

1. Introduction

1.1 A code of conduct is defined as a set of rules outlining the norms, rules, and responsibilities of, and or proper practices for, an individual. The Code sets out the expectations of Board members and other appointed persons who officially represent the TMO. This Code of Conduct protects the rights of individual tenants and residents, Board members, TMO staff and any other person lawfully interacting or acting on behalf of the organisation.

1.2 As a Board member or appointed official, your behaviour and actions are governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code. At the same time, the Board must operate within the organisations Memorandum of Articles of Association (as a company limited by guarantee) and the terms of the Management Agreement.

2. Purpose

2.1 The Code sets out, clearly and openly, the standards expected from those who serve on the Board of Dovecotes TMO and forms part of individual members' terms and conditions of appointment. The Code makes clear that harassing, bullying or other inappropriate or discriminatory behaviour is not consistent with what is expected of a Board member and will not be tolerated. Any breach of the Code should be viewed as a breach of the terms of his/her appointment.

2.2 The Code directly aligns and correlates to the values of Dovecotes TMO. You are expected to act respectfully, honestly, collaboratively whilst being inclusive and upholding a high level of integrity.

2.3 The Code complements the TMO's other governing documents and any administrative documents which may set out the responsibilities and obligations of its Board members. The Code's provisions must be observed alongside the provisions set out in these documents.

2.4 As a representative of residents dealing with difficult and confidential issues Board members will require discretion and care to be exercised in the performance of their duties and responsibilities. Upon election to the board, members should be given this document and guidance about the way in which they should carry out their role.

3. The Values of the TMO

3.1 The values of the TMO set out the key principle for which this Code of Conduct is based upon. The six values of the organisation are;

Tenant Led We will ensure tenants lead the way in the services we deliver.

Respectful We will ensure that our organisation and its service delivery show respect for our community and other stakeholders.

Inclusive We will recognise the diversity of our community and work to ensure that our governance and service delivery represents this.

Integrity We will ensure that the confidentiality of the individual members of the community whom we serve will be respected.

Collaboration We will actively work in partnership with statutory agencies and relevant service providers to improve the quality of life of members of our community and the environment in which they live.

Honest We will ensure that we operate transparently at all levels of our organisation.

3.2 The core values of the TMO should guide your actions and decisions as a Board member.

4. The Board Member Role (include executive and non-executive members)

4.1 Being elected as a Board member is an important role. It means that you and your fellow Board members have been entrusted by the tenants and residents in your TMO area to;

- shape the vision and strategies of your TMO – i.e. make decisions about where you are going
- decide on what policies your TMO will have to adopt in order to be able to achieve its overall objectives
- monitor the effectiveness of those policies and see whether the decisions the TMO makes are working

4.2 You should play a full and active role in the work of the Board. You should fulfil your duties and responsibilities responsibly, always act in good faith and in the best interests of the TMO.

4.3 All Board members (including those in officer positions) are equal and have the same right to express their views and opinions at Board and Subcommittee meetings, provided they do so courteously and at the direction of the Chair of the meeting.

4.4 Board members should feel free to express their point of view that may differ from other Board members' point of view. An effective Board is not necessarily one where everyone agrees; it is a Board where its members bring a range of opinions to debates, matters are discussed, and a democratic decision is made based on calm and rational debate.

- 4.5** When the Board has democratically decided about an issue, all Board members should take collective and corporate responsibility for, and the support of, this decision in public.
- 4.6** You must comply with any statutory or administrative requirements relating to your role.
- 4.7** You must inform the Chair of the Board of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment or should any such instances occur during your appointment.
- 4.8** You have additional responsibilities as the Chair of the Board in leading the Board and in ensuring that the principles covered in the Code of Conduct for Board members and staff (where applicable) are upheld.

5. Equal Opportunities

- 5.1** You should promote an inclusive and diverse culture in the TMO, and your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 5.2** All Board members should support the TMO's equal opportunities policy, should not discriminate against any other person and should seek to encourage all tenants and residents to be actively involved in the running of the TMO.
- 5.3** You must not harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of you as a Board member and will not be tolerated.

6. Training

- 6.1** Training and advice will be provided for newly elected or nominated TMO Board members, and for newly appointed TMO staff who are not familiar with the TMO. This training will relate to this Code of Conduct and the role of the TMO Board member. All newly elected TMO Board members will be required to attend an induction meeting within the three months of joining the TMO Board.

