

## **Part X: Code of Conduct for Board Members**

## **Why we have a Code of Conduct**

Our Board is made up of tenants, leaseholders, Council nominees, and independent members. We commit our time, experience and skills to Derby Homes.

Our Board is responsible for large sums of money and for the housing care of large numbers of people. We have overall responsibility for all actions carried out by Derby Homes.

Our conduct as Board Members impacts directly on Derby Homes' public reputation. It also dictates how effectively the money and assets of Derby Homes are managed.

Derby Homes expects the highest standards of conduct from us. Its success is dependent on how well we work together as a Board. It is therefore vital that we put in place clear ground rules for accountability and acceptable behaviour. The key to this is mutual trust and respect. Derby Homes promotes equality and fairness in all aspects of its work. Derby Homes expects each of us to practice those principles too.

For all of these reasons, we need to adhere to this Code of Conduct. It represents the consensus view of the Board. Derby Homes will ask all current Board Members to sign up to this Code. All new Board Members will also be asked to sign when they join the Board.

It is important to remember this is not in an attempt to stifle debate or deny us our say. Instead, this Code is a valuable tool to help us carry out the vitally important role of Board Member as effectively as possible.

This Code of Conduct (other than paragraph 5.7) also applies to Local Housing Board Members and any members of Derby Homes' other Committees who are not Board Members. All new Local Housing Board Members will be asked to sign up to this Code when they join the Local Housing Board as will current members. Any persons who become Committee Members of any of Derby Homes' Committees of the Board will also be asked to sign up to the Code when appointed to the Committee. References to "Board Members" in this Code include Local Housing Board Members and Committee Members who are not Board Members.

## **What does our Code cover?**

This Code applies to all aspects of our work as Board Members. It covers our legal obligations, incorporates best practice and provides help and guidance to us in carrying out our role effectively.

The Companies Act 2006 introduces a new statutory code of duties for Board Members. These rules are reflected in this Code. The statutory code comprises of seven general duties. In summary, they are as follows:

### **Statutory Duties**

- We must act within powers of Derby Homes;
- We must promote the success of Derby Homes having regard to:
  - the likely consequences of a decision in the long term;
  - the interests of Derby Homes' employees;
  - the need to foster Derby Homes' business relationships with suppliers, customers and others;
  - the impact of Derby Homes' operations on the community and the environment;
  - the desirability of Derby Homes maintaining a reputation for high standards of business conduct; and
  - the need to act fairly towards Derby City Council as sole member of Derby Homes.
- We must exercise independent judgement;
- We must exercise reasonable care, skill and diligence;
- We must avoid conflicts of interest;
- We must not accept benefits from third parties; and
- We must declare any interest we have in a proposed transactional arrangement.

The seven '*Nolan Principles*' are also reflected in this Code. The '*Nolan Principles*' have come out of the work of a Committee set up by the government to look into standards in British public life. In summary, they are as follows:

### **The Nolan principles**

- **Selflessness** – as Board Members, we must make decisions based solely on the mission, vision and values of Derby Homes;
- **Integrity** – we must not be compromised by outside interests;
- **Objectivity** – we must remain impartial and ensure choices are made on merit alone;
- **Accountability** – we must be responsible for our decisions and actions;
- **Openness** – wherever possible, we should give reasons for our actions;
- **Honesty** – we must declare any private interests; and
- **Leadership** – we must promote these principles by example.

The Code falls into two parts – the first deals with our general conduct as Board Members, the second sets out procedures for dealing with breaches.

## **PART A: OUR CONDUCT AS BOARD MEMBERS**

### **1. PERSONAL CONDUCT**

#### **Role**

- 1.1 We recognise that Derby Homes' Articles of Association set out our role as members of the Board. This is to direct Derby Homes' affairs, ensuring the day-to-day management is effectively delegated and carried out by the Chief Executive and his/her staff.

#### **Standards of Behaviour**

- 1.2 We will always act as we would were the full glare of public scrutiny be upon us.
- 1.3 We will not verbally abuse anyone, nor will we bully or use physical violence or threats against anyone.
- 1.4 This obligation applies to all our dealings with fellow Board Members, the Executive Team and staff of Derby Homes, Derby Homes' contractors and anyone else we may come into contact with in our role as a Board Member.
- 1.5 We will act reasonably and responsibly at all times. We will not do or say anything that may adversely affect the reputation of Derby Homes or bring it or the Board into disrepute.
- 1.6 We will not use our position as a Board Member for personal advantage in order to benefit ourselves, our children, our families or anyone connected with them or to further any outside employment or business interests.
- 1.7 We will declare to the Director and Company Secretary any request by a third party that try to make us use our connection with Derby Homes for their benefit.
- 1.8 We will not make representations to others and say that we act on behalf of Derby Homes unless we have specific Board authority to do so.

