



Code Of Governance 2020

(Including Standing Orders and Financial Regulations)

**Bristol Community Housing Foundation
Code of Governance**

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Code of Governance

A Preamble and Principles

Our regulator the Regulator of Social Housing (RSH) expect high standards of our Board and the regulation of governance of Bristol Community Land Trust (BCLT). This Code sets out the delivery of good governance.

BCLT's code aims to provide clarity over responsibilities, expectations and standards expected by members in being competent, accountable and independent. This code sets out what is expected of members as best practice and is mandatory for all BCLT members.

This Code augments but is subordinate to the Rules, legislation and the regulations issued by the RSH and other relevant bodies to which reference should be made.

This Code is intended to set out the core principles to be followed by BCLT and reference should be made to the comprehensive set of policies and procedures which augment this code.

The foundation of good governance is that there will be a balanced, diverse and effective Board which leads and controls the Trust. The Board will ensure that the Trust upholds the following principles:

Ethics

It operates according to high ethical standards, explicit values and the Code of governance and conduct.

Review and Renewal

There are formal and open processes for the periodic review of the Board's own performance, and to ensure its renewal on an ongoing basis.

Accountability

There is proper accountability to, and involvement of, all BCLT's stakeholders, primarily its residents.

Clarity

There is clarity of roles and responsibilities between BCLT's Board members, paid staff and shareholders.

Customer First

BCLT will put the needs of their existing and potential service users at the heart of business decisions and strategy.

Control

There are effective systems for internal delegation, audit, risk management and control. The Board receives adequate and timely reports and advice to inform its decisions.

Openness

There is a spirit of openness, making full disclosure of governance matters and other information.

Diversity and Inclusion

There is fairness and equality of opportunity and recognition of diversity in all aspects of BCLT's governance.

Structures

There are effective staffing and committee structures to support the Board's work.

B Constitution Standing Orders and Composition of the Board**The Board**

The Rules define matters such as Board membership, co-option, elections, member retirements and aims.

Legislation defines procedures for matters such as Annual General Meetings, the filing of statutory accounts and Duties and Responsibilities of Directors.

In the case of any inconsistency, the law and the Rules shall prevail over these Standing Orders.

These orders shall apply to BCLT, where appropriate, and as defined by the relevant Rules and approved Terms of Reference.

Purpose

The Board of BCLT has ultimate responsibility for the governance of the trust and the group as a whole. The Board's central role is to direct and control the trust's work that is to determine strategic direction; to establish and oversee control and risk management frameworks; and to ensure that the trust achieves its aims and objectives (as stated in the Strategic Plan). Management, that is the implementation of Board policies, is delegated to staff.

The Board of BCLT are responsible for the conduct of Members and are responsible for the selection, removal and appointment of all Board Members and co-optees. This Code of Governance applies to all Board Members, co-optees staff and involved members.

The purpose of the Board is to determine strategy and to control BCLT's affairs; management of the trust is delegated to BCLT staff via its Management Team.

This section of the code defines the responsibilities of Board members and sets out guidelines for effective operation.

All Board members share responsibility for its decisions. Each should act only in the best interests of BCLT and not on behalf of any constituency or interest group. Board members should put the interests of the Trust before their own interests.

Each Board member is given a formal letter of appointment specifying their obligations and asked to sign a copy to indicate acceptance. Agreements set out the key role and duties of Board membership is linked to fulfilling the specified role and duties. In addition, members agree to:-

- (1) Uphold the values and objectives of the Trust;
- (2) Uphold the Trust's core policies, including those for equality and diversity.
- (3) Ensure they understand the constitutional and legislative framework as it applies to BCLT, and act within its powers.
- (4) Contribute to and share responsibility for the Board's decisions, including its duty to exercise reasonable care, skill and independent judgement;

- (5) Prepare for and attend meetings, training sessions and other events;
- (6) Attend and participate in reviews linked to individual performance or that of the whole Board;
- (7) Represent the society as appropriate;
- (8) Declare any relevant interests and avoid conflicts of interest;
- (9) Respect confidentiality of information; and
- (10) Uphold BCHT's Code of Governance and Code of Conduct.

The Board will also:-

- (1) Set the strategic direction of the society
- (2) Approve and monitor performance against the Financial Plan, the Strategy, and the annual budgets and to set Key Performance Indicators.
- (3) Ensure that Internal Control Systems are appropriate and effective.
- (4) Approve corporate funding arrangements.
- (5) Ensure that all regulatory and legislative requirements are met.
- (6) Approve the annual report and financial statements of the group.
- (7) Appoint and dismiss the Chief Executive and Company Secretary and if appropriate to set their pay and conditions.
- (8) Uphold the requirements and obligations of BCLT's Code of Governance and Code of Conduct.

C Board Recruitment, Renewal and Review

The Board will ensure its continuing effectiveness. This needs clarity of purpose and a focus on performance and renewal. The Board, including its committees, will review its own performance at least annually and take action to address any identified areas for improvement.

Board renewal is important for good governance. While the contribution of experienced Board members is vital, Boards also need new members who can provide an independent challenge to long-standing practices and thinking.

The Board will review the implementation of succession-planning arrangements, to ensure planned refreshing and renewal of skills and experience over a period of time. This will be carried out for the Board, and any Committees, and is especially important if the Board has a large proportion of long-serving members. In doing so, the Board will bear in mind the need for diversity in its composition. Recruitment to Board vacancies will be open and transparent, based on merit and objective selection and assessment techniques.

The Rules stipulate that the Board shall consist of at least three and up to twelve members (including co-optees).

Three members of the Board shall be elected by the resident members (the resident Board Members).

Three members of the Board shall be elected by the Stakeholder Board Members (Stakeholder Board Members).

Three members of the Board shall be elected by the community Members (the Community Board Members).

The Board may co-opt up to three members, the Board may revoke such membership as it sees fit.

New members are elected on a systematic and continuous basis, thus avoiding bigger changes at infrequent intervals. The Board has agreed and published its policies for:-

- (1) The recruitment, selection or election of new members, including the Chair;
- (2) Agreed role profiles for the Board;
- (3) The preferred composition of its membership;
- (4) Fixed terms of appointment. Board members are appointed for three-year terms and may seek re-election for a further two terms of three years (maximum of nine years). The term of office is calculated from the date when the Board member is either elected or co-opted to the Board; and
- (5) Establishing a process for succession planning.

The Company Secretary, Chair and/or Chief Executive ensures that all new members receive a suitable and tailored induction process.

The Board will carry out a regular (normally annually) appraisal of its own performance and an annual appraisal of individual Board members.

The regular appraisal will:-

- (1) Review how well the Board performs, its key roles and how successful it has been;
- (2) Review the effectiveness of Board relationships and its role as a team;
- (3) Assess how the Board is viewed by the key contacts, e.g. regulators, investors, local authorities, tenant groups, etc;

- (4) Review the society's ability to recruit and retain the balance of Board members it needs;
- (5) Assess the effectiveness of Board processes, including its accountability;
- (6) Review the training and development needs of individual Board members as well as the Board as a whole;
- (7) Include assessment of the Chair
- (8) Maintain a clear plan to support continuous improvement of the Board to meet the challenges faced by the society; and
- (9) Review whether the Board provides sufficient support, scrutiny and challenge to the Management Team.

D Essential Functions of the Board

The key functions of the Board are formally recorded in the society's constitutional documents and include:-

- (1) The Board has overall responsibility for the Trust. Subject to those responsibilities required by law to be exercised by the Board, it may delegate such matters from time to time for determination by committees, officers and staff
- (2) The Board has responsibility and the power to direct and monitor the activities of all parts of the Trust and satisfy itself that all members are meeting statutory and regulatory requirements, and that their affairs are being conducted in accordance with generally accepted standards of performance, probity and financial prudence, delivering a common vision and shared objectives.
- (3) To set the overall values and policy objectives of the Trust and to agree any amendments to these. This will be undertaken through the consideration and approval of a Financial Plan and a strategic plan proposed to the Board by the Chief Executive.
- (4) To review and approve the Trust's key strategies, policies and standards of service.
- (5) To review and approve the Code of Governance and Code of Conduct.
- (6) To approve the Trust's response to regulatory reports issued by the RSH and to keep the implementation of their performance criteria under regular review.
- (7) To appoint and if necessary remove the Chief Executive Officer.
- (8) To appoint funders, financial advisers, bankers, auditors, and any other professional advisers to the Board and to take advice when necessary, at the expense of the Trust.
- (9) To approve the settlement of any material legal claims by or against the Trust.
- (10) To monitor the Trust's performance.
- (11) To make recommendations to the Trust in general meetings on the appointment and remuneration of the auditor.
- (12) To approve annual financial statements.

