



## CGA GROUP - BOARD MEMBER CODE OF CONDUCT MAY 2019

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### **Introduction**

1. '*Conduct becoming*' defines the conduct required of all individuals directly involved in delivering business activities on behalf of any organisation within the CGA Group ("the Group").
2. The code provides guidance on how to ensure your actions and behaviour are consistent with CGA's vision and values and the high standards of conduct required to maintain confidence in the Group and its work.
3. You must familiarise yourself with the contents of this code and act in accordance with its principles and provisions at all times. Failure to comply with the code may be a disciplinary matter.
4. If a Board member has any doubts or questions regarding the application of this code, or in relation to a specific issue, they should seek advice and guidance from the Head of Business Assurance or Company Secretary.

### **General Responsibilities**

#### *Principle*

5. You must fulfil your duties and obligations responsibly, acting at all times in good faith and in the best interests of the Group, CGA residents and other service users.

*Provisions*

6. You must comply with the law, your terms of appointment and policies and procedures relating to your role.
7. You must not conduct yourself in a manner which could reasonably be regarded as bringing any organisation within the CGA into disrepute. This includes membership of, or participation in activities organised by, groups or organisations whose values are inconsistent with those of the CGA group (e.g. racist organisations) and which could create reasonable doubt in your ability to comply with CGA's values and this code.
8. You must not bring CGA's name into disrepute or affect its integrity by your actions or words, whether within the organisation or outside. This:
  - includes the use of, or entries on, social networking sites (such as Facebook, Twitter, YouTube and others);
  - includes making derogatory comments about the CGA group, CGA residents or other service users, partners or services, either in person, in writing or via any web based media such as a personal blog or other site;
  - also applies if you do not name an organisation within the CGA group but where its identity can reasonably be inferred, or where you use a pseudonym but your identity can reasonably be inferred.
9. If you have a genuine concern about possible wrong doing, you must report it to the Company Secretary.
10. You must not act in a way that unjustifiably favours or discriminates against particular individuals, groups or interests.
11. You must respect the appropriate channels for handling tenancy and service provision issues. You must not act outside CGA's established procedures in any matter concerning any resident or other service user.

12. You must not misuse your position, for example, by using information acquired in the course of your duties for your private interests or those of others.
13. You must respect the principle of collective decision making and corporate responsibility. This means that once a Board on which you serve has made a decision you must support that decision.
14. You must not engage in any political or campaigning activity that might compromise the position of any member of the CGA Group. Board members intending to stand for political office must discuss the matter with the Chair of the Parent Board.
15. If you take up new employment or appointments during your term of office on a CGA Group Board, you must make any necessary declarations of interest. Any such work or position must not interfere with your role as a Board member.

### **Conflicts of Interest**

#### *Principle*

16. You must take all reasonable steps to ensure that no undeclared conflicts arise, or could reasonably be perceived to arise, between your duties and your personal interests, financial or otherwise.

#### *Provisions*

17. You must comply with the CGA group's Probity Policy and Declaration of Interest Procedure for declaring, recording and handling conflicts of interest. Among other things, these require you to declare any private interests which may, or may be perceived to, conflict with the duties of your role.
18. You must ensure that your entry in the Register of Interests is complete, accurate and up to date.

19. You must comply with CGA's Probity Policy relating to the application for employment or housing from members of staff, Board or Gateway Central, or others to whom you are related or closely connected.
20. You must not be involved in the appointment of a supplier or contractor where you are related, or closely connected, to an organisation or individual applying or tendering for a contract. You must declare any such relationship to the Head of Business Assurance. You must not be involved in establishing the terms of the contract, or its ongoing monitoring and management, where you are related, or closely connected, to the contractor or supplier.
21. Except where specifically permitted, you must normally avoid using a CGA group member's contractor or supplier for private purposes. Where this is unavoidable, you must not receive a favourable service as a result of your connection with the CGA Group. Prior approval must be sought before using the supplier or contractor and a written declaration made confirming that no financial or other advantage has been secured as a result of the relationship with the CGA Group.
22. You must not use, or attempt to use, your position to promote your personal interests or those of any connected person, business or other organisation.