- 1.9 As Board Members, we will always act in good faith and in the best interests of Derby Homes. We will promote the success of Derby Homes having regard to:
- the long term consequences of any decision;
  - the interests of Derby Homes' employees;
  - the need to foster Derby Homes' business relationships with suppliers, customers and others;
  - the impact of Derby Homes' operations on the community and the environment; and
  - the desirability of maintaining high standards of business conduct.
- 1.10 We will only do what the Memorandum and Articles of Association of Derby Homes permits.
- 1.11 We will comply with any other Board policies in force from time to time.
- 1.12 If we have personal differences with another Board Member we will resolve such differences quickly, quietly and discreetly between ourselves outside Board meetings.

**Key Words: Trust; Respect**

**Key Messages:**

- *we will not physically or verbally abuse, threaten or harass anyone*
- *we will always act responsibly and reasonably*
- *we will not use our position as a Board Member for personal gain*
- *we will resolve any personal differences quickly, quietly and discreetly*

**Board Meetings**

- 1.13 As Board Members we will respect the views of others and their right to speak. We recognise that the Chair (after giving a first warning) can request us to be silent if we use intemperate, provocative or abusive language or if we persist in straying from the agenda or obstruct the proper conduct of Derby Homes' business. We will accept the decision of the Chair on this (where applicable).

- 1.14 We will adopt the good practice of praising individuals 'in public' (where applicable) and criticising 'in private' (where necessary). (In the case of staff we will do this through the Chief Executive.)
- 1.15 We will avoid raising issues concerning named individuals at Board meetings and will observe the requirements of the Data Protection Act 1998 in relation to personal data.

### **Collective Decisions**

- 1.16 Once the Board has come to a decision we will all stand by it, regardless of whether we agree or disagree.
- 1.17 We acknowledge the Board has the ability to resolve to change a decision at a future meeting.
- 1.18 We acknowledge that the Board has decided that no Board member may abstain from voting at a Board Meeting.
- 1.19 Each of us accepts that if we are opposed strongly to a Board decision we may need to resign as a Board Member.
- 1.20 We will not disclose decisions made at Board or Committee meetings unless they appear in the formal minutes **and** are within the 'Public Agenda' for the meeting.

#### **Key Messages:**

- ***once the Board has made a decision we will all stand behind it***
- ***we will not disclose decisions which are made at Board or committee meetings unless they are disclosed in the formal minutes available to the public***

## **Aims and Values**

- 1.21 Derby Homes' reputation relies on us upholding and promoting its aims and values. The Board will publish these aims and values in its handbooks and newsletters and by other appropriate means.
- 1.22 As Board Members we will take personal responsibility for demonstrating these aims and values through our own personal conduct.

## **Training**

- 1.23 Unless we have had permission otherwise from the Chair we will attend all mandatory training provided by Derby Homes to assist us in carrying out our duties. Derby Homes will ensure such training is relevant and appropriate for us in relation to our role as Board Members.
- 1.24 Derby Homes will seek to organise training at a time and venue that takes into account our personal commitments.

## **Outside Activities and Groups**

- 1.25 We will declare any involvement with external committees, groups and organisations whose activities may impact upon Derby Homes when we become a Board Member and we will update this declaration at least annually.

### **Key Messages:**

- ***we will inform the Board if we are involved with any other committee, group or organisation***



## Political Activities

- 1.26 Derby Homes must always be seen to present a balanced case in support of its key objective of providing excellent housing services.
- 1.27 Whilst Derby Homes' work may take it into the political arena, it must remain non-political in nature. We will therefore keep any personal political allegiances and opinions totally separate from our role as Board Members.
- 1.28 Those of us who are Council Board Members are also subject to the Council's own Code of Conduct for Councillors.
- 1.29 A Councillor who breaches the Council's Code may be reported to Standards Board for England and Wales. Such a report can be made by Derby Homes.

### Key Messages:

- ***we will keep our personal political opinions and allegiances separate from our work for Derby Homes***
- ***we will ensure Derby Homes' reputation is not damaged by our political activities***
- ***where we are Council Board Members we will remember to comply with the Council's own Code of Conduct***

## Attendance at other Meetings

- 1.30 When asked to do so by the Chair we will report back to the Board on meetings we attend on behalf of Derby Homes. In addition, we will ensure any minutes of such meetings are given promptly to the Chief Executive.
- 1.31 We will not circulate Derby Homes' confidential reports or minutes to anyone else without express permission of the Chair.

## **Dealings with other Board Members**

- 1.32 If we have a complaint against another Board Member we will raise the matter with the Chair unless it concerns a breach of this Code. If we consider there has been a breach of this Code we will raise the matter with the Director and Company Secretary.
- 1.33 If we have a complaint against the Chair of the Board we will raise the matter with one of the Vice Chairs of the Board.

## **2. EQUAL OPPORTUNITIES**

- 2.1 We will not discriminate against anyone on the basis of age, disability, ethnic origin, gender, political allegiance, religion, sexuality, or any other subjective reason.
- 2.2 This duty applies to members of the public, residents, colleagues, fellow Board Members, Derby Homes' staff and anyone else we may deal with in our role as Board Members.
- 2.3 Each of us will comply with equal opportunities legislation and Derby Homes' equal opportunities policies in carrying out our role as a Board Member.
- 2.4 We will guard against discrimination in the employment practices, services provided and contracts entered into by Derby Homes.
- 2.5 Derby Homes monitors the disability profile, ethnic origin and gender of Board Members. We are encouraged (though not obliged) to supply information to Derby Homes for this purpose. The objective of such monitoring is to ensure Derby Homes reflects the communities it serves.
- 2.6 We will not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of Derby Homes.