- (13) To approve prior to commitment all material contracts, especially those proposals that are not in the course of ordinary business.
- (14) To approve financial parameters of proposed areas of business and to consider for approval any proposals outside agreed benchmarks.
- (15) To keep under review and change when required, the structure, size and composition (including the skills, knowledge and experience) required of the Board.
- (16) To evaluate the balance of skills, knowledge and experience on the Board and prior to any appointment, prepare a description of the role and capabilities required for a particular appointment.
- (17) To review the development needs of Board members and approve appropriate training and development programmes.
- (18) To review and certify compliance against all regulatory standards of appropriate governing bodies.
- (19) To approve and review a scheme of delegation for policies and strategies.
- (20) To review and approve financial regulations and standing orders.
- (21) To ensure that there are appropriate arrangements for members and officers liability insurance.
- (22) To appoint Board members and set members' allowances.
- (23) To periodically review the membership policy for the Society.
- (24) To approve applications for Trust membership.
- (25) To review the Board's terms of reference at least once every two years.
- (26) Changes to the Trust's legal structure, including the setting up and winding up of any subsidiaries.
- (27) To approve appointments, including Chairs, to any Committees.
- (28) To appoint and if necessary remove the Company Secretary.
- (29) Approval of resolutions to be put forward by the Board at a general meeting;
- (30) To keep under review the framework of governance and the Rules, and to ensure that they reflect the Trust's values, culture and ethos.
- (31) Expansion of the Trust's operations into new activities or geographical areas;
- (32) Any decision to cease a material part of the society's operations;
- (33) To approve changes to the staffing or societal structure at Management level, including any redundancies at Management level.
- (34) To act on behalf of the Trust with regard to all such matters not specifically delegated to individual committees or officers, especially those which create significant risk to the Trust or which raise material issues of principle.
- (35) Approval of and monitoring of annual budget.
- (36) Any conflicts of interests arising for individual Board Members.

- (37) Changes to the schedule of matters reserved for Board decisions.

The Board has ultimate responsibility for ensuring the Trust develops positive and constructive relationships with its key stakeholders including its funders and regulators. The Board must satisfy itself that effective communication and reporting lines are in place with these bodies.

The following rules augment the requirements of the Rules.

- (1) The Board must meet at least 4 times a year and will hold an AGM within 6 months of the financial year-end.
- (2) At least seven days written notice of the date and place of Board meetings shall be given in writing by the Secretary to all members. The agenda and reports for the attention of the Board will be distributed at the same time as the notice of the meeting.
- (3) Meetings of the Board may be called either by the Secretary, or by a notice in writing given to the Secretary by the Chairman, or by two Board members, specifying the business to be transacted.
- (4) The Board shall after each Annual General Meeting elect from amongst its members a Chair, and any other officerships as it may determine from time to time.
- (5) Unless a ballot is requested, on a show of hands each member present in person shall have one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- (6) Board members may from time to time co-opt up to a maximum of three persons with professional skills to the Board on such terms as they think fit and may at any time revoke such co-option. Such co-optees shall not be directors within the meaning of the Rules.
- (7) The ruling of the Chairman on any procedural matter arising at a meeting shall be final.
- (8) The Board has approved a Code of Conduct that is binding on all Board members and staff.

E Directors' Duties

Board members must also fulfil their duties which requires them:-

- (1) To act within the powers conferred by the Trust's constitution.
- (2) To promote the success of the Trust for the benefit of its members;
 - Board members must have regard (amongst other matters) to a number of factors including:
 - The likely consequences of any actions in the long term;
 - The interests of the society's employees;
 - The need to foster the Trust's relationships with suppliers, customers and others;
 - The impact of the Trust's operations and decisions on the community and the environment;
 - The desirability of maintaining high standards of business conduct; and
 - The need to act fairly.

- (3) To exercise independent judgement;
- (4) To exercise reasonable care, skill and diligence;
- (5) To avoid conflicts of interest;
- (6) To not accept benefits from third parties; and
- (7) To disclose any interests in any proposed transaction or arrangement with the society.

F Responsibilities of the Chair

The Chair of BCLT has particular duties and responsibilities which are set out in this section. In carrying out these duties the Chair must always remember that he or she is acting on behalf of the Board. The Chair should seek the advice of other Board members or the Chief Executive, as necessary.

The responsibilities of the Chair are formally recorded, including a minimum of the following:-

- (1) To ensure the efficient and effective conduct of the Board's business and of the Trust's general meetings.
- (2) To ensure that all Board members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with a code of conduct approved by the Board.
- (3) To establish a constructive working relationship with, and provide support for, the Chief Executive and ensure that the Board as a whole acts in partnership with the management team.
- (4) To ensure that the Board delegates sufficient authority to its committees, the Chair, the Chief Executive and others to enable the business of the Trust to be carried on effectively between meetings of the Board; and also to ensure that the Board monitors the use of these delegated powers.
- (5) To ensure that the Board receives professional advice when it is needed, either from its senior staff or from external sources;
- (6) In conjunction with the Board ensure that the Trust regularly reviews the quality of its governance in the context of prevailing good practice.
- (7) To represent the Trust as appropriate.
- (8) To take decisions delegated to the Chair in accordance with the approved procedures
- (9) Working with members of the Board, to ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive and to determine his/her remuneration and other senior staff;
- (10) To ensure that the Board makes proper and appropriate arrangements for its own appraisal and that of Board members, including the Chair's own appraisal, and for implementing a succession plan for Board membership;
- (11) To ensure that the Trust provides appropriate role profiles and competency frameworks for all Board Members.
- (12) To ensure that the level of any agreed Board member remuneration results from an approved process that minimises the potential for conflicts of interest.
- (13) Oversee the development and implementation of an annual training programme for Board Members.

G Conduct of the Board's Business

Effective conduct of Board business is vital to good governance. Without suitably clear and incisive documents, no Board can hope to make wise and effective decisions. It is also a clear principle of good governance that all Board members should contribute to making decisions which may involve the Trust in significant strategic, financial or other risks, or which raise material issues of principle. Very occasionally, such decisions will be required urgently between meetings. Governance systems must be robust enough to deal with these properly.

- (1) Board decisions are, wherever possible, based on full agendas and documents circulated to members well in advance of meetings. Points for decision are clearly identified in those documents. Decisions and the main reasons for them are recorded in the minutes.
- (2) Where conflicts of personal interest arise, these are recorded and the individual concerned is excluded from the discussion or decision.
- (3) Each year, the Board sets aside time for a full discussion about the effectiveness with which it is conducting its business and consideration of the society's future.
- (4) Urgent decisions between Board meetings are taken in accordance with predetermined arrangements as set out in the constitution, Code of Governance, financial regulations or delegated authority.
- (5) The Board will have access to independent assistance and advice when necessary without the involvement of senior staff. This is normally agreed through the Chair.
- (6) The Company Secretary has direct lines of communication with the Chair in order to maintain impartiality and to bring issues of concern directly to the Chair. The role of the Company Secretary is crucial in providing impartial advice to Board members and appropriate channels of communication are made available.
- (7) The Board will be mindful of outcomes for residents or service users in the decisions they take, with special regard to the expectations of the regulator.
- (8) The Board has clear procedures in place for the removal of Board members where conflicts arise that cannot be resolved.
- (9) The Board ensures that positive relationships are maintained within the Board and with the Executive Team.
- (10) The Board ensures they keep abreast of all relevant legislation and changes to operating frameworks.
- (11) The Board from time to time reviews the implementation of this code of governance and its underlying principles.

H The Chief Executive

The Chief Executive is responsible to ensure compliance and proper conduct of the Trust's business. The Chief Executive has ultimate responsibility for ensuring that the duties are properly discharged.

