Code of Conduct for Board and Committee Members and Involved Residents

platform housing group

Scope

The Code of Conduct sets out how Platform Housing Group (the Group) Board Members (references to 'Board Members' in this document includes Committee Members of the Group) and Involved Residents will meet their commitment to maintaining the highest standards of probity in all their dealings, ensuring that their actions and behaviour are consistent with Group values and high standards of conduct required to maintain confidence in the Group and its work.

1. Applicability

1.1 The Code applies to Board Members, including Associate Committee Members, Trainee Board Members, and Involved Residents of the Group, unless expressly exempted in this Code. For the avoidance of doubt, references in this document to the term 'Board Member' includes Committee Members, Associate Committee Members and Trainee Board Members. The term 'Involved Residents' means residents and customers who are formally involved in scrutinising the Group's activities. This includes members of the Group's Customer Voice Panel and members of the Group's Scrutiny Panels (hereafter referred to as 'Panel').

1.2 The Group expects the highest standards of conduct from its Board Members and Involved Residents. Working for the Group puts our Board Members and Involved Residents in a position of trust and responsibility to uphold our organisation values when dealing with colleagues, customers, suppliers, the environment and our local communities.

1.3 All Board Members and Involved Residents are required to adhere to the Code and the policies it refers to. We all have a responsibility to protect the Group's reputation in everything we do and say. Please ensure that you thoroughly read, understand and act in accordance with the Code and the various policies embedded in it. We want you to understand why this is important and what is expected of all Board Members and Involved Residents.

1.4 If you require more information, refer to the individual policies and procedures or contact the Head of Governance and Regulation. Failure to comply with the Code and its policies and procedures will result in a full investigation and may lead to your removal from the relevant Board or Panel as applicable.

2. Code Content

2.1 This Code of Conduct covers the following areas:

- Background to the Code of Conduct
- Policy statement – our core principles
- Group values

- The legal and regulatory requirements
- General responsibilities
- Conflicts of interest
- Provision of housing
- Bribery, gifts and hospitality
- Funds and resources
- Confidentiality
- Respect for others
- Relationship between Board Members, employees and Involved Residents
- Relationship with customers and other service users
- Health, safety and security
- Conduct at meetings
- Representing the Group
- Learning and development
- Reporting concerns
- Other outside activities/social networking sites
- Political activity
- Failure to comply with/breaches of the Code of Conduct and other policies

3. Background

3.1 As a Registered Provider, the Group is subject to guidance by the National Housing Federation (NHF), relevant legislation and to the regulatory requirements of our current regulator and, where appropriate, the Charity Commission.

3.2 Notwithstanding these requirements, the Group is committed to maintaining the highest standards of probity in all its dealings and playing its part in maintaining the good reputation of Registered Providers.

3.3 The Group Board has ultimate responsibility within the Group for all actions carried out by its Board Members and Involved Residents and is therefore determined that their conduct should demonstrate integrity and probity at all times and maintain the confidence of its stakeholders.

3.4 The Board believes that Board Members and Involved Residents, as well as residents/customers and funders, want to be associated with an organisation that publicises and upholds its values. Therefore, this Code includes not only the minimum legal and regulatory requirements but seeks to go beyond them where possible. High standards of conduct imply disclosure of matters that might conceivably be seen as giving rise to a duality or conflict of interest. The Code requires Board Members and Involved Residents to uphold the spirit, as well as complying with the wording of the document.

4. Policy Statement – Our Core Principles

4.1 The following is a statement of our core principles in relation to conduct, which each Board Member/Involved Resident must adhere to at all times:

- Board Members and Involved Residents must not gain improper personal benefits from the Group's activities.
- Board Members and Involved Residents must be especially careful of relationships with employees, customers and leaseholders, and never allow any personal relationship with an employee, customer or leaseholder to create any conflict - or potential conflict of interest.
- Giving and receiving gifts creates a relationship that can be seen to influence judgement. Therefore, Board Members and Involved Residents should always avoid receiving gifts except in the very limited circumstances set out in this Code.
- Board Members and Involved Residents should also avoid hospitality except in the limited circumstances set out in this Code.
- Board Members and Involved Residents must not receive housing or other related benefits from the Group except as allowed for by this Code.
- Our work involves handling confidential information about our employees/customers/leaseholders and the Group's business. Board Members and Involved Residents must respect that confidentiality.
- Our work and reputation rely on us all upholding and promoting the Group's aims and values.
- Our work can take the Group into the political arena. It is important for Board Members and Involved Residents to ensure that they keep their personal 'party political' views and activities totally separate from the Group's work in order to remain impartial and professional with colleagues, customers and stakeholders.
- Board Members and Involved Residents must avoid treating suppliers preferentially and must separate their private purchasing from the Group at all times.

5. Group People Values

5.1 Our work and reputation relies on all Board Members and Involved Residents upholding and promoting the Group's People Values available on the intranet which are as follows:

- People Matter
- Own It
- One Team
- Be Brave

5.2 The Group expects that all Board Members and Involved Residents take personal responsibility for their own actions or omissions and strive to do their best. Board Members and Involved Residents also have a responsibility to challenge or report anything that they see that is contrary to this Code and the Group's values.