**Key Words: Equality; Fairness**

**Key Messages:**

- *we will not make assumptions about a person or a group of people*
- *we will not make judgements about a person or group of people*
- *we will not discriminate against any person or group of people.*

### **3 DEALINGS WITH THE EXECUTIVE TEAM AND STAFF**

#### **Principles**

- 3.1 We recognise that the roles of Board Members and staff of Derby Homes are distinct. We will comply with the Protocol on Board Member, Executive Team and Staff relations set out in Part XII of this Governance Arrangements document.
- 3.2 We will seek to avoid tensions between Board Members and staff through recognising the different roles, responsibilities and accountabilities as set out in the Protocol on Board Member, Executive Team and Staff relations.
- 3.3 Wherever possible we will seek to raise any concerns (for example, missing information) we may have with a report submitted to us by the Executive Team with the relevant member of the Executive Team prior to a Board Meeting. By doing this we recognise, if required, further work can be completed prior to the Board Meeting to facilitate an effective decision making process.
- 3.4 We will not circulate correspondence with the Executive Team and staff to others unless we have the permission of the Chief Executive.
- 3.5 We will not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of Derby Homes.

- 3.6 If we have any concerns or grievances concerning staff we will raise them with the Chief Executive.

#### **Advice**

- 3.7 In reaching decisions we will have regard to advice given by Derby Homes' Executive Team and staff acting in pursuance of their duties and any advice given by Derby Homes' legal advisers and auditors.

**Key Words: Mutual respect**

**Key messages:**

- *we will recognise the role of the Executive Team and staff and how it differs from that of Board Members*
- *we will abide by the Protocol on Board Member, Executive Team and Staff relations*

#### **4 CONFLICTS OF INTEREST**

##### **Best Interests of Derby Homes**

- 4.1 We will not put ourselves in a position where our personal interests conflict with those of Derby Homes.

**Key Words: Integrity; Openness**

**What is a conflict of interest?**

**Conflicts of interest can arise from:**

- *an interest in any property being purchased by Derby Homes;*
- *a business or personal relationship with anyone earning fees from work placed by Derby Homes;*
- *a business or personal relationship with anyone entering into a contract to carry out work for Derby Homes, or seeking employment with Derby Homes, or seeking to be re-housed by Derby Homes.*
- *an external role or responsibility that may bring us into conflict with Derby Homes.*

**This list is by no means exhaustive. Conflicts of interest can arise in many other situations.**

## **Declaring an Interest**

- 4.2 We will each complete a declaration of interests in the form prescribed by Derby Homes. Our declarations will be held in a register open to public inspection.
- 4.3 We will notify the Director and Company Secretary promptly of any changes that need to be made to the register to keep it current. If we are uncertain we will err on the side of caution and make a declaration.
- 4.4 We will always be on the alert to spot potential conflicts of interest. If we do spot a conflict we will tell the Director and Company Secretary about it as soon as possible so steps can be taken to address the matter.
- 4.5 If we fail to disclose an actual or potential conflict of interest, this may result in us being removed from the Board altogether.

## **Dealing with Conflicts**

- 4.6 If we declare a conflict of interest, we accept that the Board may require us to leave the meeting and not participate in any discussions on the matter in question.
- 4.7 We will take personal responsibility wherever appropriate for resolving any conflict of interest that affects our duties as a Board Member. In particular, if an external role or responsibility gives rise to a serious or a persistent conflict, we will consider either resigning from office or stepping down from the external role / responsibility.
- 4.8 We will disclose to the Director and Company Secretary the name of any family member who applies for a job at Derby Homes, or to be re-housed in a Derby City Council property, if we are aware of this. A "family member" means in relation to a Board Member, their spouse, partner, parent, parent-in-law, son, daughter, stepson, 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 "partner" means a person who lives with a Board Member as husband, wife or same sex partner.

- 4.9 We will take the advice of the Director and Company Secretary in situations that are likely to lead to potential conflicts of interest that may be difficult to manage.

**Key Words: Integrity, Openness**

**Key Messages:**

- *we will never put ourselves in a position where our personal interests or the duties to others conflict with our duties to Derby Homes.*
- *we will make an annual declaration of interests to Derby Homes Director and Company Secretary and keep this declaration up to date.*
- *if we become aware of a potential or actual conflict, we will report this to Derby Homes Director and Company Secretary as soon possible.*
- *if necessary, we will step down from office.*

## **5 FINANCIAL PROBITY**

### **Using Derby Homes' Contractors, Services and Facilities**

- 5.1 For the purpose of this paragraph 5, "*Derby Homes Contractors*" include builders, maintenance contractors, suppliers, solicitors, architects, surveyors, consultants and other professional advisers.
- 5.2 All dealings with Derby Homes Contractors must be "above board". As Board Members we must therefore separate our purchasing decisions as individuals from those we make on behalf of Derby Homes.
- 5.3 We may from time to time wish to use Derby Homes Contractors to carry out work for us in a private capacity. The two most common reasons for this are either because it is convenient or because we believe we will get a good standard of service.

