

ewmpas

For economic and social change

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Board Code of Conduct

May 2022

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Version N°	Status	Reason	Date
1.0	Draft	Initial draft by Governance Officer	December 2017
1.1	Draft	Board Working Party	January 2018
1.2	Approved	Incorporate comments from board	26 January 2018
1.3	Approved	Incorporate revisions	April 2020
1.4	Draft	Revisions to include public conduct and social media use.	August 2020
1.5	Approved	Incorporate revisions	September 2020
1.6	Approved	Revisions incorporating Equality and Diversity paragraph in section 3	November 2020
2.0	Approved	Reviewed and re-branded	May 2022

1.0 Purpose Statement

This Code of Conduct (the "Code") sets out the standards of personal behaviour and conduct required of Directors Cwmpas.

2.0 Scope

The terms of the code apply to all Directors of Cwmpas. Candidates seeking election as a director will be asked to confirm that they have read and understood it. All Directors will be asked to confirm their intention to comply with the code.

3.0 General Principles

Cwmpas is established to be a successful co-operative business; to develop sustainable businesses and strong inclusive communities by working co-operatively and to be a leader for co-operative thinking and action.

Directors are expected to behave in accordance with Cwmpas' policies, values and objectives and to demonstrate leadership in maintaining effective and respectful relationships with each other, with staff and with all the Cwmpas' stakeholders.

Cwmpas is committed to ensuring that equality and diversity are integral to all its policies, practices, and activities. Board members should, at all times, act in accordance with the Cwmpas' policy on equality and diversity and should follow it to ensure that no direct or indirect discrimination occurs as a consequence of their action or inaction. Board members should actively support and promote equality and diversity and, where necessary, challenge discriminatory behaviour.

Directors are expected to observe the following 7 **Nolan** principles.

1. Selflessness – act solely in the interests of Cwmpas

2. Integrity – declare and resolve any conflicting interests and relationships

3. Objectivity – act and take decisions impartially

4. Accountability – be accountable for decisions and actions

5. Openness – act and take decisions in an open and transparent manner

6. Honesty – be truthful

7. Leadership – actively promote and support these principles and challenge poor behaviour where it occurs.

4.0 Confidentiality

Directors will treat all information which they receive in their capacity as Directors, and all discussions at board meetings or within committees of the board, as confidential.

Directors will observe the following obligations of confidentiality:

- They will not disclose any information outside board meetings unless it is already in the public domain, or they are specifically authorised by the board to do so. This includes information about Cwmpas business, the deliberations of the board in reaching decisions, and the way individual Directors voted on issues.
- They will not use any information for personal advantage.
- They will not pass information to any representative of the press or media and will refer any press or media enquiries to Cwmpas senior leadership team.

5.0 Conduct in public and on social media

Directors are expected to behave in accordance with Cwmpas' values. When speaking in public or using social media, directors should not do anything that might damage the reputation of Cwmpas or bring it into disrepute. The CEO is the principal spokesperson for Cwmpas. Directors should refer all media enquiries to the Chief Executive except those dealing with the board and its governance in which case they should be referred to the Chair.

6.0 Conflict of interest

Directors must observe Cwmpas' policy regarding Conflict of Interest and avoid any situation which may lead to a potential conflict of interest.

The Secretary must keep a register of directors' interests which is open to inspection by members.

7.0 Serving on the board of another organisation

Directors must annually register any interests in other organisations.

Directors who serve on the board of any other organisation must treat their roles as director of Cwmpas and director of any such organisation as separate.

This means that:

- They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so.
- When making decisions as a director of Cwmpas, they must make such decisions in what they consider to be in the best interests of Cwmpas, and when making decisions as a director of another organisation, make them in what they consider to be in the best interest of that organisation.

8.0 Taking independent advice

The senior leadership team is responsible for running the day-to-day business of Cwmpas. Where a majority of directors consider that independent advice would be beneficial and necessary the board has the ability to obtain such advice providing that the board agrees that the cost of such advice is reasonable and proportionate in the circumstances.

9.0 Induction and ongoing professional development

New directors must complete the formal induction programme developed by the board to ensure that they can become as effective as possible, as quickly as possible, in their new role.

Directors should ensure that they are properly equipped to carry out their responsibilities. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, directors need to:

- Identify their own training and development needs and request appropriate interventions to address these
- Participate in board appraisal – collectively and individually when required
- Participate in appropriate training and professional development on an ongoing basis.

10.0 Upholding the code

All directors accept that they must comply with this Code if the board is to function and carry out its role properly and efficiently. Where any director fails to do so the Chair will resolve the matter by reference to the requirements of Cwmpas' Rules, any appropriate Cwmpas policies, procedures, and values.

11.0 Review

This board will review this Code of Conduct on a biennial basis, or earlier in the event of relevant legislative changes.

Next review April 2024.