5.3 The values of the organisation should inform the way Board Members and Involved Residents act and make decisions. Board Members and Involved Residents should therefore uphold these values and incorporate them in their working lives especially in relation to their dealings with employees, customers and the public.

6. Legal and Regulatory Requirements

6.1 Section 122 of the Housing and Regeneration Act 2008 states that "registered providers should not grant any non-contractual payment or benefit to Members, employees or their families, except in certain approved circumstances..."

In addition to this, charity law also has clear rules for those organisations, like Platform Housing Group, which hold charitable status. For example, charitable organisations must ensure that they meet their charitable objectives (e.g. providing housing for people in housing need). Although more relevant to Board Members as charitable trustees, the basic principle is that trustees must not put themselves in a position where their personal interests' conflict with their duty to act in the interests of the charity unless authorised to do so.

6.2 In April 2015 the Homes and Communities Agency, produced a Regulatory Framework for Social Housing - the primary requirements that relate to this Code fall within the Governance and Viability Standard which includes the following:

> *2.1 Registered providers shall adopt and comply with an appropriate code of governance.*

6.3 The Group has adopted the NHF Code of Governance 2020 and the 2022 NHF Code of Conduct; this Code reflects the principles of these.

6.4 The Group will ensure that all Board Members and Involved Residents are aware of the Code and ensure that policies and procedures are in place to ensure compliance with both the statutory and regulatory requirements and will also ensure that these policies and procedures are communicated to and available for all Board Members and Involved Residents.

6.5 The Group also supports the seven Principles of Public Life, which were established by the Committee on Standards in Public Life in 1995 and have wide public acceptance. These are as follows:

- Selflessness
- Integrity
- Objectivity

- Accountability
- Openness
- Honesty
- Leadership

6.6 Where applicable, the Group must comply with company and charity law, as well as the Co-operative and Community Benefit Societies Act 2014.

7. General Responsibilities of Board Members and Involved Residents

7.1 All Board Members and Involved Residents must fulfil the duties and obligations of their roles responsibly, and act at all times in good faith and in the best interests of the Group, its customers/leaseholders and other service users. In doing so, Board Members and Involved Residents must always seek to further the Group's strategic objectives.

7.2 In compliance with the Code all Board Members and Involved Residents must:

- comply with the law, their Service Agreement/Involved Resident agreement and Group policies and procedures;
- conduct themselves in a manner that will not bring the Group into disrepute – this includes membership or participation in activities with such organisations whose values are inconsistent with those of the Group such as racist organisations;
- not bring the Group's name into disrepute by using actions or words, either within the organisation or outside. This includes the use of, or entries on social networking sites. This also applies where the Group's identity can be reasonably inferred or where a Board Member or Involved Resident's identity can be reasonably inferred using a pseudonym;
- raise any concerns about potentially dishonest or fraudulent activity by Board Members, Involved Residents, employees or others, with a senior officer or by using the Group's Whistleblowing Policy;
- not act in a way that unjustifiably favours or discriminates against particular individuals, groups or interests;
- respect, and adhere to the appropriate channels for handling tenancy and service provision issues;
- not, in any circumstance, use their connection with the Group to derive any personal benefit, whether from within the organisation or via a connected third party such as a Group contractor;
- not use their position to acquire information available to them for their private use or pass on this information to others;
- support the decisions made by the Board, and respect the principle of collective decision making and corporate responsibility;
- not engage in any political or campaigning activity that might compromise the position of the Group;

- not engage in any outside work or position, paid or unpaid without first declaring this interest to the Group. Any such work or position must not interfere with a Board Member or Involved Resident's role or conflict with the interests of the Group;
- not compromise the safety of our customers and always strive to live up to and offer the highest possible standards of service; and
- be aware of the impact that they have on each other and how our roles and what we do can either contribute to or hinder others.

7.3. **Care and Skill**

As Board Members and Involved Residents, you should exercise the level of care in dealing with the Group's business that would be expected of an ordinary prudent businessperson. You should exercise the level of skill that would reasonably be expected of a person with your attributes (for example, your qualifications and experience).

In seeking to show that you have exercised an appropriate degree of care and skill you should:

- read Board/Committee/Panel papers, prepare for and regularly attend Board/Committee/Panel meetings punctually and give apologies where you are unable to attend;
- contribute to Board/Committee/Panel meetings and raise any concerns that you may have;
- check the minutes to ensure that they properly reflect any concerns that are raised at Board/Committee/ Panel meetings; and
- encourage the Board to seek and to act on legal and financial advice wherever necessary.

In addition, Board Members and Involved Residents should consider the impact of decisions made on the customer as well as long term environmental impacts.

7.4. **Collective Decisions**

Once your Board, Committee, Panel has come to a decision you will stand by it, regardless of whether you agree or disagree.

You acknowledge your Board, Committee, Panel has the ability to resolve to change a decision at a future meeting.

You accept that if you are opposed strongly to a Board, Committee or Panel decision you may need to resign as a Board Member or Involved Resident.

You will not disclose decisions made at Board, Committee or Panel meetings unless they appear in the formal minutes and do not form a confidential agenda item of the meeting.

7.5 **Interests arising from common Board Membership**

The Group operates a co-terminous or ‘common’ Board Membership structure (the “Co-terminous Board”).