7. Confidentiality

- 7.1** All Board members and employee's acting on behalf of the TMO are bound by a legal duty of confidentiality. This means that they are obliged to keep strictly confidential any person-identifiable information and business in confidence, or any details they become party to as part of their job. Information should normally only be disclosed with the consent of the individual concerned or with the approval of the TMO Board.
- 7.2** Confidential information made available to the TMO Board or individual member must not be passed on to any other person without the approval of the individual(s) concerned. Confidential information will be limited to the TMO Board only. The TMO's wider membership does not have the right to confidential information.

7.3 If a resident confides in a TMO Board member, then any information is confidential to that individual TMO Board member, unless the resident has requested that it be discussed with the full Board.

7.4 When matters concerning individual residents are discussed at TMO Board Meetings (such as action with a breach of tenancy agreement, i.e. housing matters and rents and arrears), information must not include names and addresses. The fact that the described circumstances may give an indication of the person's identity will not be regarded as a breach of confidentiality. TMO Board members do not have the right to look at individual tenants' records. Confidentiality will be maintained through the regulations contained within the Data Protection Act 2018 and EU General Data Protection Regulation.

7.5 You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the board.

8. Personal Interest of Board Members

8.1 You should declare all financial and non-financial interests. All declarations of interest are held by the Secretary of the TMO. Any change in your circumstances should be declared immediately. Any declaration of interest relation to a matter of discussion or decision should be declared and noted in the minutes of all meetings. In some cases, it may be necessary for the individual Board member to abstain from discussion or leave the meeting during discussion of an item.

(For clarification, this will not apply in circumstances where the TMO Board is discussing a matter which may affect a member as one of many residents. For example, a discussion about an estate improvement that may well benefit or disadvantage a TMO Board member, this would not require a declaration of interest. Where the TMO Board is discussing rent arrears policy, a TMO Board member who is in arrears at that time should NOT have to declare an interest nor abstain from the discussion, even where they may benefit from any decision. TMO Board members could seek confidential advice on this point from the Chair prior to the meeting).

8.2 You must not use your position as a TMO Board member to seek preferential treatment by the TMO. Neither should TMO Board members be treated any less favourably than any other tenants. All Board members should use agreed procedures for reporting repairs and in pursuing other enquiries relating to their own tenancy or occupancy.

8.3 The Companies Act, Articles of Association of the TMO point 37 states 'A Board member shall declare an interest and shall not vote in respect of any contract in which s/he has a financial or material interest, whether direct or indirect, or any matter arising from there. Each Committee member or Co-optee having an interest in any arrangement between the Company and another contractor shall disclose that interest at the beginning of the meeting before the matter is discussed and shall not remain present during the discussion on that item'.

8.4 Discussions which relate specifically to the TMO Board member or one of their family will require a declaration as would for example a discussion involving an outside body or contractor where the TMO Board member is involved in or employed by that outside body.

8.5 If a Board member only thinks that a case being discussed may involve, for example, a close friend they should not declare an interest unless they know that as a fact.

9. Staff Relations

9.1 You will treat any staff employed by the TMO with courtesy and respect. It is expected that employees will show you the same consideration in return.

9.2 You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

9.3 You are responsible for ensuring that the TMO complies with its obligations relating to the health, safety and welfare at work of its workers, under health and safety legislation. You must apply due care and diligence to your role ensuring you behave in a way that is moral and ethical not to cause, or fail to prevent, physical or psychological injury, and fulfil your responsibilities regarding personal injury and negligence claims.

9.4 The TMO Board will, determine the management structures for its staff. A member of the Board (usually the Chair) has delegated responsibility for the most senior member of TMO staff – The Chief Officer. The Chief Officer and other staff have delegated management responsibilities for other members of staff. Therefore, individual TMO Board members should not issue instructions to staff directly.

9.5 If a Board member has a complaint about a member of staff this should be discussed with the Chief Officer or the Chair in the first instance. If the complaint cannot be resolved and the complaint is serious, it should be made in writing to the Chief Officer or the TMO Chair, who will investigate the matter and take any necessary action. If the complaint is against the TMO Chief Officer, this should be reported to the Chair of the TMO. A formal complaint made to the TMO Chief Officer or Chair is a very serious matter for the employee and such complaints should never be made casually or maliciously.

