

- (a) conduct the business of the company;
- (b) conduct the business of the office to which they have been nominated, elected or appointed; or
- (c) act as a representative of the company.

## 2. Guiding principles

Where Board members face situations for which the Code of Conduct contains no specific guidance, they should be guided by the underlying principles supporting this code. These guiding principles are derived from the seven principles for the conduct of people in public life established by the Committee on Standards in Public Life. Known as the 'Nolan Principles', they are:

- **Selflessness:** Board members should take decisions solely in terms of the Company's values and objectives. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity:** Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might, or might be perceived, to influence them in the performance of their official duties.
- **Objectivity:** In carrying out Board business, including making appointments and awarding contracts, Board members should make choices on merit alone.
- **Accountability:** Board members are accountable for their decisions and actions to residents, the Council and other stakeholders, and must submit themselves to all appropriate scrutiny.
- **Openness:** Board members should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when individual or commercial confidentiality clearly demands it.
- **Honesty:** Board members 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 is lawful and protects the Company's reputation, values and objectives.
- **Leadership:** Board members should promote and support these principles by leadership and example.

These principles are to be reinforced and covered by the Board member appraisal process (shown for reference at Appendix 6).

### **3. General duties**

Under the Companies Act 2006, each Board member has a duty to “act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.” Therefore, the primary responsibility of Board members is to act in the best interests of Colchester Borough Homes.

Board members must uphold the integrity of the Company at all times. Board members should consider themselves ambassadors for the Company and must not become involved in or be seen to endorse any activity that may bring the Company into disrepute. This includes, but is not limited to, illegal, immoral, racist or other discriminatory activity.

Board members must uphold and promote the Company’s Values and Behaviours, which have been agreed by the Board (see Appendices 1 and 2).

In addition, Board members must:

- a) keep personal political activities separate from the Company’s business;
- b) act in line with the Company’s rules when using or authorising other people to use the Company’s resources, and make sure that these resources are not used for political or personal purposes; and
- c) be familiar with documents that define the role of the Board and Board members and associated procedures. These documents are:
  - Memorandum & Articles of Association
  - Committee terms of reference
  - Statement of Responsibilities of Board members
  - Board member Code of Conduct.

Board members must not:

- a) do anything that compromises or that is likely to compromise the impartiality of those who work for the Company or on its behalf;

- b) make public any information given to them in confidence by anyone, or information which they believe to be confidential, without the permission of a person authorised to give it, or unless they must do so by law;
- c) prevent another person from gaining access to information to which that person is entitled by law;
- d) unreasonably put themselves forward as a representative of the Company and its views;
- e) use their position to secure an advantage or disadvantage for themselves or someone else;
- f) normally use for personal or private business any of the Company's professional advisors or suppliers of goods or services<sup>1</sup>. This is to avoid any suspicion that a supplier may give or receive favourable treatment. Where it is unavoidable, the Board member must inform the Governance Officer and confirm that no financial advantage will be secured as a result of their relationship with the Company; or use the facilities and equipment provided by the Company (for example, telephones, postage, and administrative support) for activities unconnected with their responsibilities as a Board member. Where some limited personal usage is allowed, for example of Company telephones and computers, members must ensure that the equipment is not used for any illegal, immoral or otherwise inappropriate purpose.

All Board information acquired during the Board member's appointment is confidential to the Company and should not be released to a third party, either during the appointment or later, without the prior consent of the Chair.

If a Board member, member of staff, resident or member of the public reasonably believes that a Board member has failed to keep to the code of conduct, they should report this to the Chair of the Board or the Governance Assurance Officer as soon as possible. This will be investigated in accordance with the terms of the CBH Disciplinary Procedure (see Appendix 4).

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<sup>1</sup> This does not include the purchase of standard goods and services at the rate available to any member of the public (for example, buying office supplies from Staples). However, care should be taken when entering into a personal contract at a negotiated rate (e.g., procuring legal advice or home repairs).