Members of the Co-terminous Board owe duties to both organisations of which they are a Board Member. You must therefore keep this ‘duality of interests’ in mind when you make decisions, to ensure that the interest is not an actual or potential conflict of interest. To assist you to determine this, where decisions will affect both organisations you should weigh up the implications to each Group Member carefully.

It is important to remember that this is an internal interest to the Group which arises because you are Board Members of two Group Members. The Group is therefore aware of this interest, and you do not need to declare it repeatedly. The respective constitutions authorise you to remain present during decisions that are made, even though you have such an interest.

However, if you feel that you are unable to comply with your duties to act in the best interests of each organisation then you should excuse yourself from the discussion and vote. For one-off decisions this will only be required temporarily during that item on the agenda. If the conflict is likely to continue for a longer period of time, you should discuss this with the Chair (in the case of a Trainee Board Member the Group Chair) and Company Secretary whether it will be necessary for you to step down as a Board Member until such time as the conflict no longer exists.

8. Conflicts of Interest

8.1 Board Members and Involved Residents and/or members of their family or others to whom they are closely connected should not benefit from the Board Member or Involved Resident’s personal connection to the Group.

People to whom you are ‘closely connected’ means your family, relatives, friends, people who reside at the same property as you, or business partners, as well as businesses in which you have an interest through ownership or influence. It includes spouse/unmarried partner/civil partner, children, siblings, grandchildren and grandparents. It also includes ‘in-laws’ or family members of your partner.

8.2 All Board Members and Involved Residents will ensure that they avoid any conflict of interest, or potential or apparent conflict of interest. This is particularly important for Board Members and Involved Residents involved in the appointment of contractors, suppliers and consultants but can also arise where an individual is involved in any decision making in which they may stand to benefit personally as a consequence (e.g., through their family members).

8.3 In addition, Board Members and Involved Residents must not use, or attempt to use their position to promote their personal interests or those of any connected person (e.g., family members), business or other organisation.

8.4 Where a conflict of interest, or potential conflict, arises this should be declared immediately to the Company Secretary and the Board Member or Involved Resident should have no involvement in the situation that gives rise to the conflict, or potential conflict of interest in question.

8.5 If a Board Member or Involved Resident is in any doubt whether a conflict of interest, or potential of conflict arises, they must speak to either the Group Chair (for Board Members)/Chief Operating Officer (for Involved Residents) or the Company Secretary as soon as they become aware of the conflict/potential conflict.

8.6 **Personal Use of Group Contractors**

8.6.1 For the purposes of this section, “company contractors” include builders, maintenance contractors, bulk suppliers, solicitors, architects, surveyors, consultants and other professional advisers which are under contractual arrangements for the supply of services to the Group. Note, section 8.6 of this Code does not apply to Scrutiny Panel Members.

8.6.2 Board Members and Involved Residents are not able to use company contractors for personal use. A list of all Group contractors is available from the Governance and Regulation team.

8.6.3 Where this is unavoidable or in an emergency situation when a Board Member or Involved Resident has no option than to use a company contractor to carry out private work, they must contact the Company Secretary (for Board Members)/Chief Operating Officer (for Involved Residents) in a timely manner and provide evidence of works carried out and payments made. The Governance and Regulation team will record the details on the Use of Contractors Register. Depending on the value of the work, quotes may be required to evidence a fair procurement process has been followed at all times.

8.6.4 A copy of the entries on the Use of Contractors Register will be provided to the Board/Committee of the Board every six months for information and noting.

8.6.5 The Group believe that by following this procedure, our Board Members and Involved Residents are protected with a degree of control and accountability. If any Board Member or Involved Resident has any doubt about the operation of this procedure, they should consult the Company Secretary.

8.7 Appointment of Board Members and Involved Residents

8.7.1 The Group's Recruitment and Selection Policy clearly outlines the requirements of anyone applying for employment with the Group who has close connections to a Board Member, Involved Resident, employee, consultant or contractor who works for the Group.

8.7.2 Board Members cannot apply for employment with the Group while also carrying out their duties as a Board Member, due to the conflict of interest that would arise from these two positions.

8.8 Appointment of Contractors

8.8.1 Board Members and Involved Residents must not be involved in the appointment of a contractor or supplier (or establishing the terms of a contract) where they are related or closely connected to an organisation or individual applying or tendering for work with the Group. This relationship must be declared to the relevant Executive Team Director and Company Secretary.

8.9 Declarations of Interest

8.9.1 All Board Members and Involved Residents (with the exception of Scrutiny Panel Members) are required to complete an Annual Disclosure of Interest form and ensure that it is kept up to date during the year should circumstances change. Any such changes should be notified in writing to the Group Chair and Company Secretary (for Board Members)/Company Secretary (for Group Chair)/Chief Operating Officer (for Involved Residents).

There are two main examples where a benefit could occur:

8.9.2 **Duality of interest** - A duality of interest would potentially exist if a Board Member or Involved Resident is affiliated with an organisation doing business, or seeking to do business, with the Group or one of its operating associations; and

8.9.3 **Conflict of interest** - This is a situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self-interest and professional or public interest.

Both types of interest must be disclosed.