- 5.4 Since using Derby Homes Contractors for private work can give rise to questions over probity, we will only do so in accordance with the procedures set out below.
- 5.5 We may use Derby Homes Contractors in a monopoly type situation (for example, utilities such as gas, water) or where Derby Homes Contractor is the only provider of the service in question in the area (for example, maintenance of a particular type of boiler).
- 5.6 In any other circumstances we will not knowingly use a Derby Homes Contractor (except in an emergency) without informing the Director and Company Secretary in advance. The Director and Company Secretary will seek confirmation from us that we will not receive any financial advantage as a result of being a Board Member.

**Key Words: Honesty; Integrity**

**Key Messages:**

- *we will never try to use our position as a Board Member to influence a Derby Homes Contractor to carry out work for us or over the basis on which the work is carried out.*
- *wherever possible we will avoid using a Derby Homes Contractor. If this is unavoidable we will tell Derby Homes' Director and Company Secretary before we do so.*
- *we will not accept any preferential treatment (such as a reduced price) from a Derby Homes Contractor we use privately.*

**Loss of Earnings and Expenses**

- 5.7 We will only claim for loss of earnings in accordance with Derby Homes Scheme for payment of loss of earnings from time to time. (This applies only to main Board Members).

5.8 We will only claim for expenses which we incur on behalf of Derby Homes in accordance with Derby Homes' policy for the payment of Board Members expenses from time to time.

These include:

- an allowance for travelling by private car to Derby Homes' meetings;
- the cost of using public transport on Derby Homes' business, first class rail travel can only be claimed with prior consent of the Chief Executive; and
- legitimate subsistence, child care and other costs of attending meetings on behalf of Derby Homes (other than the usual scheduled Board and Committee meetings).

5.9 We will make expense claims on a monthly basis and within one month of the year end using the appropriate form and will attach the relevant receipts.

**Key Messages:**

- ***we will only be allowed to accept a payment or benefit from Derby Homes if the Board approves;***
- ***the Board can only give approval within the limits laid down by the department of Communities and Local Government guidance from time to time.***

## **Hospitality and Gifts**

5.10 Giving and accepting hospitality or gifts may undermine the integrity of Derby Homes. We will therefore avoid doing so except in the limited circumstances described below.

5.11 We will not accept personal gifts either from residents or potential residents or in connection with the placing of orders for goods or services. If any such gift is offered we will notify the Director and Company Secretary as soon as possible.

5.12 We will not encourage people to give us personal gifts under any circumstances.

5.13 We may accept small personal gifts of nominal value from others (e.g. diaries, calendars, stationery etc).



- 5.14 If we are offered or receive a gift in our capacity as a Board Member (other than in the limited exceptions noted above) we will ensure this is recorded in the Hospitality and Gifts Register. The Register is held by the Director and Company Secretary. We will tell the Director and Company Secretary of this within 28 days.
- 5.15 If we want to make a gift in our capacity as a Board Member we must seek the prior approval of the Chair. This will only be given in exceptional circumstances.
- 5.16 We must never take bribes or inducements of any sort from anyone in connection with our position as a Board Member.
- 5.17 Hospitality could be seen as exerting improper influence over the way we carry out our duties. If we accept hospitality we must be mindful of all the circumstances, including the potential to compromise procurement decisions.
- 5.18 We must neither solicit hospitality nor give or receive repeated or lavish hospitality to representatives of any other organisation. Occasional and modest hospitality will be allowed.
- 5.19 We will ensure any hospitality we receive or give as a Board Member is recorded in the Hospitality and Gifts Register. We will provide the following details for this purpose:
- the time and date the hospitality was given/received
  - the name of the receiver / donor;
  - the nature and level of the hospitality; and
  - the total (or, if unknown, the estimated) cost of the hospitality.

## **Key Messages:**

- *we should avoid giving and receiving gifts*
- *we should be particularly careful about accepting gifts from residents and potential residents*
- *we will not solicit or encourage the giving of personal gifts*
- *we will always obtain the prior approval of the Chair before giving a gift*
- *we will never take bribes or inducements*
- *we should not give or receive repeated or lavish hospitality*

## **Financial Grants and Loans**

- 5.20 We will not receive any payment, grant or loan from Derby Homes except for the reimbursement of expenses under the procedures set out above.
- 5.21 We will not receive loans from or give loans to tenants or leaseholders of properties managed by Derby Homes'. We will not make loans to other Board Members.
- 5.22 We will never mix our personal money with that of Derby Homes.

