



Derby Homes

Code of Conduct for Board Members

1. Role

- 1.1 The Board recognises that Derby Homes' Memorandum and Articles of Association sets out the role of the Board.
- 1.2 The purpose of the Board is to determine strategy, direct, control, scrutinise and evaluate an organisation's affairs. Operational management of the organisation must be delegated to the organisation's staff.
- 1.3 All members of the Board share the same legal status and have equal responsibility for decisions taken that affect Derby Homes.
- 1.4 The Code applies to all aspects of work as Board Members. It covers legal obligations, incorporates best practice and provides help and guidance to carrying out the role of a Board Member effectively.

2 Statutory Duties

- 2.1 The Board must act within the powers of Derby Homes' Constitution;
- 2.2 The Board must promote the success of Derby Homes having regard to:
 - 2.2.1 the likely consequences of a decision in the long term;
 - 2.2.2 the interests of Derby Homes' employees;
 - 2.2.3 the need to foster Derby Homes' business relationships with suppliers, customers and others;
 - 2.2.4 the impact of Derby Homes' operations on the community and the environment;
 - 2.2.5 the desirability of Derby Homes maintaining a reputation for high standards of business conduct; and
 - 2.2.6 the need to act fairly towards Derby City Council as sole member of Derby Homes.
- 2.3 The Board must exercise independent judgement;

- 2.4 The Board must exercise reasonable care, skill and diligence;
- 2.5 The Board must avoid conflicts of interest;
- 2.6 The Board must not accept benefits from third parties; and
- 2.7 The Board must declare any interest in a proposed transactional arrangement.

3 The Committee on Standards in Public Life (Nolan)

- 3.1 The seven 'Nolan Principles' are also reflected in this Code. The 'Nolan Principles' came out of the work of a Committee set up by the government to look into standards for those engaged in British public life. In summary, they are as follows
 - 3.1.1 Selflessness – take decisions based solely on the mission, vision and values of Derby Homes;
 - 3.1.2 Integrity – to not be compromised by outside interests;
 - 3.1.3 Objectivity – remain impartial and ensure choices are made on merit alone;
 - 3.1.4 Accountability – be responsible for its decisions and actions;
 - 3.1.5 Openness – wherever possible, the Board should give reasons for its actions;
 - 3.1.6 Honesty – declare any private interests; and
 - 3.1.7 Leadership – promote these principles by example.

4 Standards of Behaviour

- 4.1 Board Members are expected to uphold Derby Homes' reputation and act at all times in a professional manner both inside and outside meetings.
- 4.2 Not verbally abuse, bully or use physical violence or threats against anyone as a Board Member.
- 4.3 Board Members are expected to respect the diverse opinions of others and behave in such a manner as not to cause any offence or upset to others.
- 4.4 Carry out responsibilities in accordance with role profiles and services agreements.
- 4.5 Not act in a way which brings the Board or Derby Homes into disrepute.
- 4.6 Avoid situations that could cause suspicion of improper conduct.

- 4.7 Declare any conflict of interest in accordance with the company's Memorandum and Articles of Association.
- 4.8 Comply with the Bribery Act 2010 and the Derby Homes policy on Gifts and Hospitality.
- 4.9 Ensure that the facilities of the company are used only as appropriate and in line with their duties as a Board Member.
- 4.10 Promote equality and diversity by not discriminating unlawfully against any person.
- 4.11 Treat others with respect.
- 4.12 Support other Board Members, especially new appointees.
- 4.13 Do nothing to compromise the impartiality of those who work for, or on behalf of Derby Homes.
- 4.14 Inform the Finance Director and Company Secretary as soon as possible if they believe that they or any other Board Member may not have complied with the Code of Conduct.