Such interest could include the following:

- an interest in any property being purchased by the Group
- an interest in any Group selling or being agent for any property being purchased by the Group
- a business relationship with any person or firm earning fees from work placed by the Group

- a business relationship with any person or firm entering into a contract to carry out work for the Group

In addition, Board Members and Involved Residents must be especially careful to avoid potential conflicts of interest with customers and leaseholders and never allow any personal relationship with a customer/leaseholder to conflict with their best interest by bringing undue pressure to bear in matters concerning their rights as a customer or leaseholder.

8.9.4 Where a potential conflict has been identified, the Group and Board Member or Involved Resident concerned must consider how it is managed to protect the Group and its reputation. In certain circumstances, this could include the resignation of the person concerned. Where there is a material conflict of interest, any individual concerned will withdraw from the board or committee discussions and decisions on relevant matters.

8.9.5 The Governance and Regulation team are responsible for monitoring compliance with the completion of the Annual Declaration of Interest form by Board Members. The Customer and Community Engagement team are responsible for monitoring compliance with the completion of the Annual Declaration of Interest form by Involved Residents (with the exception of Scrutiny Panel Members who are exempted from the requirement of completing an Annual Declaration of Interest form, as per section 8.9.1 of this Code).

8.9.6 In addition to the Annual Disclosure of Interest form, the Group will ask any Board Member or Involved Resident involved in the procurement of services and goods to declare any interest in any supplier, prior to any contracts being awarded by the Group. Where a Board Member or Involved Resident has a direct link to the supplier, they will be excluded from the procurement process. Any declarations will be entered on the Board Declaration of Interest Register, maintained by the Governance and Regulation team.

9. Provision of Housing

9.1 Provision of Housing

9.1.1 Any Board Member or Involved Resident, or person to whom they are closely connected, who wishes to apply for housing accommodation or shared ownership housing (including where they are nominated by the local authority or through a referral agency) is required to disclose their interest or connection through to the Company Secretary. This is to ensure that Board Members and Involved Residents receive no more favourable consideration than other applicants for properties managed by members of the Group.

9.1.2 Any proposed offer of housing or shared ownership must be considered by a Senior Leadership Team member and signed off by the People and Governance Committee who will ensure that:

- consideration of the application is based solely on published allocations/shared ownership criteria; and
- no person having any direct personal knowledge of the applicant plays any part in the assessment or decision.

9.1.3 If the applicant is able to demonstrate that they meet all the selection criteria, the relevant Directors may decide to offer accommodation/shared ownership to them subject to approval by the People and Governance Committee.

9.1.4 In the case where Board Members and Involved Residents, or others with whom those persons are closely connected, are existing customers and apply for a transfer or re-housing, the Chief Operating Officer will ensure that:

- there is a disclosure of the individual’s interest or connection; and
- no preferential consideration is given to the application.

9.1.5 The Chief Operating Officer will ensure that the decision will be referred to the People and Governance Committee for approval.

9.1.6 Board Members and Involved Residents who are also customers of a Group subsidiary will not be disadvantaged in applying for a transfer or re-housing but should ensure that they play no part in, or exert any influence over, the handling of their application.

10. Bribery, Gifts and Hospitality

10.1 **Bribery**

10.1.1 A bribe is a ‘gift or reward given, offered or received to gain any business, commercial or personal advantage’.

10.1.2 As a Registered Provider, the Group is committed to eliminating corruption and bribery and achieving the highest standards of good governance in all its activities.

10.1.3 The Group is committed to ensuring a culture in which business is conducted openly, transparently and fairly, and therefore adopts a zero-tolerance approach to bribery and will ensure that we comply fully with the requirements of the Bribery Act 2011. All reports of bribery or attempted bribery will be fully investigated in accordance with the Group’s disciplinary procedure. It is never acceptable for a Board Member, Involved Resident or employee to engage in such activities even if they believe it is in the interests of the Group.

10.1.4 If any Board Member or Involved Resident believes that any bribery has been undertaken or attempted by a Board Member, Involved Resident, an employee or contractor working for the Group they should report this using the Group's Whistleblowing Policy.

10.1.5 The Group will keep under review all reported cases of bribery and will review this Code and any other associated policies or procedures to ensure we are able to respond effectively in any such cases. We will also ensure that the Group's Risk Management Policy and Corporate Risk Assurance Framework are kept under review to ensure they adequately reflect the risk of bribery presented to the Group.

10.2 **Gifts**

10.2.1 As a general rule, Board Members and Involved Residents must politely decline to accept any gift(s) offered by an individual or organisation that has a relationship with the Group, whether they are a customer, a contractor, or a supplier of goods or services.

The exceptions to this rule are as follows:

- Where any gift can be used by the Group in the course of its normal business rather than by an individual. In those circumstances the gift, if accepted, will become and remain the property of the Group.
- Where the refusal of a gift may cause offence, notably at Christmas when it is common practice for many companies to send gifts. If any such gift cannot be used by the Group, it may be accepted on the basis that it is donated as a prize in a Group raffle which is run in aid of local charities or, where appropriate, to a local food bank.
- Modest gifts such as inexpensive calendars, diaries, pens or small boxes of chocolates which can be shared among Board Members and Involved Residents.

10.2.2 No gift may be accepted without the approval of the Group Chair (for Board Members)/Company Secretary (for Group Chair)/Chief Operating Officer (for Involved Residents) and all cases of doubt must be referred to the Head of Governance and Regulation.