#### **4. Attendance at Board meetings**

Board members are expected to:

- a) make every effort to attend Board meetings, the Annual General

- Meeting and any meetings of Committees of which they are a part;
- b) ensure that the Governance Officer receives their apologies if they are unable to attend a meeting;
  - c) discuss with the Chair or Chief Executive if circumstances arise in which they will be unable to attend regularly;
  - d) arrive promptly for the start of the meeting; and
  - e) dress appropriately for Board and Committee meetings.

The Articles of Association specify that less than 40% attendance at Board meetings will lead to the disqualification of the Board member should members resolve his or her office be vacated. However, less than 60% attendance within a 12-month period will result in a meeting with the Chair of the Board to discuss continued involvement.

There may be occasions on which a Board member needs to be accompanied at a Board meeting by a carer or other person providing personal support. Although it may be appropriate for a carer or other support person to sit alongside the Board member at the meeting, they play no part in the meeting. It is the responsibility of the Board member to ensure that their carer understands, and complies with, the standard of conduct expected of them at the meeting.

All carers/individuals providing support must sign a carer's confidentiality agreement (this can be found as Appendix 5) prior to attending their first confidential Board or Committee meeting. This commits that person to maintaining the confidential nature of confidential meeting sessions and their contents. Copies of this agreement can be obtained from the Governance Officer. A completed confidentiality agreement must be received by the Governance Officer prior to the carer attending any confidential meetings.

#### **4.1 Preparation for meetings**

Board members are expected to:

- a) read Board reports in advance and be sure that they understand their contents and the decisions they are being asked to take;
- b) contact the Governance Officer or other designated member of the senior staff team in advance of the meeting if there is a need for clarification on particular issues or reports or there are aspects of a report or issues on which the member has significant concern;
- c) communicate to the Chair of the meeting in question or the Governance Officer any significant objections to a report's recommendations if the Board member is unable to attend the particular meeting; and
- d) come to the meeting with all relevant papers and any other

necessary materials.

## 4.2 Meeting conduct

Board members are expected to:

- a) observe the rules of good meeting behaviour. These are summarised in Appendix 3;
- b) contribute to discussion and share responsibility for the Board's decisions. The decision-making process is a corporate one. This means that even if a member is unhappy with a decision, provided it has been properly considered by the Board as a whole all members should stand by that decision and not undermine it.
- c) when reaching decisions, take account of any relevant advice given by the Company's finance officer, legal adviser and Governance Officer.
- d) always act in the best interests of the Company. Board members should not be lobbyists, campaigners or advocates for any particular group when acting in their capacity as Directors of the Company.
- e) declare an interest if the Board discusses an item that poses a conflict of interest to the individual Board member, or which others might perceive as a conflict of interest. This would be minuted and the member should offer to withdraw from the meeting. If invited to remain, the member should refrain from voting on the matter. (Please see Section 11 below for more guidance on declaring an interest).
- f) act as a 'critical questioner'. This does not imply a lack of trust in the staff of the Company.
- g) not accept an answer unless it is clear.
- h) not be afraid to say that they do not understand something.
- i) not be afraid to have a different view from other members (whilst being mindful, as per item (b) above, that the decision-making process is a corporate one).
- j) support and promote the performance culture of the Company. A 'performance culture' is one in which:
  - i. there is a strong focus on performance and a real desire to improve

- ii. there is a can-do culture inspired by strong leadership
- iii. service users are at the heart of everything
- iv. constructive challenge and open debate are the norm
- v. the emphasis is on finding solutions and getting things right in the future, not criticising past behaviour and apportioning blame
- vi. poor performance is tackled, and achievements & successes are celebrated
- vii. assessments are made on fact and evidence, using good quality information, advice and support
- viii. external comparison and challenge is invited
- ix. stakeholders' views are sought and listened to

If a Board member has concerns about the way in which meetings are conducted or chaired, he or she should raise their concerns with the Chair and/or the Governance Officer.

