



BOARD & CO-OPTES CODE OF CONDUCT POLICY AND DECLARATION FORM

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Purpose and Aims

The purpose of this document is to make clear the boundaries of conduct that must be adhered to by all members of the Manningham Housing Association's (MHA) Board and Co-optees to the Board or Committees. This is to ensure that customers and stakeholders have confidence in the integrity of MHA.

Code of Conduct

1. Scope

- 1.1. The Code of Conduct outlines the behaviour expected of all Board members and Co-optees to the Board or committees of MHA.

2. General Conduct of Board members

- 2.1. Board members and Co-optees are expected to act in good faith and in the best interests of MHA, and its tenants.
- 2.2. Board members and Co-optees should avoid conducting themselves in a manner which could reasonably be regarded as bringing MHA into disrepute, including:
- Through membership of, or participation in, activities organised by groups whose values are inconsistent with those of MHA. This includes but is not limited to illegal, immoral, racist or other discriminatory activity.
 - By actions or words that bring MHA's name into disrepute; including on social media.
 - By making derogatory comments about MHA, or its customers. This includes where a Board member or Co-optee does not name MHA, but its identity can be reasonably inferred.
- 2.3. Board members and Co-optees must respect the procedures of the organisation in relation to customers, and to not act outside of these procedures, or place undue influence on staff regarding an individual customer.

3. MHA's Values

- 3.1. All Board members and Co-optees are expected to act in line with MHA's Vision, Mission and values. These are: Integrity, Respect, Excellence, Community and Sustainability

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5. Representing MHA

- 5.1. A key role of a Board member and Co-optees is to represent the organisation to external and internal stakeholders.
- 5.2. When representing MHA Board members and Co-optees must behave appropriately, demonstrating commitment to the values and policies of MHA.
- 5.3. Board members and Co-optees must promote the MHA in a positive light and where the situation arises, be an ambassador for MHA within the community.
- 5.4. Board members and Co-optees must be clear on their capacity when they are communicating on any personal social media that refer to their role at MHA.
- 5.5. Board members and Co-optees must adhere to MHA social media, ICT Security, AI and use of company information and communication technology policy.
- 5.6. Board members and Co-optees must always consult the Chief Executive if they are approached by the media.
- 5.7. The only designated press and media spokespersons for MHA are the Chair, and the Chief Executive. The Chief Executive is entitled to delegate their spokesperson function to a specified member or members of staff of MHA and the Chair to an agreed member of the Board only.
- Board members and Co-optees may engage in positive publicity but under normal circumstances and unless delegated otherwise by the Chair or Chief Executive, board members and Co-optees are not permitted to make any statement, representation, give any interview, or enter into any
- other communication with the press or media concerning, relating to or referring to MHA or any part or aspect of MHA's business, operations or plans without first having received written approval so to do from the Chair, or Chief Executive.
- 5.8. Board members and Co-optees, must not, without prior authority:
- Appear to represent the views or position of MHA
 - Write letters to the press or other recipients(s)
 - Write media articles, blog posts or tweets etc., about MHA and its activities
 - Make comments or statements to the media – if approached, Board members and Co-optees, must pass the enquiry to the Head of Governance and Regulatory Compliance to decide on who is the appropriate person to respond

6. Relationship with other Board members, Staff and Residents

- 6.1. Board members and Co-optees are expected to maintain a constructive professional relationship with other Board members, Co-optees, staff and tenants treating them with respect.
- 6.2. Board members and Co-optees must not invite or influence tenants to make a Will or

