

**Board Code of Conduct**

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**Record of Policy Review:**

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| ***Date Policy was Issued*** | ***Date of***  ***Review*** | ***Reason for Review*** | ***Additional Comments*** |
| [month, yr] | 30.08.2018 | [for example, incorporate changes  to new legislation] | [for example, policy  now covers details related to new legislation]. |
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**Introduction**

The **WADDI HOUSING and Advancement Corp. Ltd (herein referred to as ‘WHAACL’)** is committed to ensuring that its Board Members uphold the highest standards of conduct.

**The ‘WHAACL’**  acknowledges the importance of providing guidance in areas where Board members need to make professional and ethical decisions during the course of their work for the **‘WHAACL’** .

The aim of the Board Code of Conduct (‘Code’) is twofold. Firstly, it aims to clarify the standards of behaviour that is expected of all Board members of the **‘WHAACL’**  in the performance of their duties. Secondly, it informs the public about the standards of behaviour they can expect from Board members when dealing with **‘WHAACL’** .

The Code is based on the principles of Objectivity, Accountability, Openness, and Leadership.

**General**

This Code provides guidance to you as a Board Member in the conduct of your duties as a member of the Board and any activities or relationships connected with this role.

The aim of the Code is to lay down guidelines which will help you to maintain the values and mission of the organisation, and protect you from misunderstanding or criticism.

The Code is intended to cover all Board Members.

**Principles of this code**

There are a number of core principles which underpin the expected conduct of each Board Member.

1. Act honestly, in good faith and in the best interests of **‘WHAACL’**  at all times

2. Each member of the Board must act with due care and diligence in ensuring that:

* The aims and objectives of the organisation are pursued
* The rules of the organisation (its constitution) are followed
* The business of the organisation is conducted honestly and with integrity
* The organisation complies with all laws and contractual obligations
* The organisation remains financially solvent

3. Use the powers of a Board member for a legal and proper purpose

4. Recognise that in acting as a Board member, their main responsibility is to **‘WHAACL’**  as a whole

5. Not use their position or information gained as a Board member to gain an improper personal pecuniary or other advantage

6. Not damage the interests of **‘WHAACL’**  or engage in conduct which is likely to bring the organisation into disrepute

7. Not allow personal, family or business interests, to conflict with the best interests of **‘WHAACL’** . Each Board member will sign a Pecuniary Interest Declaration/Conflict of Interest Declaration annually and immediately identify any possible conflicts of interest as they arise using the Conflict of Interest policy.

8. Not disclose confidential information except where disclosure is legally required or authorised by the Board as a whole.

9. Attend Board meetings, prepare for meetings and contribute to Board decision making in an open and cooperative way with respect for other Board members.

10. Participate in regular reviews of the board, its skills and its governance practices and performance

**General standards**

**Conduct as a Board member**

 As a Board member, you have a responsibility to act in the interest of the organisation at all times and in all decisions made. When this duty conflicts with another duty, such as your duty to another stakeholder, you should declare this conflict to the Chairperson or Board, seek ways to balance both duties, but where such a conflict cannot be resolved, you may need to stand down as a Board member.

**General conduct**

 You are expected to carry out your role on the Board in accordance with the organisation’s policies and procedures. High standards of personal conduct are expected while representing the **‘WHAACL’** . You should demonstrate loyalty to the organisation, courtesy, efficiency, reliability, sobriety and punctuality, and present yourself appropriately when representing the **‘WHAACL’** .

**Financial conduct**

 You must ensure that you use any funds provided to you for the purpose intended, and in a responsible and lawful manner. You should seek to safeguard such funds from abuse, theft or waste. You should strive to ensure value for money for the organisation.

 In approving expenditures or financial reports, you should be aware of the implications of your decision on the financial viability of the organisation.

 You should be aware of the organisation’s financial delegations, regulations, standing orders and internal controls, and observe them.

 You must be aware that it is a serious criminal offence to corruptly receive or give a gift, loan, fee, reward or other advantage in return for doing (or not doing) anything, or showing favour (or disfavour), to any person or organisation.

 If an allegation of corrupt behaviour is made, you should demonstrate that any rewards you may have obtained have not been corruptly obtained.

**Benefits received from the organisation**

 You may not receive any payment, grant or loan from any funds associated with the organisation except under special circumstances decided by the Board, and within the organisations legislation/constitution and funding guidelines, or as reimbursement of legitimate expenses.

**Confidential reporting**

 If you become aware of any deficiencies in service delivery, breach of this Code or other procedures, or other impropriety, you should report this to the Chairperson, or the Board as a whole if the other avenues are not available.

**Failure to follow the Code**

 You should recognise that failure to follow this Code can potentially damage the organisation and its work and so may be grounds for removal from the Board.