#### **4.3 Attendance at Committees or Panels**

Board members who wish to attend a meeting of a Committee or Panel of which they are not a member should notify the Chair of the Committee/Panel and the Governance Officer of their intention at the earliest point possible. Board members who attend a Committee or Panel as a guest may not vote on items and may only contribute to discussions at the discretion of the chair of the meeting.

### **5. Relationship with staff**

Board members are expected to:

- a) work with staff in a co-operative way. Board members have a duty of loyalty and support towards the staff of the company and this should be reflected in a constructive, professional relationship. In the unlikely event of a serious difficulty with an individual staff member, the problem should be discussed in confidence with an Executive Director or the Chair;
- b) ensure that they do not stray beyond their role as Board member and become involved in operational matters, which are the responsibility of the Company's paid staff;
- c) be sensitive to the relationship between senior and more junior staff, being careful not to appear to undermine the authority of the senior

officer;

- d) regard the Governance Officer, the Directors' Management Team and the Senior Management Team as their main points of contact within the staff team. Board members should rarely have a need to contact a more junior member of staff. Tenant Board members should follow the Company's normal procedures and contact points for any matter concerning their tenancy, such as requesting a repair.
- e) be sensitive to the workload and duties of staff, especially when spending unscheduled time at one of the offices. Wherever possible, meetings with staff should be booked in advance.
- f) avoid personal familiarity with members of staff. A close relationship with individual members of staff may affect the Board member's ability to fulfil his or her responsibilities.

## **6. Relationship with residents**

Board members are expected to:

- a) Ensure that any personal relationship with a resident does not conflict with their responsibilities as a Board member;
- b) be courteous and considerate at all times in their dealings with residents;
- c) not invite or influence a resident to make a will or trust under which they are named as executor, trustee or beneficiary.

## **7. Continuous improvement**

Board members are expected to:

- a) lead by example in demonstrating a commitment to continuous improvement by taking an active part in Board annual review exercises;
- b) take responsibility for their own training and development as a Board member, attending training sessions as arranged and participating fully in Board development programmes and Board away days. The Governance Officer will be happy to give advice on relevant training events and activities and to make travel arrangements.
- c) read background briefings, articles in the housing press and other publications so that they are informed about the context in which the Company operates.

## **8. Representing the Company**

Board members will represent the Company at events from time to time. This may include attending conferences, awards ceremonies, scheme openings, resident events or staff events. In doing so, the Board member is an ambassador for the Company and has a responsibility to uphold and promote the values, behaviours, objectives and policies of the Company.

In representing the Company, particularly at social events, the Board member needs to be mindful that their behaviour and general demeanour will be scrutinised and will reflect on the Company.

## **9. Registering and declaring interests**

Board members have a duty to act, and to be seen to act, only in the best interests of the Company and not:

- a) on behalf of any constituency or interest group;
- b) for any personal interest or benefit; or
- c) for the interest or benefit of friends or relatives.

Board members must make sure, therefore, that all relevant interests are declared. This places two specific obligations on Board members. The first is to register his or her financial and non-financial interests within 28 days of appointment and to keep the register up to date (see Section 2.11 below). The second obligation is to make it known where an item of business arises in which he or she, or a friend or relative, has an interest (see Section 2.12 below).

For the purposes of this document, 'relative' means any family member or individual with whom you have an ongoing personal relationship.

Relevant interests take many forms. Some of the usual ones are:

- employment, ownership or significant shareholding in a company or partnership providing products or services to the local authority or social housing sectors
- significant ownership of land and/or property in the area of operation of the Company
- tenancy or leasehold interest of a property managed by the Company
- membership of a campaigning, residents' or community organisation which

has interests in the business and/or operation of the Company

- membership of a public body or other 'not for profit' body with interests in the area of operation of the Company

### **9.1 Registering Board member interests**

Within 28 days of being appointed, the Board member must register his or her financial interests by giving the Governance Officer written notice of the following:

- a) All bodies trading in which they have an interest as:
  - a director or senior employee
  - a member or partner of a firm
  - the owner or controller of more than 2% of the issued share capital in a company.
- b) All interests as an official or elected member of any statutory body
- c) All interests as the owner or occupier of any property owned or managed by the Company
- d) Any other significant or material interest, which may include:
  - involvement (voluntary or paid) with any local or national organisations or bodies (for example, tenants' associations, pressure groups, charities)
  - any other interests that could be thought to influence you in your role as a Board member.