### **Bribery, Gifts and Hospitality**

#### *Principle*

23. You must not offer, seek or accept bribes or inducements to act improperly or corruptly. You must not seek or accept gifts, hospitality or other benefits from individuals or organisations that might reasonably be seen to compromise your judgement or integrity or place you under an obligation to those individuals or organisations.

*Provisions*

24. You must comply with the law, the CGA group's Anti-Bribery and Corruption and Probity Policies and the Gifts and Hospitality Procedure in relation to:
- Bribery and corruption
  - The giving, receipt, approval and recording of gifts and hospitality
25. You must not canvas or seek gifts or hospitality or other benefits.
26. If you are offered gifts or hospitality, they should either be declined or prior approval sought for their acceptance. The only permissible acceptances are gifts of a token value or modest hospitality given in connection with normal work meetings. The CGA Group's Probity Policy and Gifts and Hospitality Procedure give further guidance.

**Funds and Resources**

*Principle*

27. You must not misuse funds or resources of the CGA Group.

*Provisions*

28. You must comply with the CGA Group's policies and procedures regarding the use of its funds and resources. 'Resources' includes staff, information, telephone, computer and other IT facilities, equipment, stationery and transport.
29. You must ensure that the organisational funds and resources entrusted to you are used efficiently, economically and effectively.
30. You must comply with the CGA Group's policies and procedures regarding procurement, ensuring value for money and fairness in decision making.

31. You must take reasonable measures to protect the CGA group's funds, resources, property and assets from theft, damage and misuse.
32. You must comply with the CGA group's Internet and Email Acceptable Use Policy 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.
33. You must claim reimbursement only for expenditure that was properly and reasonably incurred in carrying out CGA business. You must ensure that any expenses claim you make is accurate and complies with CGA's Expenses Policy.

### **Confidentiality**

#### *Principle*

34. You must handle information in accordance with the law and the CGA Group's Data Protection Policy and related procedures.

#### *Provisions*

35. You must comply with the provisions of Data Protection legislation which governs the protection of personal data. All personal data held about residents and other service users, employees and others, whether on paper or electronically is subject to the provisions of the legislation. The Group's Data Protection Policy and related procedures give further guidance.
36. You must not disclose, without authority, any confidential business information. This duty continues to apply after you have left the CGA Group or relinquished your position.

37. You must not, without permission, pass or distribute to the press or media or any other external recipient(s) information or materials relating to the CGA Group.
38. In your capacity as a Board member, you must not, without prior authority:
- appear to represent the views or position of CGA or an organisation within the CGA group;
  - write letters, relating to CGA or an organisation within the CGA group, to the press or other recipient(s);
  - write media articles, blog posts or tweets etc., about CGA or an organisation within the CGA group and its activities;
  - make comments or statements to the media – if approached you must pass the enquiry to the Communications Manager.
39. You must not prevent another person from gaining access to information to which they are entitled by law.

### **Respect for Others**

#### *Principle*

40. You must treat others with respect at all times.

#### *Provisions*

41. You must comply with the law and the CGA Group's policies and procedures relating to equality and diversity. Equality laws prohibit discrimination on grounds including age, disability, gender reassignment, marriage and civil partnerships, pregnancy and maternity, race, religion or belief, sex and sexual orientation and impose positive duties to eliminate unlawful discrimination and promote equality. The CGA Group's equality and diversity policies and procedures give further guidance.

42. You must not harass, bully or attempt to intimidate any person. The CGA group's policies and procedures give further guidance.
43. You must not display materials within CGA Group premises which other people might reasonably find offensive or use language which Board, Gateway Central, employees or customers might reasonably find offensive.

### **Relationships between Board Members and Staff**

#### *Principle*

44. Board members must maintain a constructive, professional relationship with staff based on a sound understanding of their respective roles.