## **Use of Facilities, Services and Equipment**

- 5.23 Where Derby Homes provides us with facilities or equipment either in our home or at Derby Homes' offices we will observe the requirements of this section of the Code of Conduct governing the use of these facilities and equipment, including stationery and consumables, and Information Technology equipment. These requirements set out the requirements of the Protocol on the use of Facilities Services and Equipment by Board Members. There are additional requirements for the use of Computer equipment (as defined in paragraph 5.29) but paragraphs 5.25 to 5.27 also apply.
- 5.24 We accept that all equipment provided by Derby Homes will remain the property of Derby Homes. It is lent to us for the duration of our periods of office as Board Members of Derby Homes. At the end of that period, we will each return the equipment to Derby Homes in full working condition. If equipment has been lost or damaged whilst on loan, we will pay any charge that is made for its replacement or repair.

- 5.25 We will use Derby Homes' facilities and equipment only in connection with our role as a Board Member and for no other purpose. For example, we will not use any of Derby Homes' paper, photocopiers, printers or internal or external mail facilities, for any personal, or party-political, purpose, or any purpose that is not related to Derby Homes business (unless covered by paragraph 5.27). We will not use rooms in Derby Homes' offices for any personal or party political purpose, or any purpose that is not related to Derby Homes' business, unless such use is in accordance with Derby Homes' practice for the use of rooms by outside organisations. We will not use Derby Homes' facilities or equipment on behalf of any community or voluntary groups with which we may be connected.
- 5.26 We will agree any incidental, small-scale use of facilities and equipment outside authorised purposes, with the Director & Company Secretary and we will pay any charge that is made for this. We will ensure that this use does not interfere with official Derby Homes' business. We will ensure all uses under this paragraph are recorded in a register which is open to inspection by any member of the public.

#### **Use of Board Member's Support Services**

- 5.27 We recognise that any support service provided to us as Board Members is provided to us only in connection with our role as Board Members and for no other purpose. Written material will contain Derby Homes' official and approved logos but must not contain any other logo. We will not ask or require staff to assist with any personal or party-political matter or any matter that is not related to Derby Homes' business. We will not use the service on behalf of any community or voluntary groups with which we may be connected.

#### **Use of Information Technology (IT) Facilities and Other Equipment**

- 5.28 The term "Computer" includes all ancillary furniture and equipment including monitor, printer, mouse, modem, routers and telephone line, together with the software and programs loaded on to it. Computer equipment is provided only to main Board Members.

- 5.29 Where a Computer to be provided to us, Derby Homes will install the Computer at our home address ("the Property"). We will not remove the Computer from the Property at any time without Derby Homes' written consent. This paragraph will not apply to laptop computers.
- 5.30 Derby Homes will pay to service, repair and maintain the Computer and will also provide consumables, such as ink cartridges and paper.
- 5.31 We will meet the cost of any damage to the Computer which goes beyond ordinary wear and tear, other than damage arising from theft, accidental damage, fire damage, failure of electricity supply and failure of telecommunications. We will report immediately to Derby Homes any damage to or malfunction of the Computer.
- 5.32 We will ensure that only we use the Computer. Where this is personal use we will ensure that it does not hamper or conflict with official business. Where we use the Computer for private use and hold data on the computer system we accept that Derby Homes accepts no liability for any consequences (including financial or other loss) which may arise through that use of the Computer. We recognise that the security of any of our data is our responsibility and that any such data could be viewed by the Executive Team and staff if stored on the Computer's internal drive (hard drive). We are aware that we can use our own removable diskettes ('floppy disks') to store such data and that simply deleting files does not necessarily permanently remove them.
- 5.33 Derby Homes has to comply with all UK legislation affecting IT, including the following Acts, and, we recognise that this also applies to our use of a Computer. We recognise we may be held personally responsible for any breach of current legislation as listed below and any future legislation that may be enacted:
- Data Protection Act 1998
  - Copyright Design and Patents Act 1988
  - Computer Misuse Act 1990
  - Obscene Publications Act 1959.
  - Regulation of Investigatory Powers Act 2000

5.34 As well as ensuring compliance with legislation, we will seek to keep ongoing support costs as low as possible. To meet both these objectives we will:

- (a) not install any software (including screensavers) from any source without prior authorisation from the IT Manager. A lot of software, ranging from small 'utilities' designed to enhance performance to complete applications such as drawing packages, is readily available on magazine 'cover disks' or for download via the Internet. Some of this is 'freeware', where there is no charge for its use, whilst some is 'shareware', where the provider charges for its use. We will seek the advice of IT Manager before downloading or installing any such software and we will not download or install any such software without the approval of the IT Manager;
- (b) not copy any licensed software and data, or use, or possess or hold any unlicensed copies or 'pirated' versions of software since this is illegal and, therefore, expressly prohibited;
- (c) check any software or data files, including word-processed documents and spreadsheets, for viruses before being loaded onto our Computer or transmitted to colleagues or Derby Homes, whether by diskette or email;
- (d) update regularly the anti-virus software that is supplied; and
- (e) report to the IT Manager any virus is detected and cannot be 'cleaned' by the supplied antivirus software, so that he/she may deal with it.

5.35 We will stop using the Computer and other equipment provided by Derby Homes immediately if we:

- are instructed to do so verbally by the IT Manager;
- cease to be a Board Member, or
- receive written notice from Derby Homes to that effect.