10.2.3 Ordinarily, Board Members and Involved Residents should not accept more than one offer of a gift from the same source within a 12-month period, unless expressly authorised in advance by the Group Chair (for Board Members)/Company Secretary (for Group Chair)/Chief Operating Officer (for Involved Residents).

10.2.4 Cash gifts, including gift vouchers must NOT be accepted in any circumstances.

10.2.5 **Declaring gifts**: All offers of gifts valued above £10, whether accepted or accepted and donated to a Group charity raffle, must be declared using the Gifts and Hospitality Form (see Governance and Regulation page on the intranet for a copy of the form). The fully completed form must be sent to the Governance and Regulation team within five working days of acceptance of the gift for recording in the Gifts and Hospitality Register.

A declaration, and therefore a completed Gifts and Hospitality Form, is **not** required for:

- Offers of gifts that are declined/returned, unless the offer is perceived to be a potential bribe, in which case it must be declared using the Gifts and Hospitality Form.
- Low value perishable gifts accepted (valued at or below £10), although they still require approval in accordance with 10.2.2.

10.2.6 Under no circumstance should gifts (other than nominal items such as pens, diaries and calendars) be given by Board Members and Involved Residents to customers, partner businesses, local authorities or other stakeholder organisations. Where such nominal items are given, these do not need to be declared and recorded in the Gifts and Hospitality Register.

10.3 **Hospitality**

10.3.1 Board Members and Involved Residents may not solicit hospitality and may not give or receive repeated or lavish hospitality to representatives of any other organisation. Hospitality, whether given by the Group or received from third parties must always be ethically, morally, socially and politically acceptable. Occasional and modest hospitality, including business lunches, up to the value of £25 per person will be allowed, with the approval of the Group Chair (for Board Members)/Company Secretary (for Group Chair)/Chief Operating Officer (for Involved Residents) and do not need to be declared and recorded in the Gifts and Hospitality register.

10.3.2 Ordinarily, Board Members and Involved Residents should not accept more than one offer of hospitality from the same source within a 12-month period, unless expressly authorised in advance by the Group Chair (for Board Members)/Company Secretary (for Group Chair)/Chief Operating Officer (for Involved Residents).

10.3.3 **Declaring hospitality**: With the exception of modest hospitality (as set out in 10.3.1), all offers of hospitality accepted or given by the Group must be declared using the Gifts and Hospitality Form (see Governance and Regulation page on the intranet for a copy of the form). The fully completed form must be sent to the Governance and Regulation team within five working days of the hospitality being accepted/given for recording in the Gifts and Hospitality Register.

A declaration, and therefore a completed Gifts and Hospitality Form, is **not** required for offers of hospitality that are declined, unless the offer is perceived to be a potential bribe, in which case it must be declared using the Gifts and Hospitality Form.

10.3.4 **Unacceptable hospitality:** Unacceptable hospitality includes but is not limited to:

- Hospitality of any kind where a contract is under negotiation.
- Attending (or participating in) sporting events, shows or concerts.

11. Funds and Resources

11.1 Board Members and Involved Residents must not misuse the Group's funds or resources, or receive any payment, grant or loan from any funds associated with the Group except under their service agreement/agreement for Involved Residents or reimbursement of expenses under current procedures and rules agreed by Homes England. Board Members and Involved Residents must also ensure that the Group's funds and resources are used efficiently.

11.2 Board Members and Involved Residents may not receive loans from customers and may not give loans from their personal money to other Board Members, Involved Residents, employees or customers.

11.3 Board Members and Involved Residents may not in any way mix their personal money with that of the Group, and ensure that funds are used efficiently, economically and effectively.

11.4 Board Members and Involved Residents must comply with the Group's policies and procedures relating to the acceptable or unacceptable use of email, intranet and internet services. Amongst other things, these policies and procedures prohibit access to pornographic or racist material, and the use of unauthorised or unlicensed software.

11.5 Board Members and Involved Residents must claim reimbursement only for expenditure that was properly and reasonably incurred in carrying out the Group's business, ensuring that claims are accurate and comply with the Group's policies and procedures.

11.6 Board Members and Involved Residents making decisions regarding procurement must ensure value for money and fairness in decision making.

12. Confidentiality

12.1 The work of the Group involves confidential information about customers and the Group's business and Board Members and Involved Residents must respect that confidentiality.

12.2 The Group is committed to ensuring that all personal information kept on Board Members and Involved Residents, employees, customers and suppliers is treated in accordance with our legal obligations, kept secure and, where appropriate, confidential.

12.3 Board Members and Involved Residents must not use confidential information for personal gain or to pass this information on to anyone else. This will apply even after you are no longer a Board Member or Involved Resident of the Group.

12.4 The Group has separate General Data Protection Regulation (GDPR) compliant policies and procedures, which govern how the Group will use the information that it holds and responds to requests for information from third parties (including customers and partner organisations such as local authorities and the media).

Board Members and Involved Residents must be aware of what these data protection policies say and make sure that they are adhered to at all times. Failure to do so may be considered a breach of the Code of Conduct and will result in a full investigation and may lead to your removal from the relevant Board or Panel as appropriate.