The essential duties of the Chief Executive include:-

- (1) To act in the best interests of the Trust;
- (2) To assist and advise the Board in determining the Trust's policies, strategy and business planning;
- (3) To manage the affairs of the Trust in accordance with the values and objectives of the Trust, and the general policies and specific decisions of the Board;

- (4) To draw the Board's attention to matters that it should consider and decide;
- (5) To ensure that the Board is given the information necessary to perform its duties and, in particular, that the Board receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent;
- (6) To ensure that proper systems of financial control, risk assessment and risk management, and legal and regulatory compliance are established and maintained, and that regular reports on these are provided, at least annually, to the Board;
- (7) To supervise, with the guidance of the Chair, the preparation of documents for consideration by the Board;
- (8) To help the Chair ensure that the business of the Board is properly conducted;
- (9) To ensure that relationships between senior staff and the Board are positive and focus on the business of the society;
- (10) To lead and manage the staff of the Trust and ensure that their performance is appraised; and
- (11) To represent the Trust as appropriate.

Like other employees, the Chief Executive has a written and signed contract of employment which, besides complying with current legislation, clearly defines:-

- (1) His or her duties and the standards of performance expected.
- (2) The procedures for monitoring the Chief Executive's performance and fixing his or her remuneration.
- (3) The remuneration level;
- (4) How complaints and disciplinary matters are dealt with; and
- (5) The length of the contract, whether or not it can be renewed (if it is for a fixed term) and any notice period.

The terms of employment for the Chief Executive will be reviewed at least once every three years by the Board.

I Openness and Transparency

BCLT will act in an open and transparent way in accordance with relevant legislation and BCLT will:-

- (1) have a policy and a process for disclosing information;
- (2) publish information about their performance in addition to the prescribed reports on their finances;
- (3) publish an annual statement of compliance with the Code of Governance in the annual financial statements and annual report;
- (4) comply with appropriate, relevant, and practicable requests for information;
- (5) use the Freedom of Information Act as a benchmark for providing information to customers.

J Accountability

The Board of BCLT recognises and accepts that the Board is ultimately accountable to all its stakeholders for the actions of the Trust.

BCLT is accountable to various stakeholders including:-

- Customers and potential customers
- Service users
- Local communities
- Local authorities
- Employees
- Lenders
- Regulators

BCLT will identify and regularly review the stakeholders to which it is accountable, and ensure that each group, where relevant, has the appropriate influence over, or involvement in, planning and decision-making.

Shareholders and Board Members are informed and accept their role and responsibilities, including the obligation to act in the best interests of the Trust.

BCLT ensures that it provides shareholders with regular information on the Trust's work, achievements and challenges as well as providing shareholders with an opportunity to raise their concerns with the Chair and Board as necessary.

K Delegation to the Chief Executive and Management Team

The Chief Executive is responsible for the operational management of the Trust's affairs. The Board delegates full operational powers to the Chief Executive to act and to authorise decisions on behalf of the Trust. This includes personnel matters.

The Chief Executive must assist the Board to determine its strategic objectives and ensure effective deployment of the society's resources.

Subject to Standing Orders and Financial Regulations, and in accordance with policies and decisions made by the Board or any committee, the Chief Executive may, without further reference to the Board of management or any committee, take the action he/she considers necessary to ensure the efficient and effective management and routine administration of the society's activities.

In the event that the Chair cannot be contacted, the Chief Executive will take all reasonable steps to contact other Board members. The Board terms of reference provide a fluid approach to decision making, this can take place in person, via conference call, electronically, etc... After taking all reasonable steps to do so, if the Chief Executive has not been able to contact any Board member, or in the event that the matter is so urgent so as to require an immediate decision, the Chief Executive has the authority to take such decisions in the best interests of the Trust.

In the event of the Chief Executive operating under this delegated authority, he/she shall report such action to the Chair at the earliest opportunity and thereafter to the Board as a whole. Formal reporting to the next Board meeting is required for ratification.

In the absence of the Chief Executive, any two members of the Management Team shall have the delegated authority and power of the Chief Executive.

The Chief Executive has the delegated authority to represent the Trusts's view to external agencies subject to discussion wherever possible with the Chair.

Wherever the Chief Executive considers it appropriate, he/she shall present for decision a report to the Board or to the relevant committee, notwithstanding the availability of a delegated power.

The acts of the Chief Executive and Management Team members under delegated duties shall be deemed to be acts of the Trust.

The Management Team

This team is responsible to the Board for the implementation of the Trust's policies as laid down from time to time by the Board and its committees. It shall be empowered by the Board to decide its own working methods and procedures (within RSH guidelines).

The Chief Executive will prepare an agenda for each Management Team meeting and there will be a formal record including all decisions taken.

Decisions of the Management Team, within the parameters of existing policy, may be implemented forthwith. Matters creating new or revisions of policy or creating major procedural change will be referred to the next meeting of the appropriate committee or main Board.

L Equality, Diversity and Inclusion

BCLT aspires to be community-led with a responsibility to serve all sections of the community. BCLT's aim is to be responsive to the needs of the community and the individuals that we serve. Equality, diversity and inclusion are integral to all of our activities in every aspect of the work that we do.

Equality, diversity and inclusion impacts on every aspect of work each member of the Trust engages in. It is fundamental with regard to the type of services we provide, and how they are accessed and delivered. It drives the recruitment, development and retention of staff. It influences our relationships with stakeholders, partners and the people we do business with and the communities we work in.

BCLT will comply with the Equality Act 2010. The Act seeks to outlaw unlawful discrimination against a person or group of people because of their:-

- Age
- Disability
- Gender reassignment
- Marriage and civil partnerships
- Pregnancy and maternity
- Race
- Religion or belief
- Sex (gender)
- Sexual orientation

BCLT will adopt good practice in these areas to take a proactive approach in ensuring our strategies, policies and practices contribute to community cohesion, including positive action where minority groups are under-represented within governance or staffing structures in order to reflect our customer base.

- (1) BCLT will demonstrate throughout all functions their commitment to and action plans for equality, diversity and inclusion issues.
- (2) BCLT will adopt a strategy for equality, diversity and inclusion and publish it. The strategy includes a statement on how the society will promote equality, diversity and inclusion including how it intends to promote it in all areas of the society's work including:-
 1. Employment
 2. Award of contracts

3. Access to services
4. Customer satisfaction

M Audit and Risk

The Board will ensure the society remains financially viable, that a balanced and comprehensive assessment of the society's financial position and associated risks is presented to the Board on a regular basis and that a sound system of internal control is maintained.

BCLT will ensure that it observes the following principles:-

- (1) Its external auditors (if required by law) will be independent and effective with a limited range of non audit services. If the number of non audit days becomes significant then the Management Team will take appropriate action.
- (2) There is a proper and transparent procedure for the selection and periodic review of the appointment of external auditors (if required by law).
- (3) BCLT will introduce an Audit and Risk Committee with regular meetings and terms of reference when it is of sufficient size.
- (4) Effective internal controls are in place.
- (5) The Chair of the Board will not be a member of the Audit and Risk Committee.
- (6) The Risk Management Strategy is annually reviewed by the Board and Audit and Risk Committee.
- (7) The Audit and Risk Committee is responsible for developing and monitoring a risk register for approval by the Board.
- (8) The Audit and Risk Committee ensures that the Board receives adequate financial and business management reports in order to effectively scrutinise performance of the society.
- (9) The Audit and Risk Committee ensures the society complies with all statutory duties placed on the society.

N The Chair of the Board

The Board at its first meeting following the AGM will appoint the Chair of the Board. Co-optees and members of the Management Team may not stand for election. The Chair of the Board may not serve for more than nine years.

The Chairman will be responsible for taking an overview of the Trust's vision, mission, business plan, corporate plan and budget.

In preparation for Board meetings, he/she will meet the Chief Executive to agree agendas and review draft papers. Subsequently, he/she will confirm or interpret decisions and agree draft minutes.

In addition to the criteria contained in Section F Responsibilities of the Chair, he/she will:-

- (a) Lead on recruitment to the Board and Committees.
- (b) Identify the roles of the Vice Chair and any other officers of the Board.

- (c) Commission performance reviews.
- (d) Consider significant business cases.
- (e) Lead on relations with the regulators on all regulatory and funding matters.

O The Financial Regulations

Board members and employees are bound at all times by the Trust's Financial Regulations (Appendix 1). If any member is in doubt as to their content and their relevance, they must contact the Chief Executive or the Company Secretary. Failure to comply may result in formal disciplinary action.

P Use of the Seal

Use of the Seal shall only be used with the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed.