Within 28 days of becoming aware of any change(s) to the interests set out above, the Board member must give the Governance Officer written notice of that change.

When changes occur in either their own interests or those of a friend or relative that give rise to a potentially serious or continuing conflict with the interests of the Company, the Board member should review, and discuss with the Chair, their continuing membership of the Board.

Board members must not knowingly and privately employ any Company contractors without first getting the Governance Officer's advice and registering

with the Governance Officer the type and value of that contract (see footnote, page 7).

The Governance Officer will conduct an annual review of members' interests in order to ensure that changes to interests are communicated and recorded.

## **9.2 Making interests known to the Board**

Board members 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 Members the opportunity to declare any interests. There may be the rare occasion when a Board member's interest in a particular item only becomes apparent when the item is under consideration. In such a case, the member should declare his or her interest as soon as the interest becomes apparent. All such declarations should be formally minuted, including the Board's/Committee's decisions as to whether to the Member may remain present or vote on the item for which an interest has been declared.

Provided the interest has been properly disclosed (as per Section 2.10 above) and minuted, the Board member may remain present during the discussion and may vote on the matter under discussion where the interest arises if:

- a) the Board member is a tenant or leaseholder, so long as the matter in question affects all or a substantial group of tenants or leaseholders respectively
- b) the Board member is a director or other officer of a company or body that is a parent, subsidiary or associate of the Company, or
- c) the Board member is an official or elected member of a statutory body

Unless the interest is of the type specified in paragraph above, the Board member concerned should not remain present during the discussion of that item unless requested to do so by the remaining Members of the Board. If so requested, the Board member may remain but may not vote on the matter in question.

Where such a conflict of interest is likely to recur on a frequent basis, the Board member should discuss with the Chair the practicality of continuing on the Board.

Board members who reside in a property managed by the Company should regard matters specifically concerning their individual circumstances as a clear

and substantial conflict. Matters affecting residents more generally need to be declared only where they create a specific conflict of interest.

Board members who serve on the Board as nominees of Colchester Borough Council should not regard such a nomination as a declarable interest in itself, although a more direct interest (for example, if a proposed development were in a councillor's own ward) should be declared.

'Interests', for the purposes of this Code, do not include gifts, hospitality, etc. These are covered separately below.

## **10. Hospitality and gifts**

Board members must adhere to the Hospitality and Gifts policy. They should avoid accepting gifts, except for small gifts of nominal value, such as a diary, a key ring, or a box of chocolates. Other gifts received should be recorded as soon as possible in the register held by the Governance Officer and used for the benefit of the Company, for example as a raffle prize.

Under no circumstances should personal gifts be solicited or gifts of cash be accepted.

Board members must avoid accepting lavish or repeated hospitality. Occasional and modest hospitality is allowed with the Chair's approval. Hospitality must always be recorded as soon as possible in the register held by the Governance Officer.

## **11. References**

The following documents were consulted in the drafting of the Code of Conduct:

- The Companies Act 2006
- The 'Nolan Principles' (1995)
- Bolton At Home Code of Conduct (May 2013)
- Homes For Haringey Code of Conduct (Sept 2010)
- Companies Act 2006.

## **12. Related documents**

The following Colchester Borough Homes documents relate to the Code of Conduct:

Memorandum and Articles of Association

Board member Expenses Scheme

Committee Terms of Reference

Hospitality and Gifts Policy

Company Values

Organisational Behaviours

Statement of Responsibilities of Board members.

## **Appendix 1 – Company Values**

### **1. Building trust**

We will work with you to build trust in our services.

### **2. Delivering tenant-led services**

We will work with you to improve what we do and promote fair and equal services for all.