- Trust which names a Board member or Co-optee as Executor, Trustee or Beneficiary unless, the Board member has a close connection.
- 6.3. Board members and Co-optees are expected to demonstrate the highest standard of integrity and alignment with the values of MHA in all their dealings with other Board members, Co-optees, staff and tenants.
- 6.4. Board members and Co-optees must not allow personal relationships with other Board members, staff and tenants to conflict with their roles and responsibilities
- 6.5. Board members and Co-optees must not exchange gifts or loans of money from tenants or service providers.
- 6.6. When handling information relating to staff and residents, Board members and Co-optees must comply with the law and MHA's policies and procedures relating to the protection of personal data.
- 6.7. Board members and Co-optees should not become inappropriately involved in operational matters which have been delegated to staff.
- 6.8. Staff have line management chains that govern their work. Boardmembers and Co-optees must not instruct staff or contractors.
- 6.9. Concerns about staff performance should be raised constructively and not be based on criticising individuals. Any concerns about the performance of individual staff members must be discussed in confidence with the Chair of the Board, appropriate committee or panel, or with the Chief Executive.
- 7. Conduct at Meetings**
- 7.1. Board members are expected to attend all Board meetings. Where this is not possible apologies should be sent in advance. The Board has a requirement that Board Members must achieve a 70% attendance target over a rolling 12-month period. The Board can agree to waive this in exceptional circumstances due to absence (including a holiday or illness).
- 7.2. There may be other circumstances where members require exceptional leave such as long-term sick, maternity or paternity leave, these cases will be considered on a case-by-case basis. Should a member be granted an extended leave of absence by the Board, an extension to a member's term may be considered by discretion of the Board
- 7.3. Board members may be asked to attend additional meetings such as Away Days, these days are critical in supporting the Board to fulfil its roles and responsibilities, and it is expected that individual Board members will make every effort to attend.
- 7.4. Board Members and Co-optees must be well prepared for meetings having read all Board Papers and be able to constructively challenge the Executive and other Board Members during the meeting.
- 7.5. At meetings Board members and Co-optees are expected to be courteous to all other attendees and respect the position of the meeting chair. Board members must not use

threatening or aggressive behaviour, or act in a disruptive way.

- 7.6. Board members and Co-optees must not attend meetings while intoxicated or under the influence of illicit drugs.
- 7.7. At meetings Board members and Co-optees should listen and hear the views of others facilitating constructive debate. Where differences arise, they should positively seek a constructive resolution of conflict.
- 7.8. Board members and Co-optees must respect the position of the Chair and frame debate around the agenda for the meeting.

8. Learning and Development

- 8.1 Board members are expected to participate in the biennial 360 Board appraisal process and Board one to ones with the Chair of Board.
- 8.2 Board members are expected to request personal training and development relevant to their role on the MHA Board or an MHA Committee.
- 8.3 Board members are expected to keep their specialist knowledge up-to-date and keep abreast of current affairs and matters that could affect the Association by attending conferences and seminars.

9. Environmental Impact

- 9.1 Board members and Co-optees are expected to evaluate information that is provided by the Association and consider the long-term environmental impact of their decisions.
- 9.2 Board members and Co-optees are to consider the Association's broader purpose when facing potential Environmental, Social and Governance issues.

10. Collective responsibility

- 10.1. Board members agree to act collectively taking joint and several liability for decisions. Decisions should be taken together and communicated in a unified manner. A Board is a team and it can only be effective if it is pulling in the same direction and can resolve differences of opinion amicably. A Board needs all its members to support the organisation's objectives and policies once these have been agreed.
- 10.2. A Board must reach decisions on many issues and will normally seek consensus. In the case of an equality of votes the chair of the meeting shall have a second or casting vote. Board members share responsibility for all decisions and cannot pick and choose those with which they would like to be associated. Whilst it is entirely acceptable for a Board member, from time to time to request that their differing views be formally minuted, where a Board member finds themselves in fundamental disagreement with the rest of the Board over a series of major issues, they may need to consider their continuing membership of the Board.
- 10.3. Board members are expected to contribute to and share responsibility for Board and

Committee decisions. Board members who persistently obstruct, hinder or impede the business of meetings or the performance by any Board member or officer of MHA of their duties, or who engage in conduct detrimental to MHA's interests, whether or not at a Board or Committee meeting may be determined as having engaged in negative conduct.

11. Confidentiality

- 11.1. Board members and Co-optees undertake to treat as confidential all information relating to the business, policy, management, future, clients, and tenants and staffing of MHA to which they will as a matter of course have access.
- 11.2. Board members and Co-optees undertake not to part with possession of or to reproduce any of MHA's correspondence documentation or internal memorandum for the benefit of third parties without the express permission of the Chair/Vice Chair or MHA Chief Executive.
- 11.3. There may be times when members and Co-optees will be required to treat discussions, documents or other information relating to the work of MHA in a confidential manner. Board members and Co-optees will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public.
- 11.4. It is unacceptable for Board members and Co-optees to disclose any information to which they have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information Board members and Co-optees are requested to exercise their judgement as to what should or should not be made available to outside bodies or individuals. Such information should never be used for the purpose of personal or financial gain or used in such a way as to bring MHA into disrepute.
- 11.5. The duty to keep information relating to MHA confidential continues after the Board members have left the Board and Co-optees have left the Board or Committee they were co-opted to.