The use of the BCLT Seal can be authorised by

- a) Any Board Member and one of the parties named below
- b) Any two Board Members or
- c) Any two of the following officers:

The Chief Executive
The Company Administrator

The Company Administrator will keep a Seal Register for the Trust in which the details of each sealed document will be recorded, with

- The date of sealing;
- A description of the document(s) to be sealed;
- A seal number which will also be recorded on the document immediately on the Seal;
- The initiating officers initials;
- The Secretary/Officers/Board Member(s) initials and signature

Q Conduct and Probity

BCLT's Code of Conduct for its staff and Board members is aimed at upholding high standards of probity, ethics and conduct. A copy of the Code of Conduct can be viewed at Appendix 2.

All must follow the Code of Conduct at all times. The Board should on a biennial basis approve the Code of Conduct adopted by the society.

The Board will receive on an annual basis a report on the Register of Declarations made in accordance with the Code of Conduct.

Principles of Conduct in BCLT

A high standard of conduct is expected of all employees and Board members. Any suspicion that employees or Board members could be influenced by improper motives would shake public confidence in the integrity of the Trust. It is also the responsibility of employees and Board members to ensure that they do not abuse their official position for personal gain or to benefit their family or friends, seek to advance or further private business or other interests in the course of their official duties or influence a decision improperly by applying unreasonable pressure on colleagues, customers or members of the public.

Failure to disclose may lead to action being taken under the society's disciplinary policy and procedure and Rules.

At any meeting where any conflict, miss-use or impropriates is discussed which concerns a Board Member or employee, the individual concerned shall be excluded from the discussion or decision-making, in the event that the conflict becomes untenable the staff or Board Member may be asked to resign.

R Governance Policy and Procedures

This Code sets out the core principles adopted and followed by BCLT, which are supported and supplemented by a comprehensive set of policies and procedures, including but not limited to:-

- Terms of Reference
- Scheme of Delegation
- Rules
- Code of Conduct Policy
- Directors' Duties
- Board Member Appraisal Policy and Process
- Transparency Policy
- Equality, Diversity and Inclusion Strategy
- Doing the Right Thing Confidential Reporting for Governance

Financial and Procurement Regulations

INTRODUCTION

General Guidelines

The organisation will operate to high business standards. Exemplary standards of probity and conduct are expected of all Board Members and staff. The Board shall be responsible for regulating and controlling the finances of the organisation.

The Board shall keep under review the need for new regulation and amendments to existing ones for the supervision and control of the finances, accounts, income, expenditure and assets of BCLT.

BCLT board recognises the importance of keeping accurate and transparent financial records so that:

- ✓ The organisation meets its legal and other statutory obligations, such as Company Law, Industrial and Provident Society legislation, Inland Revenue, Customs & Excise and common law.
- ✓ The board members can fully exercise their responsibilities as Company Directors by having proper financial control of the organisation.
- ✓ The organisation meets the contractual obligations and requirements of its funders and investors.

1 INTERNAL CONTROLS

- 1.1 No single individual will have complete control over the entire sequence of financial transactions
- 1.2 Day to Day responsibility for monitoring the finances of each project undertaken by the Trust lies with the Treasurer with input from other board members and the Development Officer
- 1.3 The Treasurer has specific responsibility for overseeing the financial management of the organisation and ensuring that the information is presented in a clear and understandable way to the board.
- 1.4 Any specific duties undertaken by the Treasurer do not reduce the board's collective responsibility to make sure that the financial affairs are being managed in a professional and prudent manner and that risks are minimal.

2 ACCOUNTS

- 2.1 Accounts will be drawn up at the end of each financial year within 3 months of the end of the year and presented to the next Annual General Meeting.
- 2.2 Prior to the start of each financial year, BCLT will approve a budgeted income and expenditure account for the following year. Each project will require a separate budget which is set at the same time. The core running of BCLT should be regarded as a project.

- 2.3 A report comparing actual income and expenditure with the budget will be presented to the Board at every meeting.
- 2.7 The AGM will appoint an appropriately qualified auditor/ independent examiner to audit/examine the accounts for presentation to the next AGM.
- 2.8 The appointment of auditors should not be automatic and should be tendered every five years.

3 BANKING

- 3.1 The Trust will bank with Coop Bank and accounts will be held in the name of the BCLT.
- 3.2 The bank mandate will list 4 people who can sign cheques on the organisations behalf. These individuals will always be approved and minuted by the board as will all the changes to it.
- 3.3 Each cheque from the account will be signed by at least two people.
- 3.4 A cheque must not be signed by the person to whom it is payable
- 3.5 BCLT will require the bank to provide statements every month and these will be reconciled with the cash book at least every three months and the treasurer will spot check that this reconciliation has been done at least twice a year, signing the cash book accordingly.
- 3.6 BCLT will look to set up electronic payment system and account monitoring facility but only in line with the same protection controls expressed for non-electronic payments.
- 3.7 BCLT will not use any other bank or financial institution or use overdraft facilities or loan without of the agreement of the board.

4 RECEIPTS

- 4.1 All monies received will be recorded promptly in the cash analysis book and banked without delay (this includes sundry receipts such as payment for telephone calls, photocopying etc.). The Trust will maintain files of documentation to back this up.

5 PAYMENTS

- 5.2 All expenditure will be on BCLT business only and will be properly authorised so that this can be demonstrated. All expenditure must be in line with the latest approved project budgets.
- 5.3 The Treasurer will be responsible for holding the cheque book (unused and partly used cheque books) which should be kept under lock and key.
- 5.4 Blank cheques will NEVER be signed.
- 5.5 The relevant payee's name will always be inserted on the cheque before signature and the cheque stub will always be properly completed.

- 5.6 No cheques should be signed without original documentation (see 5.7 below).
- 5.7 Every payment from the BCLT bank accounts will be evidenced by an original invoice (never against a supplier's statement or final demand). The original invoice will be retained by the Trust and filed. One of the cheque signatories should ensure that the invoice is referenced with:

- | | |
|-----------------------------|--------------------|
| 1 Authorisation for payment | 3 Cheque number |
| 2 Date cheque drawn | 4 Amount of cheque |

The BCLT may develop the use of a separate cheque requisition/authorisation form.

- 5.8 The only exceptions to cheques not being supported by an original invoice are items such as advanced booking fees for a future course, deposit for a venue, VAT, etc. Here a cheque requisition form will be used and a photocopy of the cheque kept. Where an original invoice is not available payment can be made subject to the provision of a valid receipt
- 5.9 BCLT will pay any salaries and wages and deal with the administration of tax, pensions and national insurance.
- 5.10 All staff appointments will be authorised by the Board, minuting the dates and salary level. Similarly, all changes in hours and variable payments such as overtime, etc, will be authorised either by the trustees.

6 OTHER RULES

- 6.1 BCLT will not accept liability for any financial commitment unless properly authorised.
- 6.2 Any orders placed or undertakings given which are likely to cost BCLT in excess of £5000 must be authorised and minuted by the board.
- 6.3 All items of expenditure above £5000 will be evaluated as per the table below:

Table 1

Value	Response requested by	Number of responses invited (min)	Number of responses required (min)	Credit check required before award?	Professional insurance certificate kept?	References obtained	Award
For all supplies, Services and contracts less than £5k	Email/letter	2	1	No	Good practice	Good practice	Budget holder and line manager

For all supplies, Services and contracts above £5k	Quote	3	2	Good practice	Good practice	Yes	Budget holder on Board approval
For services over £181,302 for services and for supplies over £4,551,413 for works (limit to 1 January 2019, net of VAT and relating to the full life of the contract) require competitive tender compliant with EU Public Procurement Regulations and Westworks Procurement Ltd will be used to carry out the procurement.	Tenders	3	2	Yes	Yes	Yes	Board

Procurement Regulations

1. Introduction

It is the responsibility of all staff procuring goods, material, services and works on behalf of BCLT to ensure that procurement activity:

- Represents value for money;
- Is within approved budgets;
- Complies with legal requirements and with Procurement Policy;
- Demonstrates probity and protects BCLT, its members and its staff from allegation of wrong-doing with regard to procurements activity;
- Is authorised in accordance with the limits set out in these regulations;

2. All orders for goods and services will be documented (using system generated order forms where available) except for:

- Items of recurring expenditure such as rent, rates, gas, electricity, water and telephones once the initial order has been properly authorised;
- Low value items properly defrayed from petty cash or claimed through expenses;
- Works or services provided under a contract where other authorisation procedures apply.

3. When ordering goods and services, staff must ensure that the supplier includes on the invoice either an order number or the name of the person ordering so that the invoice can be directed to the right person for approval.

It is the responsibility of all staff to adhere to the stated process and procedures.