5 Conflicts of Interest

- 5.1 This covers any circumstances where an individual or ~~his/her~~their close relative could in theory receive a personal or business benefit as a consequence of any Derby Homes activity.
- 5.2 There are two main examples where a benefit could occur:
 - 5.2.1 A Duality of Interest. This is where the circumstances could potentially bring about some personal or business gain;
 - 5.2.2 A Conflict of Interest. This is where both a Derby Homes interest and a personal/business interest do actually occur.
- 5.3 Both types of interest must be disclosed. It will be the responsibility of the Finance Director and Company Secretary to annually require all Board Members to complete a declaration of interests on the prescribed form. Declarations of interest will be held in a register, held at London Road, that accurately reflects the details provided in the declaration and this register will be open to public scrutiny.
- 5.4 Such interest could include the following:

- 5.4.1 An interest in any property being managed or purchased by Derby Homes
 - 5.4.2 An interest in any company selling or being agent for any property being managed or purchased by Derby Homes
 - 5.4.3 A business relationship with any person or firm earning fees from work placed by Derby Homes
 - 5.4.4 A business relationship with any person or firm entering into a contract to carry out work for Derby Homes
 - 5.4.5 An external role or responsibility that may bring us into conflict with Derby Homes
 - 5.4.6 Seeking employment with Derby Homes
 - 5.4.7 Seeking to be re-housed by Derby Homes.
- 5.5 The interests listed in 5.4.1 to 5.4.7 above do not provide an exhaustive list of the interests which must be disclosed. Any other personal or business interest which conflicts with Derby Homes' interest must be disclosed through the process outlined above. Where there is doubt as to whether or not a conflict of interest arises, the Finance Director and Company Secretary should be approached for advice on how to proceed.
- 5.6 If a Board Member fails disclose an actual or potential conflict of interest, it may result in being removed from the Board altogether.
- 5.7 If Board Members declare a conflict of interest, the Board may require the Board Member to leave the meeting and not participate in any discussions on the matter in question.
- 5.8 Board Members will take personal responsibility, wherever appropriate, for resolving any conflict of interest that affects their duties as a Board Member. In particular, if an external role or responsibility gives rise to a serious or a persistent conflict, the Board Member will consider either resigning from office or stepping down from the external role / responsibility.
- 5.9 Board Members will disclose, to the Finance 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 or Derby Homes' property, if they 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, civil partner 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.

6 Board Meetings

- 6.1 Board Members, will respect the views of others and their right to speak.
- 6.2 Board Members will adopt the good practice of praising individuals 'in public' (where applicable) and criticising 'in private' (where necessary). In the case of staff they will do this through the Managing Director of Derby Homes.
- 6.3 Board Members will avoid raising issues concerning named individuals at Board meetings and will observe the requirements of the Data Protection Act 2018 and General Data Protection Regulation 2016 in relation to personal data.
- 6.4 Once the Board has come to a decision, all Board Members will stand by it.

7 Board members dealing with customers

- 7.1 Board Members must never allow themselves to be compromised by any relationship with customers. Board members must not lobby on a customer's behalf or show any preference to particular customers, groups of customers or neighbourhoods. Any enquiries from customers that Board Members receive should be signposted to the appropriate member of staff for action.

8 Board member contact with staff and contractors

- 8.1 Board Members must uphold the Code of Conduct and Derby Homes' values when dealing with its staff and contractors. Board members must consider the potential impact of any comments they make and remember that these reflect on the company, because they are its ambassadors.
- 8.2 Board Members may use Derby Homes Contractors in a monopoly type situation (for example, utilities such as gas, water) or where a Derby Homes Contractor is the only provider of the service in question in the area (for example, maintenance of a particular type of boiler).
- 8.3 In any other circumstances, they will not knowingly use a Derby Homes Contractor (except in an emergency) without informing the Finance Director and Company Secretary in advance. The Finance Director and Company Secretary will seek confirmation from the Board Member that they will not receive any financial advantage as a result of being a Board Member.

9 Political Activities

- 9.1 Derby Homes is politically neutral. Board Members must not allow party political or other affiliations to influence their judgement in a way that is in conflict with the best interest of the company. If conflicts of interest arise these must be disclosed as set out above.

10 Equal opportunities

- 10.1 Derby Homes is legally obliged as an employer and housing provider to operate on the basis of equal opportunities.
- 10.2 Derby Homes is committed to achieving equality of opportunity in every area of its work. Our aim is that everyone should be treated fairly.
- 10.3 Board Members should be aware of equal opportunities legislation and the Company's Equal Opportunities policies. They should also be aware of the scope for discrimination in the granting of tenancies, contracts of employment, and contracts for services. Board Members must follow established procedures when involved with such issues, to prevent either direct or indirect discrimination from occurring.
- 10.4 Derby Homes monitors the disability profile, ethnic origin and gender of Board Members. Board Members 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.