5.36 If Derby Homes gives us notice that it requires the return of the Computer and/or other equipment, either return the Computer and equipment within five working days or allow access to the Property for that purpose.

- 5.37 Derby Homes will provide and maintain a valid insurance policy at all times which will cover the Computer and other equipment against theft, accidental damage, fire damage, failure of electricity supply and failure of telecommunications.
- 5.38 We will allow Derby Homes entry to our Property on notice to carry out Derby Homes' duties under this Paragraph 5 of this Code and to check we are complying with our obligations under this Paragraph 5.
- 5.39 We will not do, cause or permit any act or omission that could invalidate the insurance policy covering the Computer and other equipment.
- 5.40 We will complete all health and safety questionnaires that Derby Homes may send to us within 14 days. We will comply with all appropriate health and safety guidelines notified to us by Derby Homes or which apply to us under the general law.
- 5.41 We will comply with all policies, guidelines and codes of practice issued by Derby Homes on the use of the Computer or the network or other equipment to which it is connected.

## **6 CONFIDENTIALITY**

### **General Duties**

- 6.1 We will not discuss Derby Homes' business except with other Board Members and appropriate staff of Derby Homes.
- 6.2 We will inform the Chair of any problems which are brought to our attention relating to Derby Homes.

## Confidential Information

### 6.3 Confidential information includes the following:-

- information given to Derby Homes by another body on terms that forbid its public disclosure or information that cannot be publicly disclosed by Court Order;
- information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office holder of Derby Homes;
- information relating to any particular occupier or former occupier of, or applicant for, accommodation managed by Derby Homes;
- information relating to any particular applicant for, or recipient or former recipient of any service provided by Derby Homes;
- information relating to any particular applicant for, or recipient or former recipient of, any financial assistance provided by Derby Homes;
- information relating to the financial or business affairs of any particular person (other than Derby Homes);
- the amount of any expenditure proposed to be incurred by Derby Homes under any particular contract for the acquisition of property or the supply of goods or services;
- any terms proposed or to be proposed by or to Derby Homes in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services;
- the identity of Derby Homes (as well as of any other person, by virtue of paragraph 10 above) as the person offering any particular tender for a contract for the supply of goods or services;
- information relating to any consultations or negotiations, or contemplated consultations or negotiations, connection with any labour relations matters arising;
- any instructions to counsel and any opinion of counsel (whether or not in connection with any proceeds) and any advice received. Information obtained or action to be taken in connection with: any legal proceedings by or against Derby Homes; or the determination of any matter affecting Derby Homes whether, in either case, proceedings have been commenced or are in contemplation;
- any action taken or to be taken in connection with the prevention, investigation or prosecution of crime;
- the identity of a protected informant . A “protected informant” means a person giving Derby Homes information which tends to show that:

- a criminal offence;
- a breach of tenancy conditions;
- a nuisance, has been, or is being, or is about to be committed; or
- any other information the Board determines to be confidential.

6.4 From time to time we may have access to or be given confidential information. Unless we are required by law to do so we will not disclose it to anyone.

6.5 We will not use confidential information either to benefit ourselves or anyone else.

6.6 We will not use confidential information to discredit Derby Homes, the Board or another Board Member.

6.7 If we receive any written or electronic information that we know or suspect is confidential we will ensure:-

- it is returned to the owner immediately;
- it is not used for our own or anybody else's advantage;
- no copies are made; and
- it is not disclosed or passed onto anyone else.

6.8 When disclosing any information about Derby Homes or its activities, we will ensure:-

- the information is not confidential; and
- prior authority is obtained from the Board, where appropriate, to release it.

6.9 If we breach our duties of confidentiality and a complaint is made, it will be treated automatically as a written complaint under Part B of the Code. The matter will be passed to the Standards Committee for their investigation.

## **Leaving the Board**

6.10 The obligations set out above concerning confidential information will apply even after we have left the Board.



- 6.11 When we cease to be a Board Member for whatever reason, we will return all the paperwork relating to Derby Homes' business (including Board Minutes) to the Director and Company Secretary.

**Key Words: Integrity; Discretion**

**Key Messages:**

- *unless the law requires otherwise, we will not disclose or use confidential information*
- *this obligation applies even after we have left the Board.*

## **7 DEALING WITH ENQUIRIES**

### **Media Handling**

- 7.1 We will not contact the media in our capacity as Board Members without the prior consent of either the Chair or the Chief Executive or the Director and Company Secretary. The Chair and Vice Chairs of the Board will be the only Board members to make comments on Derby Homes business in response to enquiries from the media. However, we recognise that Councillor Board members may need to respond to matters concerning their ward,
- 7.2 If we receive any letters, emails, telephone calls or other enquiries from the media concerning Derby Homes, the Board or other Board Members we will pass them on to the Chief Executive or the Director and Company Secretary as soon as possible.
- 7.3 We will not take part in any interviews with the media unless requested to do so by the Chair or the Chief Executive and only after having attended appropriate media training.
- 7.4 We will not issue any press releases concerning Derby Homes, the Board or other Board Members. All press releases will be issued by the Communications and Marketing Officer on behalf of Derby Homes.