**Relationships**

**Employees, other Board members and external contacts**

 Each Board member needs to achieve and maintain effective professional and working relationships with other Board members, members, external contacts and employees.

**Employees**

 As a Board member, your dealings with our employees is through the CEO. As a Board member you have a right to seek information on the business of the organisation and can expect cooperation and courtesy from staff directed to assist you. When as a **‘WHAACL’**  member, you come into contact with staff, mutual respect between you and them is essential to the good running of the organisation. Close person familiarity between you and individual staff could be prejudicial to this relationship and should avoided, especially in the work context.

 You should not enlist the aid of staff members to influence Board members on matters of Board business.

**Employment matters**

Board members involved in employing personnel should ensure that the decisions are made on the basis of merit alone. It is unlawful to make an appointment based on anything other than the ability of the candidate to undertake the duties of the post. Personal preferences should not influence decisions made.

**Ensuring impartiality**

 In order to avoid any possible accusation of bias, you must not be involved in an appointment where you are related to an applicant, or have a close personal relationship, beyond a working one, with him/her. Any such relationship should be declared to the CEO or, where more appropriate, the Chairperson.

 Similarly, you should not be involved in decisions relating to discipline, promotion or pay adjustments for any other employee who is a relative, partner or personal friend.

 The law and the organisation’s procedures lay down rules for appointment, discipline and dismissal of staff. These must be observed scrupulously and impartially, subject always to the duty to act fairly.

 You must not canvass the support of employees, colleagues, or other Board members for any candidate applying for employment. You must also resist and report any attempt by others to do so.

**Outside activities**

**General**

 Your activities outside your role on the Board are your own business. However before undertaking activities that in some way overlaps or conflicts with your Board obligations and obligations to this organisation, you must declare these to the Chairperson or Board. In some circumstances such a declaration may be sufficient. In others, it may be necessary to consider standing down from Board. This applies equally to unpaid voluntary activity as to paid work.

**Use of Facilities**

 No **‘WHAACL’**  resources should be used, and no use should be made of office facilities (such as telephones, postage or access to secretarial support) in connection with activities outside **‘WHAACL’**  business.

**Political, Campaigning and public activities**

 You must avoid any activity in the public arena which could bring the organisation into disrepute.

 You must not allow your own personal or political opinions to adversely interfere with your role on the Board or impartiality.

**Gifts and hospitality**

The principle of integrity requires that members of the Board should not place themselves under any obligation that might influence, or be perceived to influence, the conduct of their duties. This means that the receipt of hospitality and gifts on behalf of the **‘WHAACL’**  must be subject to clear restrictions and that any that are accepted must be declared and recorded in the Gifts Register.

**Gifts**

 In your capacity as Board member, you must not accept cash, or personal gifts with a significant monetary value, under any circumstances.

 Personal gifts may not be solicited under any circumstances.

 When you have to decline a gift, you should be courteous but firm, and draw the attention of the person making the offer to the existence of this Code.

**Hospitality**

 As a general rule you should not accept hospitality which **‘WHAACL’**  would not reciprocate in similar circumstances.

 When you have to decline hospitality, you should be courteous but firm, and draw the attention of the person making the offer to the existence of this Code. If necessary, you should pay your share of any cost, and claim these from the organisation in the ordinary way.

**Acceptable hospitality**

 You may accept modest working meals and light refreshments without making any declaration or obtaining written consent.

 Other hospitality may be accepted, with prior agreement from the Board, where you are travelling for Board business in which you wish to make private accommodation arrangements (e.g. Relatives or friends who you wish to stay with). Under these circumstances remuneration may be paid to this party for accommodation and related costs which are then claimed from the organisation in the ordinary way (refer to xxxx policy).

**Declaration of interest**

**General**

 You must ensure that your private or personal interests do not influence your decisions on the Board, and that you do not use your position on the Board to obtain personal gain of any sort, either for yourself directly, or your family, friends or associates.

 You must declare any actual or potential conflicts of interest arising from previous sections of this Code, as affecting you, your close family, friends or associates. If in any doubt you should seek advice from the Chairperson.

**Declarations**

 Board members should lodge a list of known potential conflicts of interest with the Chairperson. These may include membership of the Board (or committee) member of another organisation or voluntary agency, being an elected member of local council, or being a contractor working within the sector.

**Conduct in meetings**

 If you are present at a Board or committee meeting which has an agenda item which poses a conflict of interest for you, you should declare the interest at the beginning of the meeting. If the conflict is clear and substantial, you take no part in the discussions and decision, and should offer to leave the meeting.

 (Insert organisation logo)

**Board Member Declaration**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ agree that I have read and understood this Board Code of Conduct and that I agree to be bound by each of its terms.

**Signed:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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

**Date first ratified:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**