### **3. Commitment to our communities**

We will offer you services you can rely on, which respect the needs of the community and individuals.

### **4. Delivering professional services**

Our staff are highly trained to enable you to receive a knowledgeable response.

### **5. Providing value for money**

In everything we do.

## **Appendix 2 – Organisational Behaviours**

### **1. Respect**

Treating everyone as they would wish to be treated, so they feel valued and their needs respected in the most appropriate way. Diversity is an asset to the team and the organisation.

### **2. Consistency**

A consistent approach is taken when we make decisions or give advice within the boundaries of current legislation and guidance, ensuring equity.

### **3. Ownership and Empowerment**

Taking responsibility for your work from start to finish.

Management give staff at all levels the freedom to make decisions when appropriate and able to do so, supporting them through the process. Whenever possible, communication is with the most appropriate person to take forward the task.

### **4. Honesty and Integrity**

Building trust within our organisation and the community in which we work, through honest and open communication.

### **5. Organisational Loyalty**

Understanding that we are all ambassadors of Colchester Borough Homes and it is our responsibility to act with professionalism at all times.

### **6. Self-Development**

Taking the initiative to access learning and development opportunities and keeping up to date with new legislation, rules and processes to ensure we provide correct and appropriate information to our customers and colleagues.

## Appendix 3 – Good meeting behaviour

The following outlines the expected behaviour during meetings. Members should:

- switch off or silence mobile phones and not use them for non- meeting business during the meeting (occasional exceptions to this rule should be cleared with the Chair before the meeting begins)
- start meetings on time
- follow the agenda and keep to time
- be courteous to each other, allowing one other the opportunity to speak and comment
- listen to each other and respect others' views
- make any points or ask any questions clearly, always using the microphone if provided
- ensure that only one person is speaking at a time and not talk across other members
- keep contributions brief and to the point
- avoid jargon or explain what it means
- co-operate with the Chair in the conduct of the meeting
- raise a hand to speak and go through the Chair, who will encourage all members to participate. The Chair's ruling on who may or may not speak and on other 'points of order' is final. At the end of each item, the Chair will remind the meeting of the decision that has been reached
- not use offensive, provocative, abusive or racist language
- not use any aggressive or discourteous tone of voice or body language
- not make personal remarks
- not use threatening behaviour or violence or otherwise disrupt the meeting

Building Trust • Delivering Tenant Led Services • Commitment to our Communities  
Delivering Professional Services • Providing Value for Money

## Appendix 4 – Disciplinary procedure

1. A complaint about a Board member must be made in writing to the Governance Officer, who will inform the Chair of the Board (or a Vice Chair if the complaint is about the Chair) and Chief Executive. The Board member will also be informed that a complaint has been made about them.
2. A complaint about a Board member who is a Councillor may constitute a breach of Colchester Borough Council's Code of Conduct. In the first instance, the Company will refer any such complaints to the Council's Monitoring Officer and will not undertake its own investigation until notified of the outcome of the Council's investigation.
3. The Chair and Vice Chair may decide to suspend the Board member from the Board as a precautionary measure pending the outcome of any investigation, in accordance with Article 19 of the Articles of Association.<sup>1</sup> This should only be considered in cases where the continued involvement of the Board member could:
  - Damage the Company's reputation
  - Involve material financial detriment to the Company
  - Give rise to claims against the Company or Colchester Borough Council

A Board member who has been suspended shall take no further part in the Company's business. Referring the matter to the Council should not prevent or delay the suspension of the Board member.

4. If section 2 does not apply or has been completed, a preliminary investigation will be conducted by the Chair and a Vice Chair of the Board to determine whether a breach of the Code of Conduct has occurred and whether it is a minor or more serious breach. If the complaint is about the Chair or a Vice Chair, a Committee Chair will take their place.
5. If the Chair and Vice Chair are satisfied that no breach has occurred, they will write to the complainant and to the Board member against whom the complaint has been made to inform them that the investigation has been closed and of the reasons for their findings.