- 7.5 We recognise that press releases are not issued by Derby Homes on behalf of political groups. Press releases can however contain the comments of Board Members and the Chair and Vice Chairs where they are speaking in connection with the roles given to them by Derby Homes. Executive Team and staff comments can be included on professional and technical issues.
- 7.6 Copies of all press releases issued will be sent to all members of the Board and to all staff of Derby Homes.

### **Requests for Information**

- 7.7 If we receive a legitimate request by a resident or an outside body (including the Council) for copies of minutes or information about the business of Derby Homes which cannot be dealt with both informally and without incurring expense (for these purposes greater than £5), we will pass it to the Chief Executive as soon as possible and not respond to any such request ourselves.
- 7.8 We will not do anything which prevents another person from gaining access to information to which they are entitled by law.
- 7.9 We will follow Derby Homes's procedures for dealing with enquiries from residents.
- 7.10 The Chief Executive will keep a record of all such enquiries and decide what action is to be taken.

### **Policies and Procedures**

- 7.11 We will comply with the procedures from time to time set out in Derby Homes' communication strategy and media handling policies.

**Key Words: Personal Responsibility, Corporate Procedures**

**Key Messages:**

- ***we won't contact the media nor respond to requests by the media, unless we have prior approval from the Chair / Chair Executive***
- ***we won't respond to resident enquiries ourselves but will pass on details to the Chair.***

## **PART B: DISCIPLINARY PROCEDURE**

### **1 BREACH OF THE CODE OF CONDUCT**

- 1.1 Any breach of the Code will be treated extremely seriously by both the Board and staff of Derby Homes.
- 1.2 Any complaint that a Board Member has breached this Code must be made in writing and investigated, following the procedure outlined in this Code of Conduct.
- 1.3 Complaints about Board Members may be made by members of the public, Board Members and staff. They should be made in writing to:

Director & Company Secretary  
Floor 2, South Point, Cardinal Square, 10 Nottingham Road  
Derby DE1 3QT  
Telephone 01332 711014.
- 1.4 Receipt of complaints will be acknowledged within five working days.
- 1.5 No Board Member, employee or other person who reports possible breaches of Derby Homes' Code of Conduct, governance arrangements or other wrong-doing will be victimised, although making reckless or mischievous accusations will be treated as a disciplinary matter.

### **2 PRELIMINARY INVESTIGATION**

- 2.1 The Director & Company Secretary will carry out a preliminary investigation of any complaint received.
- 2.2 The purpose of the preliminary investigation is to exclude from further consideration complaints which:
  - fall outside the scope of the Standards Committee's remit;
  - have already been the subject of proper investigation;
  - should be more properly investigated by another agency - such as the Police; or
  - are unsupported by any reliable information.

- 2.3 The Director & Company Secretary will aim to complete the preliminary investigation within 20 working days of receipt. If the Director & Company Secretary considers a complaint does not warrant a full investigation s/he will consult with the Chief Executive and Chair of the Board before making a final decision.
- 2.4 The Director & Company Secretary will send the decision in writing to the complainant and will provide reasons for any decision not to investigate further.
- 2.5 The Director & Company Secretary will also inform the Board Member who is the subject of the complaint that a complaint has been received and whether or not it is to be investigated further by the Standards Committee.

### **3 INVESTIGATION PRIOR TO THE STANDARD COMMITTEE MEETING**

- 3.1 All full investigations will be commissioned and supervised by the Director & Company Secretary and will result in the submission of a report to the Standards Committee. The purpose of any such investigation will be to establish the facts of the matter so that the Standards Committee may then make a properly informed judgement. The Director & Company Secretary may appoint another member of the Executive Team as her/his representative.
- 3.2 The investigator(s) will seek to interview, and/or obtain information from, any persons who can assist in establishing the facts of the matter. For this purpose, the investigator(s) will have a right of access to any Board Member and employee and any papers or other information held by the Derby Homes.
- 3.3 It will be made clear to any person interviewed as part of an investigation that any information which they provide may be shared with the Standards Committee. Any person interviewed will be entitled to be accompanied by a representative of their choice.
- 3.4 The complainant will be invited for interview and given the opportunity to submit any further material which the complainant considers is relevant to the investigation.

3.5 The Board Member against whom the complaint has been made:

- will be provided with a full copy of the complaint;
- will be invited for interview and given the opportunity to submit any material which the Board Member considers is relevant to the investigation and to identify any persons whom the Board Member considers should be interviewed as part of the investigation;
- (at the conclusion of the investigation) will be sent a copy of the report which the Director & Company Secretary proposes to submit to the Standards Committee. The report will be sent to the Board Member in sufficient time (at least 10 working days) in advance of the Standards Committee hearing so that the Board Member concerned may submit any final comments for inclusion in the report; and
- will be entitled to attend the meeting of the Standards Committee at which the report is considered.

3.6 Any investigation carried out by the Director and Company Secretary will be confidential. Board Members (including the one against whom the allegation has been made) must not without the approval of the Board divulge any information regarding the investigation to any third party (including the media) or respond to any request by the media for comment. If the Board Member concerned is contacted by the media, he/she must notify the Chief Executive as soon as reasonably practicable.