Select the appropriate procurement routes

Table 1 above details the procurement limits.

The threshold relates to the whole product or service not just in respect of a single instruction or phase. This requirement does not apply where there are separate arrangements for a formal periodic tender (e.g. audit and insurance services).

Where the lowest quote is not considered to be the best value for money there should be a written explanation to this effect.

4. Varying the procurement route

There may be situations where for operational reasons there is a need to:

- Vary the procurement thresholds set out above before the procurement commences;

- Vary the procurement timetable once the procurement has commenced.

In situations where this has been identified, the lead on the procurement should document a business case which sets out the proposal, the rationale and recommends a course of action and seek approval.

All such variations should be approved in line with authority limits set out in Table 1 above.

Appendix 2 – Code of Conduct

Code of Conduct 2020

Version Control

Note: minor updates increase version number by 0.1, major updates increase version number by 1.0.

Version Number	Sections Amended	Date of update	Approved by
1.0		May 2020	BCLT Board
1.1			
1.2			

Approved by BCLT Board dated May
2020.....

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1. Purpose and definitions

Purpose

This Code of Governance reflects BCLT's rules and should be read in conjunction with the BCLT rules as an Industrial and Provident Society for Community Benefit which take precedence over this code.

BCLT is committed to good governance. The overriding principle for this document is to ensure the board will be effective in leading and controlling BCLT and acting wholly in its best interest.

This document is the main code but is part of a suite of documents which together form a comprehensive approach to Governance.

Definitions

Board Members refers to all non-executive directors and co-opted members of Group Combined Board and the boards of its subsidiary companies.

Involved Members refers to all BCLT members who are not also board members involved in any activity in connection with a formally constituted meeting or group convened by BCLT.

Probity means acting ethically with decency and honesty

Connected to BCLT refers to Board Members, staff, members, customers and customers of BCLT, friends, contractors, sub-contractors and other third party companies that provide services to BCLT such as solicitors, architects, builders, etc.

Relative / related refers to a person connected by blood or marriage and /or cohabitation, civil partnership or dependents. The definition under s272 Housing and Regeneration Act 2008 shall apply.

2. Who does this Code apply to?

- 2.1 The Code applies to our staff, Board Members and involved Members. We also expect our suppliers, contractors and sub-contractors to act in a way that demonstrates high standards of conduct and probity.

3. How to stay up to date with this Code?

- 3.1 All staff, Board Members and Involved Members receive training in relation to the Code of Conduct when they join BCLT as part of the induction process. Ensuring high standards of conduct and probity is important and so there is mandatory training every three years to ensure up to date knowledge and understanding of expectations. An reminder of the expectation of adherence to this Code will be issued annually and this will dovetail the annual review of declarations of interest.

- 3.2 Anyone unsure of what is expected of them should seek support from their line manager or the Chair of the Board.

4. Expectations

- 4.1 The Code sets out what BCLT will do to ensure that the highest standards of conduct and probity are delivered whilst fulfilling our core strategic objectives, and what we expect from our staff, board members and Involved Members in upholding these standards. Our work is underpinned by a commitment to conduct ourselves with integrity, transparency, respect and responsibility.
- 4.2 BCLT expects all staff, Board Members and Involved Members to read and comply with this policy and the associated policies and procedures that are referenced in this policy.

5. Culture and Values

- 5.1 This section outlines the behaviours and standards, along with the related policies, that will be upheld by BCLT and are expected of staff, Board Members and Involved Membership. They reflect the core values of our organisation. They demonstrate a working culture based on respect, honesty and fairness.
- 5.2 This section also outlines behaviours that are considered unacceptable and at odds with BCLT's ethos.
- 5.3 BCLT **will**:
- Promote standards to ensure the conduct of staff, board members and Involved Members at meetings, events, and in the workplace, demonstrates respect for all, and promotes the values of BCLT.
 - Ensure that the expected standards of behaviour and conduct for staff, board members and Involved Members are clearly set out in their terms of appointment and form part of induction training.
 - Use reasonable endeavours to ensure that contractors directly involved in delivering BCLT's business activities are obliged to comply with BCLT's relevant policies, procedures and code of conduct. [supplier code required]
 - Encourage those with serious concerns about any aspect of their work to come forward and express those concerns and will comply with, appropriate policies and procedures for handling any such concerns. [whistleblowing policy etc]
- 5.4 All staff, Board Members and Involved Members **must**:
- Fulfil their obligations responsibly, acting at all times in good faith and in the best interests of BCLT, its customers and other service users, maintaining high standards of professionalism at all times.

- Respect the appropriate channels for handling BCLT’s business, including service provision issues and not use their position to gain personal advantage.
- Respect the principle of collective decision-making and corporate responsibility. This means that once the board has made a decision, that decision must be supported.
- Handle personal data in accordance with data protection legislation and not disclose without authority any confidential business information
- Comply with the law, terms of appointment and BCLT’s policies and procedures,
- Refrain from bringing BCLT’s name into disrepute or affect its integrity by their actions or words, either within BCLT or outside, failure to act accordingly may result in disciplinary action or dismissal. This includes, but is not limited to:
 - Illegal, immoral, racist or other discriminatory activity.
 - Making offensive comments, this includes written and spoken.
 - Engaging in any political or campaigning activity that might compromise the position of BCLT.
 - Theft from BCLT, members of staff or the public.
 - Fraud or other incidences of dishonesty.
 - Falsification of records, reports, accounts, expense claims or self-certification forms, whether or not for personal gain.
 - Verbal or physical assault.
 - Serious or deliberate damage to or misuse of BCLT property.
 - Drunkenness or being under the influence of illegal drugs on BCLT premises or whilst on BCLT business.
 - Possession, custody or control of illegal drugs on BCLT premises or whilst on BCLT business.
 - Causing loss, damage or injury to others through serious negligence.
 - Failing to declare unspent criminal convictions.
 - Unlawful discrimination or harassment.
 - Breach of confidentiality.
 - Behaving in such a way as to risk the health or safety of any of our customers, visitors, staff or board members.

6. Transparency and Integrity

6.1 Our reputation as an organisation relies on being transparent in our dealings and maintaining integrity. This means operating in a fair way, without inappropriate influence from third parties or competing loyalties. It means being open about any conflicts of interest, using our resources in the best interests of BCLT, and preventing corruption, bribery and fraud.

6.2 BCLT will:

- Clearly set out the expectations of staff, board members and Involved Members to act and be seen to act, wholly in the best interests of

BCLT, its customers and other service users (and their responsibilities in this regard) in their terms of appointment and as part of the induction training.

- Clearly set out the requirements of staff, board members and Involved Members to comply with BCLT's anti-bribery and corruption policies and procedures (and their responsibilities in this regard) in their terms of appointment and as part of the induction training.
- Exercise due diligence in dealing with consultants, contractors, suppliers, joint venture partners and agents to ensure that they have anti-bribery and corruption, anti-slavery policies and procedures that are consistent with our own.
- Promote a culture of transparency and accountability.

6.3 All staff, board members and Involved Members must:

- Take all reasonable steps to ensure that no undeclared conflict arises, or could reasonably be perceived to arise, between their duties and their personal interests, financial or otherwise. Staff should ask themselves, how does this look to the outside?
- Avoid inappropriate use, either directly or indirectly, of BCLT's funds and resources. Resources includes staff, information, telephone, computer and other IT facilities, equipment, stationery, tools, machinery and transport.
- Act with transparency and integrity and must not misuse their position for personal gain.

7. **Declarations of interest**

7.1 As part of our commitment to transparency and operating fairly, BCLT has a system for declaring and dealing with any potential or actual conflict of interest. A conflict of interest occurs when circumstances could be perceived to be in conflict with, or could unfairly influence, the activities of the organisation. By declaring conflicts of interest, BCLT can look at the situation objectively and manage the outcome appropriately and fairly. It is not about preventing or discouraging activities by staff, board members and involved customers, but about ensuring a culture of openness.

7.2 There are three main categories in which a conflict of interest can occur and should be reported using the declarations system:

- **Interpersonal connections including the use of contractors and suppliers** – this includes personal and family relationships, and the provision of accommodation, employment and services, by the organisation and its suppliers, to these persons.
- **Gifts and hospitality** – this includes gifts and hospitality both given and received both in a work and a social context.
- **Activities outside of work** – this includes work outside of the organisation, whether paid or unpaid, appointments at board and school governor level and political activities.