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<sup>1</sup> "Where a person is under investigation for a potential serious breach of their obligations either as a Tenant or a Board member, the Chair and Vice Chair may suspend a member of the Board from meetings whilst the investigation is taking place. The suspension to be for not more than 8 weeks and must be reviewed at the next available Board meeting where any further suspension must be approved by a simple majority of the Board."

6. If a breach has occurred and is assessed as 'minor', the Board member will be informed in writing of the outcome of the investigation and the case will be closed. The Board will be informed of the complaint and the outcome of the investigation. No further action will be taken, though if another complaint is made against the same Board member regarding the same breach, it may be considered as part of any future investigation.
7. If a breach has occurred and is assessed as 'serious', a complaints panel will be convened to investigate the matter in more depth. The Governance Officer will approach three Board members to form a complaints panel. The panel members must not have had any involvement with the complaint. The Chair and Vice Chair of the Board cannot be members of the panel. The panel will choose its own Chair from the three members. A meeting date will be set as soon as practicable, allowing for a full investigation to be carried out.
8. The Board member and the complainant will be notified of the steps that will be taken to investigate the complaint and the expected timescale within which the complaint will be dealt with. When the Board member is informed of this, they will be told who has made the complaint against them.
9. At the panel meeting, the Chair and Vice Chair will be asked to present their initial report. The person making the allegation and the Board member about whom the allegation has been made will have the opportunity to put their case directly to the panel. If appropriate, witnesses can be called by either party. The Board member may bring representation if they wish, but must inform the panel prior to the meeting.
10. The panel will consider the case on the day and, where possible, will decide what action should be taken. The panel can decide to adjourn to consider their verdict if it is deemed necessary, but a decision should be made within five working days. This decision should be made without reference to the Board, except where the recommendation is to remove the Board member from the Board.
11. At the following Board meeting, the Chair of the complaints panel will present a confidential report on the details of the allegation and any action taken. If the panel recommends removal from the Board, this decision must be approved by the Board in accordance with Article 19(7) of the Articles of Association.<sup>3</sup>

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<sup>3</sup> "A person...shall immediately cease to be a Board member if the relevant individual is found by resolution of the Board (such resolution to be passed with a two thirds majority) following an appropriate investigation process to have breached any agreed code of

conduct for Board members or to have otherwise conducted themselves in a manner which is materially detrimental to the interests of the Organisation, provided that the Board member concerned has first been given an opportunity to state why he should not be so removed;”

## Appendix 5 – Carers’ confidentiality agreement



### Confidentiality Agreement – for carers assisting Board members

I hereby undertake not to disclose any confidential information<sup>1</sup> relating to, or received from, Colchester Borough Homes for any reason unless expressly authorised by the Company or required by law. I understand that this applies in perpetuity from the point of my signing this document.

I understand that the use and disclosure of all information about living, identifiable individuals is governed by the Data Protection Act. I will not use or disclose any personal data I see or acquire, in the course of performing my duties as a carer, for any purpose unless expressly authorised by Colchester Borough Homes.

I understand that I am required to keep all confidential and personal data securely, and undertake to ensure that I do not divulge any confidential, personal or sensitive information relating to Colchester Borough Homes, its clients and residents, and its partners, to which I become privy in the course of my duties.

I will not copy, print, amend or delete any personal data held or provided to Board members by Colchester Borough Homes unless directed to do so by a member of the management team of the company.

I will not remove from the business premises of Colchester Borough Homes any personal data held by the company in any form.

**NAME:** \_\_\_\_\_

**SIGNED:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> Information may be classified as 'confidential' if Colchester Borough Homes would not release it in response to a request made under the Freedom of Information Act. Information is also confidential if it is clearly marked as such or by its very nature is evidently confidential. This includes, but is not limited to, commercially sensitive information, financial information, information held on staff or employees' personal files, and information about tenants and leaseholders of Colchester Borough Homes.

## **Appendix 6 – Board appraisal process**

An appraisal of each individual Board member is carried out at least once annually. This process is led by the Chair of the Board. One of the aims of these appraisals is to gain assurance that all Members are able to perform their duties in line with the Board member Code of Conduct and the Nolan Principles. Extraordinary appraisals for Members may be held at the discretion of the Chair of the Board.