10. Public Relations and Interactions

10.1 Wherever possible, if a resident approaches a TMO Board member with a complaint or enquiry they should be encouraged initially to deal directly with the TMO staff. Where it is appropriate for the Board member to raise this on the residents behalf (where the matter has already been raised with TMO staff, and it is felt that it has not been resolved) this should be raised in the first instance with the TMO Chief Officer. The TMO Board have agreed procedures for TMO Board members to raise matters on behalf of residents. TMO Board members should not expect favourable treatment for these enquiries taken up on behalf of other residents e.g. in relation to the completion of repairs or allocation of properties. All such enquiries will be dealt with according to policies and procedures of the TMO.

10.2 You must not, as a Board member act in any way that is, or may be, detrimental to the reputation or interests of the TMO.

11. Social Media

11.1 Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should always respect confidentiality, financial, legal and personal information.

11.2 Where any personal social media accounts used by you make reference or link to your role as a TMO Board member, you should take care to ensure that it is clear in what capacity you are acting.

12. Allowances

12.1 You must comply with the rules set by the TMO and those set out in the Management Agreement regarding allowances and expenses. It is your responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

13. Gifts and Hospitality

13.1 You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.

13.2 You must comply with the policy and procedure of the TMO in relation to Gifts and Hospitality. You should inform the Chief Officer or Chair of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the TMO.

13.3 You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the TMO into disrepute.

14. Use of TMO Resources

14.1 You must not misuse official resources for personal gain or for political purposes.

14.2 Furthermore, you must not misuse information gained in the course of your duties for personal gain or for political purpose.

15. TMO Board Meetings

15.1 Board members should ensure that they treat each other and their staff with respect and dignity.

15.2 TMO Board members may put items on the TMO Board meeting and Subcommittee Meeting agendas, up to seven days before the meeting. Any urgent items will be included on the agenda subject to the discretion of the Chair. Individual cases (e.g. repair complaints)

should not be raised at the TMO Board meetings unless it has been specifically agreed in advance.

15.3 If you are unable to attend a TMO Board meeting you should send you apologies.

16. Raising concerns

16.1 You should ensure that the TMO has an open, transparent and safe working environment where employees and Board members feel able to speak up and raise concerns; policies and procedures relating to complaints must be clearly communicated to them.

16.2 If you have a concern about a possible breach of this Code, a concern that you or any staff of the TMO are being asked to act in contravention of their own code of conduct, or a concern about misconduct or wrongdoing in any other areas, then you have a responsibility to raise that internally with the Chair of the TMO or the Chief Officer.

17. Breaches of The Code

17.1 The Code of Conduct must be signed and adhered to, by all TMO Board members. Deliberate or frequent breaches of this Code of Conduct by a Board member must be treated seriously by the TMO Board, which must take steps to avoid a repeat of the breach. Certain breaches are grounds for removal from the TMO Board.

17.2 If the TMO Board wishes to remove a TMO Board member for breaches of this code, it must refer the matter to a General Meeting.

18. Company Rules on The Grounds for Removal from The TMO Board

18.1 Article 39 of the Company – Articles of Association of Dovecotes TMO includes the following grounds for immediate removal from the TMO Board;

- Resigns her/his office in writing to the Company
- Being a member ceases to be a member in accordance with Article 7
- Fails to declare her/his interest in any contract as referred to in Article 37
- Is absent from three successive meetings of the Board during continuous period of twelve months without special leave of absence from the Board and they pass a resolution that s/he has by reason of such vacated office
- Becomes bankrupt or of sound mind
- Is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act
- Discloses confidential information concerning tenants, leaseholders or residents on the estate, or a member of staff to any other person who is not authorised to receive such information and the Board resolves such Board member shall retire immediately; or
- His/her co-option is revoked by the Board

18.2 If the TMO Board wishes to remove a TMO Board member for any other breaches of this code, it must refer the matter to an Extraordinary General Meeting.

Documents relating to this Code of Conduct;

- Articles of Association
- Dovecotes Modular Management Agreement
- Code of Governance
- Equal Opportunities Policy and Statement of Intent
- Code of Confidentiality
- Board Member Role and Responsibilities
- Communications Policy

Name of Board member

Signed

Date

In the presence of

Name

Signed

Date

Document Control

Date Adopted	Review Required	Initials
November 2019	November 2021	JC Chair / AM Chief Officer
March 2022	March 2024	AM Chief Officer