12.5 Board Members and Involved Residents are responsible for ensuring that all personal information is handled in compliance with data protection laws and the applicable Group policies. This applies to all information, held on computer or in hard copy files, from which a person could be identifiable.

12.6 Board Members and Involved Residents are not allowed to disclose, without authority, any confidential business information by any form of communication.

12.7. **Leaving the Board, Committee or Panel**

The obligations set out above concerning confidential information will apply even after you no longer sit on the Board, Committee or Panel.

When you cease to be a Board Member or Involved Resident, for whatever reason, you will return any paperwork you still hold relating to the Group's business (including Board and Committee papers and minutes), together with any equipment issued to you by the Group to the Group Company Secretary.

13. Respect for Others

13.1 Board Members and Involved Residents must at all times comply with the law and the Group's Equality, Diversity and Inclusion Strategy.

13.2 Harassment, bullying or attempts to intimidate any person will not be accepted by the Group. For further details, Board Members and Involved Residents should also refer to the Group's Dignity at Work Policy.

13.3 Board Members and Involved Residents must not use language in the performance of their role which other people might reasonably find offensive.

14. Relationship between Board Members, Employees and Involved Residents

14.1 Board Members and Involved Residents must maintain a professional relationship with other Board Members, Involved Residents and employees at all times and not use informal channels to lobby or influence Board Members, Involved Residents or employees on Group matters.

14.2 Board Members and Involved Residents must not knowingly mislead a member of the Board or any Committees. Information given must be fact-based and truthful.

14.3 Board Members and Involved Residents must avoid inappropriate personal familiarity with other Board Members, Involved Residents and employees.

14.4 Board Members and Involved Residents must not undermine, or appear to undermine, the authority of a senior officer in their dealings with a more junior employee. Further, Board Members and Involved Residents must not individually give instruction or direction to any employee or contractor unless there is, where practicable, specific written delegated authority to allow this.

15. Relationship with Customers and other Service users

15.1 Board Members and Involved Residents must not handle customer/leaseholder money (or agree to look after any valuables on their behalf).

15.2 Board Members and Involved Residents must never allow themselves to be compromised by their relationships with customers/leaseholders. The relationship of trust must never be abused.

15.3 Board Members and Involved Residents must not invite or influence a customer/leaseholder to make a Will or Trust under which a Board Member or Involved Resident is named as Executor, Trustee or beneficiary. Where a Board Member or Involved Resident is a beneficiary of a customer's/leaseholder's Will, and not related to the customer/leaseholder, they must declare this to the Company Secretary immediately. The Group reserves the right to insist that any such benefit is donated to charity.

15.4 Board Members and Involved Residents must not provide financial advice or recommend any third party to provide financial advice. Under no circumstances should Board Members and Involved Residents appear to recommend a particular agency to deliver financial services to a customer (e.g., mortgages), unless this has been subject to appropriate ET and Board approval.

15.5 Board Members and Involved Residents must not act as a power of attorney to any customer or leaseholder, unless they are related to the customer/leaseholder and have already declared this relationship.

15.6 Board Members and Involved Residents must not recommend any relative or closely connected person to customers or leaseholders to carry out any jobs for them, whether paid or unpaid.

15.7 Board Members and Involved Residents must ensure that they retain a professional relationship with customers and leaseholders and/or any relative of a customer or leaseholder, at all times. Where there is a change in any relationship with a customer or leaseholder, or their relative, the Board Member or Involved Resident must notify the Company Secretary immediately.

15.8 Board Members and Involved Residents should not engage in conversations or 'relationships' with customers or leaseholders on social networking sites, in your capacity as a Board Member or Involved Resident of the Group.

A Board Member or Involved Resident should also be mindful that when using social media, such as Facebook, X etc. that any reference that they make in relation to the Group can be traced. The implications of the content of the email, text or social media comment should therefore be considered carefully and should not bring either the Group, Board Member, Involved Resident or employee into disrepute in any way. Please also see the Group Acceptable Use Policy in relation to general usage principles.

15.9 Above all, Board Members and Involved Residents must maintain high standards of professionalism, fairness, dignity and courtesy at all times.

16. Health, Safety and Security

16.1 The Group is committed to ensuring the health, safety and welfare of its Board Members and Involved Residents, employees, customers and others who may be affected by our business activities. To that effect, the Group will ensure it creates and maintains safe and secure environments for Board Members and Involved Residents.

16.2 The Group has a responsibility for ensuring Board Members and Involved Residents under their control are issued with the relevant safety policies and procedures, risk assessments and personal protective equipment to enable them to perform their role safely.

16.3 Board Members and Involved Residents have a legal duty to comply with the Group's Health and Safety Policy and associated procedures. The conduct of Board Members and Involved Residents shall be such that they do what is reasonably practicable to maintain safe conditions to prevent injury or ill health to themselves or others through their actions, as well as to maintain working conditions/an environment that promotes individual wellbeing.

16.4 Board Members and Involved Residents shall ensure that any workplace hazards, accidents or dangerous occurrences that they are involved in, or witness as a result of their role with the Group, are promptly reported to the Health and Safety team.

16.5 Board Members and Involved Residents shall take responsibility for reporting any serious matters or concerns which have health, safety or wellbeing implications for Board Members and Involved Residents, employees, customers, contractors or the Group to the Governance and Regulation team and Health and Safety team for investigation and resolution.