7.3 BCLT will:

- Maintain a register of interests, in which all interests declared by staff, board members and involved customers are recorded, and ensure that the register is available for inspection upon request.
- Ensure that potential and actual conflicts of interest are dealt with so as to protect BCLT and its reputation.

7.4 All staff, board members and Involved Members **must**:

- Comply with BCLT's policies and procedures for declaring, recording and handling conflicts of interest and take all reasonable steps to ensure that no undeclared conflict arises, or could reasonably be perceived to arise, between their duties and their personal interests, financial or otherwise.
- Ensure that their entry on the register is renewed annually and is up to date and accurate.
- Ensure that any conflict of interest is raised as necessary, even when the declaration is already contained within the register. Such an example may include verbally advising of a conflict of interest should the subject matter or company be discussed at a meeting
- Failure to comply with this Code may result in disciplinary action or in some cases dismissal and these will be considered on a case by case basis. Declarations are made through the Code of Conduct declarations system.
- Board Members who operate under coterminous Board arrangements should familiarise themselves with the coterminous Board policy which sets out how any perceived or real conflicts of interest shall be handled.

8. Interpersonal connections

8.1 BCLT **will**:

- Comply with fair and transparent policies relating to the provision of our accommodation. Preferential treatment must not be given.
- Comply with fair and transparent policies relating to the offer of employment. Preferential treatment must not be given.
- Maintain a list of contractors and suppliers connected to and/or used by BCLT.

8.2 All staff, Board Members and Involved Members **must**:

- Declare to their line manager or the Chair if they become aware that a close relative (any relationship by blood or marriage and /or cohabitation, civil partnership or dependents) has applied for a job with BCLT. Declarations must be recorded on the declarations register.
- Declare to their line manager or the Chair if a romantic relationship develops between themselves and someone connected to BCLT whilst in BCLT's. Declarations must be recorded on the declarations register.

8.3 All staff, board members and Involved Members **must not**:

- Allow any personal relationship with a customer or other service user to conflict with their role and responsibilities or to provide preferential treatment.
- Be involved in the appointment of staff, contractors or suppliers where they are related, or are closely connected, to an applicant.
- Be involved in decisions relating to discipline, promotion, terms of contract, pay or benefits for any member of staff, contractor or supplier to whom they are related or closely connected.
- Form romantic relationships with customers that they have direct contact with due to their position.

9. Use of Contractors

9.1 All staff, Board Members and Involved Members **must**:

- Seek prior approval from their line manager or the Chair before using contractors and suppliers connected to BCLT for private purposes. This also includes recommending contractors and suppliers to people they are related or closely connected to. This should be avoided however, in some circumstances this is unavoidable but a declaration must be made confirming that no financial or other advantage has been secured as a result of the relationship with the company. The role of the declarer should be considered by the line manager, for instance, does the declarer have influence in appointing or managing contractors and suppliers? If so, approval should not be granted unless there are exceptional circumstances. The register of declarations is available for all Directors to inspect.
- Provide evidence of any works or services undertaken for you in a personal capacity by a contractor or supplier connected to BCLT upon request, clearly demonstrating that the commercial rate has been paid. Invoices/receipts must be retained for a period of three years and spot checks will be carried out to monitor compliance
- Should permission be sought retrospectively, the matter must be referred to the Company Secretary or the Chair of the Board for consideration. The nature of the conflict of interest will determine the level of action taken against the declarer but could ultimately lead to disciplinary action or dismissal

9.2 If a staff member, Board Member or Involved Member is responsible for issuing works to a contractor or supplier, they **must not** seek to have private works undertaken by the company, or any other company associated with them. This also applies to people they are related or closely connected to.

In exceptional circumstances, such as the nature of works being so niche, permission **must** be sought from the relevant Director prior to initiating conversations with the contractor or supplier in question. Retrospective permission will not be granted on these occasions and disciplinary action will be considered, which could ultimately lead to dismissal

10. Gifts and hospitality

10.1 BCLT will:

- Ensure that there are clear and fair procedures relating to the giving, receipt and recording of gifts, hospitality and other benefits for staff, Board Members and Involved Members and others directly involved in delivering BCLT's business activities.
- Use any bequests in accordance with the wishes of the giver. Where these wishes are not made known, the money will be used to fund a project, event or to purchase equipment or furnishings that will be of joint benefit to the organisation's customers and communities. Bequests should however be avoided.

10.2 All staff, Board Members and Involved Members must not:

- Offer, seek or accept bribes or inducements to act improperly or corruptly.
- Seek or accept gifts, hospitality or other benefits from individuals or organisations that might reasonably be seen to compromise their judgement or integrity or place them under an obligation to those individuals or organisations.
- Give extravagant gifts or loans of money to, or receive gifts and loans from, customers, contractors, third party companies or other service users.

10.3 All staff, board members and Involved Members must:

- Inform a senior person or line manager and submit details to the gifts and hospitality register whenever gifts or hospitality are offered, regardless of whether they are accepted, as soon as possible.
- Tactfully decline gifts of greater value than £50
- Ensure that hospitality accepted during the course of a working meeting is moderate and could not be considered as excessive. Sandwich lunches and light refreshments provided during the course of business do not need to be declared, however, if staff, Board Members or Involved Members are invited out for a meal this must be declared.
- Apply caution when offering gifts. Small marketing materials such as pens and key fobs are acceptable.
- Discourage customers from leaving gifts or money in their wills to individual staff.
- Donate any gift or 'prize' won in a networking or corporate event to the annual charity raffle.

11. Activities outside of work

11.1 All staff, Board Members and Involved Members must:

- Discuss with their line manager or the Chair if they intend to stand for political office.
- Make a declaration of interest if new appointments or employment are taken up during their time with BCLT. These appointments/employment should not interfere with their role at BCLT.

- Consult their line manager before taking on any outside work or any position, paid or unpaid. Any such work or position must not interfere with their existing job or conflict with the interests of their job at BCLT. These must be declared and approved prior to taking on any position. Any existing roles that were taken up before the introduction of this Code will be reviewed on a case-by-case basis and will be reviewed by the relevant manager.

12. Bringing the organisation into public disrepute

External public communications including press, media and social media:

- No member of staff or trustee will communicate with the press/media without the prior knowledge of the Chair and/or Chief executive
- All statements to the press will be signed off by the Chief executive and/or Chair
- Use of BCLT's social media platforms is solely for the promotion of the organisation's objectives and aims
- Any member of staff or trustee bringing the organisation into disrepute through press, media and/or social media will be dealt with via the disciplinary procedure.

Using social media

BCLT respect's staff and trustees right to a private life, and that includes joining any social media sites that you wish. However, as information posted on such sites is classed as public and not private, you must not disclose any private or confidential information relating to BCLT, our customers, partners, suppliers, Governing Body members, or employees on any social networking sites, bulletin boards, blogs or similar. This applies whether you are posting under your own name or a pseudonym.

13. Fraud and Money Laundering

13.1 BCLT takes a zero tolerance approach and will pursue fraud and unexplained loss vigorously. All staff, Board Members, and Involved Members must:

- Behave in an open and honest way at all times;
- Be alert to possible fraud and money laundering and report any concerns;
- Refuse and not accept anything which might be perceived as a bribe

14. Reporting

14.1 The declarations register is monitored regularly and is reported on an annual basis (staff declarations are reported to the Administrator and declarations are presented to the Board).

14.2 Line managers are responsible for reviewing declarations made by staff and the Board is responsible for reviewing declarations made by Board Members and Involved Members.

14.3 A register of interests for Board Members, Involved Members and Staff is available for stakeholder scrutiny.

15. Non-compliance

15.1 It is the responsibility of staff, Board Members and Involved Members to ensure compliance with this Code. Failure to do so may result in disciplinary action, dismissal, removal from the board and involvement in BCLT activities and groups.

15.2 In the event of a breach of this Code staff members will be referred to their line manager and/or the Chair, Board Members and Involved Customers will be referred to the Chair and Company secretary who in turn will refer the matter to the Board for final consideration.