#### **4 THE STANDARDS COMMITTEE MEETING**

- 4.1 The Standards Committee will consist of at least two of the Chair of the Board, a Vice Chair or a Committee Chair and must not include any Board Member who has been involved in the matter previously. Where any two of the above are named in a complaint, another Board Member who has not previously been involved in the matter will take their place on the Committee. The Chair of the Standards Committee will be independent of Derby Homes.
- 4.2 The intention is that the Standards Committee should conduct its consideration of the complaint on an inquisitorial, rather than an adversarial, basis.

- 4.3 It is also intended that the report of the Director & Company Secretary should provide the Standards Committee with all the available information that is relevant to consideration of the complaint. It should not normally be necessary therefore to call persons to provide information at the meeting. There may however be occasions when, in order to provide the Standards Committee with a full understanding of the matter and/or in the interests of fairness to the Board Member against whom the complaint has been made, it will be necessary or appropriate to invite persons to provide information or give evidence at the meeting.
- 4.4 The main stages of the Standards Committee's consideration will be as follows:
- (a) The Standards Committee will need to satisfy itself, by consideration of the report of the Director & Company Secretary and, where relevant, by questioning any persons invited to attend the meeting, that the complaint has been properly investigated and that the Standards Committee has been provided with sufficient information to allow it to make a properly informed judgement.
  - (b) The Standards Committee will allow the Board Member against whom the complaint has been made to address the Standards Committee on the subject matter of the complaint and, with the Standards Committee's consent, to call any witnesses to speak on his/her behalf.
  - (c) The Standards Committee will then proceed to deliberate and form a judgement on the complaint (against the standards referred to in this Code of Conduct) and where relevant, to decide upon an appropriate sanction.
- 4.5 The Board Member against whom the complaint has been made, and also any Derby Homes' staff called to attend the Standards Committee meeting will be entitled to be accompanied by a representative of their choice.
- 4.6 The Board Member against whom the complaint has been made will be entitled to be present at the meeting throughout the Standards Committee's consideration of the complaint until the point at which the Standards Committee is in a position to deliberate on its judgement. The Standards Committee will then deliberate in private, subject only to the attendance of the Director & Company Secretary, or her/his representative.

- 4.7 Any procedural questions or issues which may arise will be determined by the Standards Committee, but within the guiding principle of ensuring fairness to the Board Member against whom the complaint has been made.
- 4.8 The Standards Committee meeting will normally be held in private session.

## **5 SANCTIONS AND DECISION**

- 5.1 On completion of its investigation the Standards Committee will recommend to the Board such action as it may deem appropriate. Such recommendations may include any one or more of the following, that:
- no further action be taken;
  - the Board Member concerned be reprimanded;
  - the Board Member be asked to issue a formal/public apology;
  - the use of Derby Homes' equipment or facilities be withdrawn from the Board Member for a specified period;
  - the Board Member be asked to undergo specific additional training / mentoring / coaching / development / counselling;
  - the Board Member be removed from any office or position (e.g. Chair, Vice-Chair, committee membership) to which they have been appointed by the Board;
  - in the case of a Council Board Member, details of the matter be supplied to the Chief Executive of the Council and/or to the Standards Board for England as appropriate; or
  - a motion be put to the Board to recommend the removal of the Board Member.
- 5.2 The Standards Committee's decision will be sent in writing to the Board Member concerned and to the complainant within three working days.
- 5.3 The decision of the Committee will be reported to the next Board meeting in the confidential section of the meeting.
- 5.4 The Board will consider the recommendations of the Standards Committee under Article 16 of the Articles of Association.
- 5.5 The Board Member concerned will have an opportunity to make a statement to the Board before the decision is taken.

- 5.6 The Board will consider the recommendation in private and the Board Member will withdraw from the meeting during the discussion.
- 5.7 When deciding what sanction (if any) to apply:
- any decision to remove the Board Member from office will require the Board to vote in favour by a majority of 75% of the Board Members from time to time; and
  - any other sanction proposed will require the Board to vote in favour by a simple majority of those present and voting.
  - In calculating these figures, the Board Member concerned is to be excluded (both from voting and for the purpose of calculating the relevant majority).
- 5.8 The Chair or the Vice Chair (as appropriate) is to notify the decision in writing to the Board Member concerned soon as reasonably possible.
- 5.9 If the Board decides no further action should be taken the Board Member will remain in office until such time as the Board Member retires or is removed in accordance with the Articles of Association.
- 5.10 If the Board decides to remove the Board Member such removal will be deemed to take effect from the date upon which written notice of the Board's decision is given.

Approved by Derby Homes Board on [                      ] September 2007



I agree to abide by the rules of the Code of Conduct for **Derby Homes Limited**, approved by the Board on [            ] September 2007 as amended or updated by the Board from time to time.

Signed \_\_\_\_\_

Board Member

Name \_\_\_\_\_

*(print)*

Date \_\_\_\_\_