17. Conduct at Meetings

17.1 Board Members and Involved Residents must show respect and act in a courteous manner to other attendees. If on a Board, Committee, or Panel meeting, a Board Member or Involved Resident must share responsibility for the decision of that meeting even where they had not supported it.

18. Representing the Group/Media Relations

18.1 Board Members and Involved Residents should be aware that at all times they are viewed as a representative of the Group, therefore their actions, communication and appearance should be consistent with the values and intentions of the Group.

18.2 Whilst representing the Group, Board Members and Involved Residents must uphold and promote the Group's values, objectives and policies, and not get involved in, or endorse any activity that may bring the Group into disrepute. This includes, but is not limited to, illegal, immoral, racist or other discriminatory activity.

18.3 Handling the media in the right way requires sensitivity and skill if the media is to run balanced stories about the Group. Board Members and Involved Residents should not engage with the media or respond to media enquiries; these should be directed to the Assistant Corporate Resources Director (Communications).

19. Learning and Development

19.1 In partnership with the Group, Board Members and Involved Residents must take responsibility for their own learning and development, regularly updating and refreshing skills and knowledge, using internal and media resources as well as other training events that will have been approved by the Group.

20. Political Activity

20.1 The Group recognises that Board Members and Involved Residents may be involved in political activity in their private lives. The Group itself is not aligned to any political party.

20.2 Board Members and Involved Residents must ensure that the Group is not brought into the political arena, or its reputation or status damaged by their own personal political activities. When making any political representation, the Group must always clearly be seen as presenting a balanced case in support of the Group's key objectives.

20.3 Board Members and Involved Residents wishing to engage in any political campaigning which may reasonably be regarded to affect the Group must obtain the prior written approval of the Group Chair/Chief Operating Officer/Company Secretary (as appropriate).

21. Other outside Activities/Social Networking sites

21.1 Board Members and Involved Residents must manage their personal interests to prevent or avoid any conflict or perceived conflict, with the interests of the Group or its subsidiaries.

21.2 Board Members and Involved Residents should avoid engaging in outside activities (including secret societies and the use of social media) that could bring the Group or its subsidiaries into disrepute or adversely impact on their work and/or contribution to the Group or its subsidiaries.

21.3 The Group recognises that its Board Members and Involved Residents may use blogs or social networking sites in their personal time.

Board Members and Involved Residents should be aware that information posted on these sites is public and may be viewed by colleagues, customers or the press. Board Members and Involved Residents have general obligations to act in the best interests of the Group and not breach Group confidentiality or the relationship of trust and confidence that exists between the Board Member or Involved Resident and the Group. This would include posting inappropriate comments on blogs and social networking sites, for example, about customers and colleagues (see also Acceptable Use Policy).

22. Reporting Concerns

22.1 The Group aims to conduct business with the highest standards of ethics, honesty and integrity, and recognises that everyone has an important role to play in maintaining this aim. Any Board Member or Involved Resident concerned about any form of malpractice, improper action or wrongdoing by the Group, its Board Members and Involved Residents, employees or other stakeholders are strongly encouraged to report the matter. This includes the situation where a Board Member or Involved Resident believes they are being required to act in a way which conflicts with this Code.

22.2 Any Board Member or Involved Resident with knowledge of wrongdoing should not remain silent and are strongly encouraged to raise incidents or behaviours that are not in accordance with the Code, or the policies to which it refers.

22.3 Any wrongdoing (including encouraging others to commit wrongdoing) can be reported directly to the Company Secretary or Group Board Chair. The Whistleblowing Policy is in place for those Board Members and Involved Residents who wish to report their concerns in confidence.

23. Dealing with Breaches (and Allegations of Breach) of the Code of Conduct

23.1 **Breaches at meetings**

Any breach of the Code will be treated extremely seriously by the Group.

Where a breach of the Code takes place at a meeting of a Board, a Committee or a Panel, the Chair of the relevant meeting may propose that the Board Member or Involved Resident concerned be suspended for the remainder of the meeting. The Board Member or Involved Resident concerned will be required to leave the meeting immediately if such proposal is supported by a simple majority of those present and voting. The Board Member or Involved Resident concerned is to be excluded both from voting and for the purpose of calculating the relevant majority.

23.2 **Responding to complaints and allegations**

Any complaint or allegation received by a Board Member or a Group employee about a Board Member or Involved Resident shall immediately be drawn to the attention of the Group Chair (as appropriate) and Company Secretary.

The Board Member or Involved Resident about whom the complaint or allegation has been made shall be informed that this has happened and of the steps that will be taken as set out below. The Group Chair will oversee the information disclosed to the Board Member or Involved Resident at this stage to ensure that the requirements of the Group's Data Protection and Whistleblowing policies are complied with, which may include keeping the identity of the complainant(s) confidential and restricting other information that could identify the complainant(s).

The Group Chair and at least one other person comprising the Company Secretary, the Group Chief Executive or a suitably experienced independent person (this can be another senior manager within the Group) shall carry out an initial assessment of the nature of the compliant or allegation. The purpose of this initial assessment shall be to determine whether the nature of the complaint or allegation is such as to require a formal investigation, or whether it can be dealt with on an informal basis.