#### *Provisions*

45. You have a duty of loyalty and support towards the CGA Group and this must be reflected in a constructive, professional relationship with its staff.
46. You must not go beyond your role as a Board member and become inappropriately involved in operational matters.
47. In your dealings with staff, formally and informally, you must set an example by demonstrating the highest standards of integrity and ethics and your alignment with the vision, values, policies and objectives of CGA and organisations within the CGA Group.
48. Where it is necessary to raise issues of poor staff performance at a formal meeting, these must be raised in a constructive way, aimed at getting things right in the future, and not at criticising the individuals. Any concerns about the performance of individuals must be discussed in confidence with the relevant Board Chair or with the Group Chief Executive.

- 49. You must not appear to undermine the authority of a senior officer in his or her dealings with a more junior member of staff.
- 50. You must avoid inappropriate personal familiarity with members of staff.
- 51. You must not ask or encourage a member of staff to act in any way which would conflict with compliance with CGA Group policies and procedures.

### **Relationship with Residents and other Service Users**

#### *Principle*

- 52. You must maintain high standards of professionalism, fairness and courtesy in all your dealings with residents and other service users.

#### *Provisions*

- 53. You must treat all residents and other service users with courtesy and respect.
- 54. You must not allow any personal relationship with a resident or other service user to conflict with your role and responsibilities.
- 55. You must not give gifts or loans of money to, or receive gifts or loans of money from, residents or other service users.
- 56. You must not invite or influence a resident or other service user to make a will or trust under which you are named as a beneficiary.
- 57. You must seek the approval of the Company Secretary before accepting a resident or service users request to act as an executor or trustee to a will or trust.

58. When handling information relating to residents and other service users, you must comply with the law and the CGA group's policies and procedures relating to the protection of personal data.

### **Health and Safety**

#### *Principle*

59. Your conduct must not endanger the health, safety and security of yourself or others.

#### *Provisions*

60. You must comply with the CGA group's health and safety policies and procedures and bring to the attention of the Health and Safety Manager any risks to yourself or others.

### **Conduct at Meetings**

#### *Principle*

61. Your conduct at meetings must show respect for all and comply with CGA group standards.

#### *Provisions*

62. You must be courteous to all other attendees and respect the position of the meeting chair.
63. You must not use threatening or aggressive behaviour, or act in a disruptive way.
64. You must not attend meetings while intoxicated or under the influence of drugs.

65. Once Board have properly reached a decision, you must share responsibility for that decision even when you have not supported it.

### **Representing the Organisation**

#### *Principle*

66. In representing CGA or an organisation within the CGA Group at external events and in dealings with outside bodies, you are an ambassador for the CGA Group and must uphold and promote our vision and values.

#### *Provisions*

67. You must not become involved in, or be seen to endorse, any activity that will bring the CGA Group into disrepute. This includes but is not limited to illegal, immoral, racist or other discriminatory activity.
68. In engaging in activities which promote the work of the CGA Group to the outside world, you must demonstrate commitment to CGA and support for its visions, values, policies and goals.
69. In representing the CGA Group at informal and formal events you must be appropriately dressed for the occasion.

### **Learning and Development**

#### *Principle*

70. In partnership with the CGA Group, you must take responsibility for your learning and development, regularly updating your skills and knowledge.

*Provisions*

71. You must play an active part in the CGA Group's performance appraisal processes and welcome constructive feedback.
72. At the appropriate induction or appraisal meeting, you must make clear your personal training and development needs, so that they can be taken into account in forward planning and budgeting.
73. Unless there are exceptional reasons, you must attend all learning and development events that have been arranged, either for you alone or as part of a group.

**Reporting Concerns**

*Principle*

74. You must report to the Company Secretary any reasonable and honest suspicions you may have about possible wrongdoing.

*Provisions*

75. If you are aware of potential dishonest or fraudulent activity, or breaches of this code, you must report it to the Company Secretary.
76. If you believe that you are being required to act in a way which conflicts with this code, you must report it to the Company Secretary.
77. You must not victimise any person who has used – or intends to use, or is suspected of having used – CGA's Whistleblowing Policy to report the misconduct, or alleged misconduct, of others.