All newly-appointed Board members also receive an appraisal as a part of their induction process. The Governance Officer will provide a copy of the Board member Code of Conduct to each new Board member as part of the induction pack.

The contents of the generic CBH Board appraisal form and skills audit are included below for reference purposes.

**COLCHESTER BOROUGH HOMES**  
**Board member Appraisal Form**



**Name:** \_\_\_\_\_

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

**A. Personal Assessment**

(If you have just been appointed to the Board, please disregard questions A1 and A2)

1. What aspects of your role as a Board member do you feel you:
  - (a) do best / enjoy most?
  - (b) do less well / enjoy least?
  - (c) have most difficulty with?
2. What do you consider to be the most significant contributions you have made to the Board this year?
3. How do you feel you can best contribute in the year ahead?

**B. Succession Planning**

1. If you are the Chair of a committee, what are your plans to develop the skills of other committee members to ensure that there is a future Chair?
2. If you are not the Chair of a committee, would you like the opportunity to be trained to take on this position?
3. Do you intend to / would you like to continue on the board after your current term is complete?

**C. Training and Development**

The Board needs to ensure that collectively its members have the skills, knowledge and experience necessary for it to manage the business of the organisation. The tables below include a column indicating where an element is particularly relevant to a committee of the board.

1. Please indicate your own assessment of your skills against each of the headings below on a scale of 1 to 4, where '4' indicates well-practiced skills and '1' indicates a felt lack of skills.

2.

<b>Skills</b>		<b>4</b>	<b>3</b>	<b>2</b>	<b>1</b>	<b>Committee</b>
Has the ability to:						
<i>Essential</i>						
<b>1</b>	Work as part of a team					
<b>2</b>	Think and plan strategically					
<b>3</b>	Communicate clearly and concisely					
<b>4</b>	Use the internet, MS Office and email					
<i>Desirable</i>						
<b>5</b>	Appraise project proposals					BOP
<b>6</b>	Scrutinise accounts and monitor budgets					F&A
<b>7</b>	Analyse performance figures					Ops
<b>8</b>	Chair meetings effectively					
<b>9</b>	Build useful relationships through effective networking					

3. Please indicate your own assessment of your knowledge and experience against each of the headings below on a scale of 1 to 4, where '4' indicates extensive knowledge / experience and '1' indicates no knowledge / experience. Please give a score for **all** 23 criteria.

<b>Knowledge and Experience</b>		<b>4</b>	<b>3</b>	<b>2</b>	<b>1</b>	<b>Committee</b>
<i>Essential</i>						
<b>1</b>	Directors' responsibilities under Company Law					
<b>2</b>	The role of the board and its responsibilities within the company structure					
<b>3</b>	The context in which CBH operates as an ALMO					
<b>4</b>	The key priorities for the organisation at the current time					
<b>5</b>	The communities and customers served by CBH					
<b>6</b>	The current strategic risks to the business and how they are managed					F&A
<i>Desirable</i>						
<b>7</b>	The role of tenants and leaseholders in the company's governance					Ops
<b>8</b>	Housing Law and how it applies to CBH					
<b>9</b>	Health & Safety Legislation and how it applies to CBH					
<b>10</b>	Employment Law and how it applies to CBH					G&R
<b>11</b>	The needs of ethnic communities in the areas served by CBH					G&R
<b>12</b>	Care, support and the needs of vulnerable people					
<b>13</b>	Communications and marketing					BOP
<b>14</b>	Issues related to managing and maintaining social housing					
<b>15</b>	Issues related to building new social housing					
<b>16</b>	How the company is financed and the HRA					F&A
<b>17</b>	Accountancy standards and statutory requirements					F&A

<b>Knowledge and Experience</b>		<b>4</b>	<b>3</b>	<b>2</b>	<b>1</b>	<b>Committee</b>
<b>18</b>	Welfare Reform and its effects on tenants					Ops
<b>19</b>	Environmental sustainability as it relates to social housing					
<b>20</b>	Sectors related to CBH (eg, health, education, policing, law, local government)					
<b>21</b>	Experience of commercial activities in an executive or non-executive role					BOP
<b>22</b>	Experience of developing policy and strategy					
<b>23</b>	Experience of mentoring others					

4. Do you feel that the Board makes full use of your skills, knowledge and experience?
5. What training and development opportunities have you found most helpful this year?
6. What types of training & development opportunities do you find most useful?