11 Advice

- 11.1 In reaching decisions, Board Members 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.

12 Bribery and Fraud

- 12.1 Under the 2010 Bribery Act, Board Members and staff are strictly prohibited from making, soliciting or receiving any bribes or unauthorised payments, as set out in Derby Homes' policies on Anti-Corruption and Fraud.
- 12.2 Board Members must adhere to the procedures set out in the Anti-Bribery Policy

13 Expenses

- 13.1 Board Members may claim for expenses which are incurred on behalf of Derby Homes in accordance with Derby Homes' policy for the payment of Board Members expenses from time to time, claims must be accompanied by receipts for the expenditure incurred.

14 Gifts and Hospitality

- 14.1 Giving and receiving gifts or hospitality creates a relationship that could be perceived as influencing a Board Member's judgement. Therefore, Board Members should always avoid accepting gifts and hospitality except in circumstances as guided by the Gifts and Hospitality Policy.
- 14.2 Hospitality must always be recorded in the register held at the London Road Office. Any Board Member who has given or received hospitality must record in the register as soon as practicable:
- 14.2.1 the time and date that the hospitality was given or received
 - 14.2.2 the name of the receiver
 - 14.2.3 the name of the giver
 - 14.2.4 the nature and level of the hospitality.

15 Financial Grants and Loans, Payments to Board Members

- 15.1 Board Members will not receive any payment, grant or loan from Derby Homes or each other, except for the reimbursement of expenses or in accordance with the Derby Homes' policy in place with regard to this issue.

16 Use of facilities, Services and Equipment

- 16.1 Board Members will use Derby Homes' facilities and equipment only in connection with their 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. Derby Homes may provide facilities which can be used for both Derby Homes and personal use (eg IT hardware) in which case this will be specifically agreed with the relevant Board Member concerned.

17 Confidentiality

- 17.1 The work of Derby Homes involves confidential information about customers and Derby Homes business, and Board members must respect that confidentiality at all times.

- 17.2 Board Members will not discuss Derby Homes' confidential business except with other Board Members and appropriate staff of Derby Homes.

18 Leaving the Board

- 18.1 The obligations set out above concerning confidential information will apply even after a Board Member has left the Board.
- 18.2 When a Board Member leaves the Board for whatever reason, all the paperwork relating to Derby Homes' business (including Board Minutes) must be returned to the Finance Director and Company Secretary, along with any equipment or facility provided to assist with Board membership.

19 Requests for Information

- 19.1 Board Members receiving a request from a resident or an outside body (including the Council) for copies of minutes or information about the business of Derby Homes will pass the request to the Managing Director of Derby Homes as soon as possible and not respond to any such request. This ensures compliance with the Data Protection Act 2018, General Data Protection Regulation 2016 and Freedom of Information Act 2000.

20 Policies and Procedures

- 20.1 Board Members will comply with the procedures from time to time set out in Derby Homes' Policies and Procedures.

21 Training

- 21.1 Unless they have had permission otherwise from the Chair, Board Members will attend all mandatory training provided by Derby Homes to assist them in carrying out their duties. Derby Homes will ensure such training is relevant and appropriate in relation to their role as Board Members.

22 Media

- 22.1 All media requests must be dealt with through the Managing Director of Derby Homes. If Board Members are asked by the media to comment on issues relating to Derby Homes they should refer them to the Managing Director of Derby Homes immediately. Do not contact the media in their capacity as a Board Member without the prior consent of the Managing Director of Derby Homes.

23 Disciplinary Procedure for Board Members

- 23.1 Board membership entails a particular responsibility to avoid any suggestion of impropriety or misconduct. Matters such as conflicts of interest, or the acceptance of gifts or hospitality, are particularly sensitive and are addressed specifically within this Code of Conduct.
- 23.2 Complaints made about Board Member conduct should be submitted to the Finance Director and Company Secretary in writing. An initial investigation will establish if a complaints panel should be convened.
- 23.3 If a disciplinary committee is convened, it will establish the facts and ensure that the Board Member has the opportunity to put ~~his or her~~ their case.