Appendix 1: Example situations

- **A family member or close friend applies for a job at BCLT** – inform your line manager and make a declaration. If the person is offered the job and accepts, a further declaration will need to be made confirming the relationship and that there are no line management issues and there was no involvement in the recruitment process.
- **You develop a relationship with another member of staff whilst employed at BCLT** - inform your line manager and make a declaration. Working arrangements may need to be changed to ensure there is no conflict of interest.
- **A customer or other service user asks for a loan of money from you** – tactfully refuse and make a declaration.
- **A customer offers you some money** – tactically refuse, thank them and make a declaration.
- **You work in a non-customer facing role and you start dating someone who is a customer. They ask if you can help them get a better house** – inform them that you are not able to. Inform your line manager and make a declaration.
- **You need some legal advice. One of the solicitors used by BCLT offers to do it for you, at a discounted price** – tactfully decline their offer, inform your line manager and seek an alternative arrangement, either with a solicitor not used by BCLT, or with the original solicitor at their standard rate (subject to prior approval from the declarations process). To ensure complete transparency, raise a declaration detailing the company in question and the action you have taken to ensure there is no conflict of interest or financial gain for either party
- **You need some pointing work doing on your property. The contractor is also a contractor for BCLT**– seek approval from your line manager prior to approaching them. If approval is given, inform the contractor that the works must be carried out at their standard rate, and that you will require invoices and receipt as part of the payment process. N.B line managers must consider the role of the person seeking work and consider does this person issue work to the

contractor or are they involved in procurement matters, in which case connected contractors should not be used unless in exceptional circumstances.

- **One of your friends has just started out as a plumber. You know that there is some extra work going at BCLT.** Advise them of the opportunities and signpost them to the relevant application site and make a declaration to inform your line manager of the relationship.
- **A customer, contractor or supplier offers you a gift with a value of less than £50** – You must declare this. Your line manager/Chair will then decide whether or not you can keep the item, or whether it should be shared or reserved for the charity raffle. If your manager is unsure, they can seek advice from the Governance Team.
- **A customer, contractor or supplier offers you a gift with a value over £50** – Tactfully refuse the item. Inform your line manager and make a declaration.
- **A customer has left £75 in their will to you** – refuse the money, inform your line manager and make a declaration.
- **A customer has left £25 in their will to you** – inform your line manager and make a declaration. A decision will be made as to whether you are allowed to keep the money.
- **A customer, contractor or supplier personally offers to take you out to a dinner which will cost £100 a head** – these may be accepted if the event relates to work however if it is a social invitation you should tactfully decline the invitation, inform your line manager and make a declaration. N.B declarations are not required if the invitation is a blanket invitation and is not a personal invitation.
- **A customer, contractor or supplier offers to take you out for a working lunch at a local pub** – inform your line manager, seek approval before accepting and make a declaration.
- **A customer, contractor or supplier provides you with a sandwich lunch** in a working environment, such as their office – you do not need to declare this.
- **A customer, contractor or supplier buys you a coffee** – you do not need to declare this.
- **A customer, contractor or supplier invites you to an entertainment event, such as a sporting or musical event** – these may be accepted if the event relates to work (e.g. an invitation to attend the races for a networking event) however if it is a social invitation (e.g. an invitation to attend football at the weekend) you should tactfully decline the invitation.
- **You need some extra money for Christmas and have noticed your local pub is offering shifts.** Discuss this with your line manager and seek approval before accepting any shifts as this may affect your ability to effectively fulfil your duties at BCLT due to fatigue, etc. You must also make a declaration.
- **You are at a networking event and an exhibition stand is offering a free prize draw to win an iPad if you enter your business card.** Advise your line manager should you be the selected winner, make a declaration and donate the prize to the charity raffle.
- **Trades working out of hours/weekends**

Appendix 3 – Conflict of Interest Policy and Register of Member’s Interests

Bristol Community Land Trust Conflict of Interest Policy and Register of Member’s interests

Principal Duty

Board members must ensure that the interests of the organisation are placed before any personal interests. Boards must consider any potential conflicts of interest and adopt appropriate policies.

Board members principle duty is to the BCLT and should abide by the BCLT governing rules. No board member shall have any financial interest in any contract or other transaction with the BCLT unless it is expressly permitted by the rules or subsequent guidance from a regulator or not in breach of this policy and the code of governance.

Why we have a policy

Conflicts of interest can arise when a board member’s personal, family or business interests may conflict with those of BCLT. This can have the effect of:

- Inhibiting free discussion
- Result in a decision that is not in the best interest of BCLT
- Risk the impression that BCLT has acted improperly
- Giving an unintended benefit and/or advantage to a Board member

Declaring Interests

All board members are required to disclose any interest on any agenda item prior to it being discussed. If there is a conflict of interest the board member may be asked to leave for that discussion item or if they do remain present they will not take part in the decision making. The latter action may be the case if the conflict of interest arises where the benefit is universal to all users and where the direct benefit to the board member is minimal. The decision on whether the Board member remains present will be taken by the Chair, whose ruling will be final and conclusive.

The granting of a tenancy, licence or lease to a board member is not considered a benefit as long as the granting of this is done in line with the BCLT Allocation Policy. Board members who are residents will not be deemed to have a conflict of interest when making decisions that affect all or the majority of BCLT residents.

All board members will be asked to sign a declaration of interests form listing the types of interests that should be declared. This will be brought to each meeting and board members asked to update this as required. A formal review of member's interests will happen annually. If members have any doubt about whether something is a conflict of interest they should seek the advice of the company secretary. The company secretary will also hold a book where any gifts or hospitality board members receive in connection with their duties will be recorded.

In the event of the board having to decide on a matter in which a board member has a conflict of interest the decision will be taken by a vote and the interested parties will not count towards the decision being quorate. Minutes will record the nature and extent of the conflict, an outline of the discussion and the actions taken to manage the conflict.

Any payments or benefits made to members will be reported in the annual report and accounts. If a member is connected to the supply of a service or a product to BCLT this will also be disclosed in the annual reports and accounts.

Failure to comply with this policy.

If any member fails to declare an interest in compliance with this policy they could be asked to vacate the office either permanently or for a period of time. This decision will be made by the board.

Conflicts of interest via known third parties

All tenderers and all parties to contracts shall be required to sign a declaration to the effect that none of the owners, partners or significant shareholders (a 'principal proprietor) are Board members or staff members, or close relatives of a Board or staff member. For the avoidance of doubt, a contract does not include the purchase of goods on standard terms from a generally accessible supplier.

All tenderers shall be provided with a copy of the organisations' Anti-Fraud & Bribery policy. The member of staff responsible for the contract shall ensure that the tender/contractor

Appendix 4 – Board Member Role Profile

BCLT Board Member Job Description

Introduction

Bristol Community Land Trust (BCLT) was established as an Industrial and Provident Society in April 2011 with an aim to help people in Bristol and in the other districts comprising the former county of Avon to participate in and contribute to the development of affordable housing and other community assets that will sustain that community now and in the future.

Basic Expectations of Board Members

Members are expected to attend all meetings which are held at least 6 times a year or to offer apologies in advance. Members should come to meeting prepared and having read any relevant papers. Members should abide by the BCLT Code of Conduct at all times and will be expected to sign a statement confirming they will meet their obligations to the board and BCLT.

Key Responsibilities of the Board

The core functions of the board are to:

- set and ensure compliance with the values, vision mission and strategic objectives of the CLT, ensuring its long term success;
- appoint and supervise paid staff and approve their salaries, benefits and terms of employment;
- satisfy itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication;
- establish, oversee and review annually a framework of delegation and systems of internal control;
- establish and oversee a risk management framework in order to safeguard the assets of the CLT;
- take appropriate advice;
- ensure that at any time when the CLT is registered with the regulator as a provider of social housing, it takes account of any obligation imposed upon the CLT by the regulator in exercise of its powers;
- satisfy itself that the CLT's affairs are conducted in accordance with generally accepted standards of performance and propriety; and assess compliance with this Code of Governance.
- establish and operate a performance appraisal system for paid staff
- appraise its own performance as a board before each AGM using an external facilitator if appropriate
- decide whether to issue shares to raise funds and the terms on which they are issued.
- decide whether to issue bonds and the terms on which they are issued;
- determine the procedures and forms to be used for persons applying for shares and for the minimum allowable shareholding;

In addition the board will also:

- monitor the operations of BCLT and satisfy itself that it is meeting all accepted standards of performance, probity and financial prudence
- approve strategies and policies and ensure that a high quality and effective service is provided to residents and potential residents
- develop positive and constructive relationships with key partners including its funders and regulators and the community it serves
- ensure BCLT has adequate resources in place to deliver the strategic objectives
- set employment and volunteering policies
- promote partnership working with other agencies