23.3 Formal investigation procedure

The Group Chair, taking account of the circumstances of the complaint or allegation, shall appoint an Investigating Officer who may be a member of the Executive Team or People and Governance Committee or a suitable experienced person either within the Group or from a relevant social housing or governance sector body.

The investigation report produced by the Investigating Officer should give detailed information about the facts identified, the people interviewed and particularly where there are different versions of events. The Investigating Officer should always interview the Board Member or Involved Resident about whom the complaint or allegation has been made unless that Board Member or Involved Resident is not willing to co-operate.

The Group Chair will appoint a Conduct Panel to review the investigation. The Conduct Panel should normally comprise three Board Members including the Chair of the Audit and Risk Committee, member of the People and Governance Committee and ideally, but not necessarily, one independent member. If one or more of these individuals cannot be part of the Conduct Panel either through unavailability or through a potential or actual conflict of interest, then the Group Chair in his/her absolute discretion shall appoint other Board Members to the Conduct Panel. The Group Chair will not normally be part of the Conduct Panel in order to remain impartial.

Courses of action deemed appropriate by the Conduct Panel may include one or more of:

- no further action and any suspension be lifted if the allegation or complaint is not upheld
- in the case of minor breach, a note placed on the Board Member or Involved Resident’s file confirming the outcome of the investigation which may be taken into account in dealing with any subsequent complaint
- a written warning issued to the Board Member or Involved Resident indicating that any further breach will lead to a more serious penalty
- the Board Member or Involved Resident be instructed to issue a formal/public apology
- the Board Member or Involved Resident be instructed to undergo specific additional training/mentoring/coaching/development/counselling
- formal censure of the Board Member or Involved Resident’s behaviour
- recommendation to the Board that the Board Member or Involved Resident be removed from office (see below)

The Conduct Panel’s findings shall be communicated in writing as soon as reasonably possible and, if appropriate, verbally to the Board Member or Involved Resident. The Conduct Panel’s findings shall be final.

If the Conduct Panel considers that a more serious sanction should be taken as a result of the investigation, the Conduct Panel's findings shall be reported to the Group Board at its next meeting, or at a specially convened Group Board meeting to hear the matter.

At that meeting, the Group Board shall consider the Conduct Panel's findings and recommendation and shall decide on a suitable sanction.

Sanctions deemed appropriate by the Group Board may include:

- the Board Member or Involved Resident being stripped of official responsibilities (e.g., Chair, Committee membership)
- removal or suspension of any entitlement to remuneration
- removal or suspension from Committees or Panels
- suspension from the Board for an appropriate period of time
- removal of the Board Member or Involved Resident from the Board or Panel
- in the case of a Councillor, details of the matter be supplied to the Chief Executive of the relevant Council and/or to the Standards Board for England as appropriate
- in serious cases involving possible fraud or other illegal activity, the Group Board may recommend the matter be reported to the police or other relevant authority

The Board Member or Involved Resident about whom the complaint or allegation is made will be given the opportunity to make representations in writing and/or in person to the relevant Board at that meeting but the proceedings at the meeting are subject to the entire discretion of the relevant Group Member Chair.

Following the Board Meeting, the Group Chair will notify the decision of the relevant Board in writing to the Board Member or Involved Resident concerned as soon as reasonably possible.

If the relevant Board decides to remove the Board Member or Involved Resident such removal will be deemed to take effect from the date upon which written notice of the Board's decision is given to the Board Member or Involved Resident.

23.4 **Executive Board Members**

Any breach of this Code of Conduct by an Executive Board Member will be dealt with in accordance with that employee's terms and conditions of employment and the Group's Disciplinary Policy.

24. Equality and Diversity

24.1 We are committed to fairness and equality for all regardless of colour, race, ethnicity, nationality, gender, sexual orientation, marital status, disability, age, religion or belief, family circumstances or offending history, as referred to in our relevant Group policies. Our aim is to ensure that our policies and procedures do not create an unfair disadvantage for anyone, either directly or indirectly.

24.2 Impact assessments have been considered in respect of this Code which identified no negative impacts on any person/group with a protected characteristic as a result of this Code.

25. Monitoring and Review

25.1 The Code will be reviewed every three years or in line with best practice or changes to legislation/regulation, whichever is earlier.

25.2 Approved documents are valid for use after their approval date and remain in force beyond any expiry of their review date until a new version is available.

26. Associated Documents

26.1 List of documents - associated policies, procedures and publications:

- Anti-Fraud, Bribery and Corruption Policy
- Acceptable Use Policy
- Equality, Diversity and Inclusion Strategy
- Environmental Sustainability Policy
- Data Protection Policy
- Disciplinary Policy
- Health and Safety Policy
- Procurement Strategy
- Probity Policy
- Standing Orders and Financial Regulations
- Whistleblowing Policy
- All other related policies

Author:	Andrew Bush and Anita Mobberley
Document type:	Code
Version 4.1:	Final
Version 4.1 **Approved by:** **Approved date:** **Release date:**	 Operational Delivery Group 27/02/2026 03/03/2026
Version 4 **Approved by:** **Approved date:** **Release date:**	 Group Board 22/07/2025 23/07/2025
Customer Voice Panel:	Yes (V4) 08/05/2025
Next review date:	02/2029
DPIA completed:	No
EIA completed:	No