*(eg, external conferences/training events, in-house training, briefings at board meetings, visiting other organisations, shadowing staff, one-to-one or group discussions, reading, etc)*

7. Taking into consideration your earlier assessment of your knowledge, skills and experience, please identify in the table below the areas where you would be interested in receiving more training or information and the areas that are most important to you.

<b>Area of training / information</b>	<b>What I would like to learn</b>	<b>Priority (High / Medium / Low)</b>
<i>Example: IT Skills</i>	<i>How to use e-mail effectively</i>	<i>Medium</i>

<b>Area of training / information</b>	<b>What I would like to learn</b>	<b>Priority (High / Medium / Low)</b>

#### **D. Behaviours**

The Company has six organisational behaviours that Board members and staff are expected to exhibit. The following questions will help you assess to what extent you have demonstrated the six characteristics in the past year.

##### **1. Respect**

- Treats people fairly and with respect?
- Listens carefully and takes time to understand different points of view?
- Asks difficult questions appropriately and supportively?

##### **2. Consistency**

- Reads the board papers and prepares for meetings?
- Actively engages with items to ensure understanding before reaching a decision?

##### **3. Ownership and Empowerment**

- Respects the boundaries of the non-executive role?

- Contributes with appropriate frequency and length to board discussions?

#### **4. Honesty and Integrity**

- Acts at all times with honesty and integrity?

#### **5. Organisational Loyalty**

- Always acts in the best interests of the company?
- Conducts themselves professionally?
- Maintains confidentiality?

#### **6. Self-Development**

- Identifies areas for development and seeks assistance?

(If appropriate) Following the discussion of behaviours, we have agreed the following:

**Signed**

**Appraisee:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Appraiser:** \_\_\_\_\_ **Date:** \_\_\_\_\_

### Document control sheet

<b>Title</b>	CBH Board Member Code of Conduct - Sept 2019					
<b>File location</b>	<a href="https://colchbh.sharepoint.com/sites/fnc/corpdoc/PolDevLib/CBH Board member Code of Conduct.docx">https://colchbh.sharepoint.com/sites/fnc/corpdoc/PolDevLib/CBH Board member Code of Conduct.docx</a>					
<b>Consultation</b>	Human Resources and Governance Sub Committee, January & July 2013 Tenant and Leaseholder Consultative Committee, April & September 2013. CBH Board, April & September 2013. Governance & Remuneration Committee, July 2016					
<b>Approved</b>	Board 01/09/2019					
<b>Next review</b>	01/09/2022					
<b>Circulation method</b>	SharePoint					
<b>Equality Impact Assessment</b>	<b>Required</b>	Yes	<b>Latest</b>	25/07/2013	<b>Review due</b>	[EqIA Review Due (Full)]

### Document amendment history

Version	Type	Date	Notes
1.0	New	Sep 2013	
1.1	Minor revisions	Sep 2016	Additional content and appendices to cover Board appraisals and confidentiality agreements for carers. Policy transferred into current policy format.
1.2	Minor revisions	Dec 2016	Additional content to cover Board members who wish to attend Committee meetings of which they are not a member.

<b>Version</b>	<b>Type</b>	<b>Date</b>	<b>Notes</b>
1.3	Minor revision	August 2019	Where document referred to more than Vice Chair, then this plural was removed because CBH now has one Vice Chair.
1.4	Minor revision	Jan 2020	Document referred to Board Assurance Officer whose title has been changed to Governance Officer