Key aptitudes, experience and qualities of Board Members

1. A demonstrated interest in BCLT and its work to nurture sustainable communities through access to affordable homes that meet local needs and other community assets
2. A commitment to the mission and aims of BCLT
3. Ability to contribute to one or more of the key issues facing BCLT
4. Specific skills and experience in an area relevant to BCLT including:
 - Finance
 - Law
 - Business Development
 - Human resources
 - Planning
 - Architecture
 - Building Construction
 - Marketing
 - Fundraising
 - Community relations
 - Community development
 - Partnership working
 - Managing community assets
 - Housing management
 - Environmental sustainability.
5. A willingness to expand knowledge to provide further expertise onto the board
6. Direct knowledge of the needs and aspirations of the communities where BCLT works. A willingness to represent the views and wishes of various communities across Bristol whilst at the same time accepting that their principle duty is to BCLT.
7. A good understanding of equality and diversity issues
8. An ability to offer at least 4 hours a month including for preparation and attendance at Board meetings which are held at a minimum of 6 times a year and preparation. Time will also be required to respond to e-mail information. In addition board members may be asked to take on particular tasks as individuals or groups, related especially to the identification of developments.
9. Access to telephone and internet communication
10. Members must fulfil the eligibility criteria as laid down by the Rules of BCLT

Appendix 5 – Chair Role Profile

Responsible to:

BCLT's chair is responsible to BCLT's board of directors.

Responsible for:

The BCLT chair is responsible for the direction and supervision of the chief officer and through them for the entire staff team.

Main duties

1. With board members, BCLT staff and stakeholders, lead the strategic development of BCLT and its role within community led housing (CLH) for the South West Region, including demand analysis, resource planning and impact monitoring.
2. Support and foster relationships with key stakeholders including local authorities, the regulator and Homes England as well as stakeholders in the community-led housing movement across the West of England and in the National CLT Network.
3. Ensure that the organisation complies with all its legal, financial and contractual responsibilities, especially in respect of data protection. Ensure that reporting requirements are met.
4. Ensure the development and updating of the business plan for the organisation, including modelling of revenue and costs, bidding for

resources and reporting to the board and stakeholders, is adequately resourced and carried out.

5. With the board and staff, identify priority sources of funding and other support for core and management costs, services and projects.
6. Work with board members to ensure that the business of the organisation is conducted efficiently, that realistic objectives are set and targets achieved. Oversee the risk register and work with board members, staff and stakeholders to address and mitigate risks identified.
7. Oversee the recruitment of new members and general development of the Board, ensuring that new directors are effectively inducted, trained and supported
8. Oversee development and implementation of quality assurance processes for the organisation's advice and charged services.
9. Uphold and promote all of BCLT's policies and procedures, particularly those relating to equality and diversity, confidentiality, data protection, safeguarding and codes of conduct
10. Ensure that a full range of operational policies for the day-to-day operation of the organisation's work and services is maintained.
11. Ensure effective and high standard of governance of the organisation in line with its constitution and business plan, including ensuring that all legal and compliance requirements are met and that quality standards are set and maintained. In line with BCLT's status as a registered provider of social housing, ensure that the key elements of the Governance and Viability Standards of the Regulator of social housing are met and maintained.
12. Maintain confidentiality of information acquired in the course of undertaking duties
13. With board members, BCLT staff and stakeholders, lead on the development and implementation of a communications strategy to support BCLT's objectives
14. Represent BCLT at meetings as required
15. Support the BCLT chief officer to manage the organisation's staff and premises; undertake regular one to one support of the chief officer and, with other board members, oversee the development and regular review of a suite of policies appropriate to the needs of a small organisation.
16. Consider the need for continuing self-development and put in place suitable training for the chair and other board members as appropriate.

Appendix 6 – Data Protection, Access to Information & Document Retention

1. Statement of Intent

This policy aims to protect and promote the rights of individuals and the BCLT, by identifying information that is to be treated as confidential, and outlining the procedures for collection, storage, handling and disclosure of such information.

BCLT holds personal and confidential information about its prospective, current and former employees, board members, tenants, leaseholders, suppliers and contractors.

This policy covers all records and information held by BCLT in respect of these 'data subjects'.

2. Implementation

2.1 Definitions

BCLT will adhere to the eight principles of the Data Protection Act 1998, which require that –

1. Personal information shall be processed fairly and lawfully
2. Personal information shall be obtained only for one or more specified and lawful purposes and shall not be processed in any manner incompatible with

- that purpose(s)
- 3. Personal information shall be obtained only for one or more specified and lawful purposes and shall not be processed in any manner incompatible with that purpose(s)
- 4. Personal information shall be adequate, relevant and not excessive in relation to the purpose(s) for which it is processed
- 5. Personal information shall be accurate, and where necessary, kept up to date
- 6. Personal information shall not be kept for longer than is necessary for that purpose(s)
- 7. Personal information shall be processed in accordance with the rights of data subjects under the Act. This includes the rights of access to information, to prevent processing, to compensation for substantial damage or distress, to have data amended or deleted, and relating to automated decision taking.
- 8. Appropriate technical and organisational measures shall be taken against unauthorised or unlawful processing of personal data and against accidental loss or destruction of, or damage to, personal data
- 9. Personal information shall not be transferred to a country or territory outside of the European Economic Area unless that country or territory ensures an adequate level of protection for the rights and freedoms of data subjects in relation to the processing of personal data

Confidential information is defined as information which is of a personal and sensitive nature. Personal information relates to a living individual who can be identified either by the information alone or together with other information and includes expressions of opinions about an individual. Sensitive personal data is data relating to ethnic or racial origin, political opinion, religious beliefs or beliefs of a similar nature, trade union membership, physical or mental health, sexual life, offences, alleged offences, proceedings and sentencing arising from an offence.

BCLT will not ask for information that is not necessary for business purposes.

2.2 Storage of Information

Confidential information relating to, prospective, current and former tenants, leaseholders, contractors and suppliers will be held in electronic data systems, the e-mail system and manual files.

Confidential information will only be accessible to staff who 'need to know' such information in order to carry out their duties.

Confidential information will be kept discreetly at all times, out of view of visitors to the office or other staff and contractors who do not need access to the information in order to carry out their duties. Files will be suitably stored and will not be removed from the office unless absolutely necessary. If files

are removed from the office then they will remain in the control of that member of staff, kept secure and not visible to other persons.

Members of staff, applicants for housing, tenants, leaseholders and any other visitors will be offered a private place to discuss matters of a confidential nature.

Where there is a requirement to discuss confidential information internally, this will be done in private and only between members of staff who have a legitimate right to access that information in order to carry out their duties.

At the end of the working day, all confidential information will be moved out of view and wherever possible put away in desks and filing cabinets.

When dealing with customers by telephone BCLT will take steps to ensure the identity before disclosing personal information.

Employees will not discuss confidential information with third parties who have no particular right to know about the internal business of the Association.

BCLT will give anonymity to tenants and leaseholders wherever practicable in reports to the Board of Trustees. Confidential information relating to all prospective, current and former employees and Board members is held securely by the company secretary. Relevant confidential information will also be held securely by the responsible manager of the payroll and pension scheme.

2.3 Use of Information

Personal information relating to tenants and leaseholders will be used to: -

- assess and prioritise applications for housing
 - enable BCLT to fulfil its responsibilities as a landlord, for example,
 - passing names and telephone numbers on to contractors so that
 - arrangements can be made to carry out repairs
 - tailor service delivery to meet individual's needs
 - comply with BCLT's legal and regulatory obligations
 - enable audit of services
 - ensure that the Association's Equality and Diversity policy is being effectively implemented.

Information about ethnic origin or religion will be used to provide statistical information to organisations that regulate the BCLT. The information will be presented in a way that does not identify individuals.

Medical or health information will be used to assist residents in receiving appropriate care, support and assistance and to ensure that the BCLT makes reasonable adjustments for employees and Board members in accordance with the Disability Discrimination Act.

All applications for employment or accommodation will contain details of how the personal data will be used. Consent to disclose information to a third party will be obtained from each individual, who will be informed of the implications of giving consent.

Information will not be shared with third parties without the individual's written consent other than in the exceptional circumstances detailed in the Data Protection Act 1998: –

- Where there is clear evidence of fraud
- To comply with the law
- In connection with legal proceedings
- To protect the health and safety of the individual, where the individual would be at risk if the information were not disclosed, or where there is a legal requirement to do so
- Anonymously for statistical purposes