12. Pecuniary and Relevant External Interests

- 12.1. Board members and Co-optees must declare all their interests in relation to employment, positions of responsibility, membership of other housing associations, Registered Providers, directorships and any financial interests that may relate to the work of MHA. This declaration will be made annually on a prescribed form, as outlined in MHA Standing Orders. Members and Co-optees have a responsibility to notify the Company Secretary when becoming aware of any changes to the information contained within their declaration of interest form. Failure to notify the Company Secretary is a breach of this code of conduct.
- 12.2. Board Members and Co-optees will receive Remuneration for Services to the Board. Payment will be based on external benchmarking and paid in line with the Board and Co-optee Remuneration Policy. Payment for Services does not constitute a contract of employment and Board members or Co-optees will have no employment rights. Reasonable expenses will be paid as outlined in the Board and Co-optee Expenses policy.

- 12.3. Board members and Co-optees must not use their position for personal gain of any kind.
- 12.4. Board members and Co-optees must disclose precisely any direct or indirect pecuniary interest in any contracts or business being considered or discussed by MHA which could influence their judgement and unless specifically requested to remain by other Board members, to withdraw from the meeting during consideration, discussion and voting of the business in question.

13. Loyalty and Conflicts of Interest

- 13.1. In some cases, individual Board members may be asked to serve simultaneously on the Board and on the Board of Firebird Homes (whilst currently dormant). This situation may lead to conflicts of interest arising. It is vital therefore, that where the Board is about to discuss a Firebird Homes project, any member of the Board of Firebird Homes must declare an interest. The Chair can then decide, depending upon the nature of the business to be discussed, whether that Board member should remain in the room, take part in the debate and even vote on the issue if required. The composition of the Board is such that it can conduct business should Board members with a conflict of interest have to abstain from proceedings. There will be occasions where a Board member in a conflict of interest situation can nevertheless positively assist the Board's debate whereas on other occasions, it will be clear that the conflict is an obstacle.
- 13.2. Any Board member or Co-optee who knows that a major conflict of interest will arise at a Board meeting, or elsewhere, should discuss the situation beforehand with the Chair and seek guidance on how best to proceed.
- 13.3. Where a conflict of interest is related to a discussion that is likely to last for more than three board meetings and is in relation to a significant subject matter that member or Co-optee will be expected to resign from the Board or withdraw from their co-opted position. The member may be appointed at a future date, but their time served as a board member will be the combined total of the two lengths of duty and in the case of a Co-optee the time served as a Co-optee will be counted towards a Board term if they were successfully recruited to the Board
- 13.4. It is recognised that Board members and Co-optees may wish to use (or have no choice but to use) in a private capacity, contractors, professional consultants or suppliers employed by MHA.
- 13.5. Where Board member and Co-optees wishes to employ any of MHA's approved contractors, consultants or suppliers works in a private capacity then the arrangement should be declared, in advance, to the Company Secretary and recorded in the register. Board members or Co-optees must not gain any special advantage by virtue of their Board or Committee membership.
- 13.6. Board members may not be employed by MHA, except in their capacity as Board member. Should a Board member gain employment at MHA they will be required to immediately resign from the Board.

14. Prevention of Bribery, Hospitality and Gifts

- 14.1. Board members and Co-optees should treat with extreme caution any offer, gift or favour of hospitality that is made to them personally as the person, persons or organisation making the offer may be seeking to gain business with MHA or otherwise take advantage of such offer, gift or favour of hospitality.
- 14.2. Board members and Co-optees must take personal responsibility for all such decisions bearing in mind the potential damage of public confidence in the organisation. All acceptances of gifts and acts of hospitality must be declared following the process noted in the Prevention of Corruption Fraud & Bribery Policy.
- 14.3. Board members and Co-optees must not canvas or seek gifts or hospitality or other benefits.
- 14.4. Board members and Co-optees may only accept small personal gifts where the monetary value does not exceed £5. Gifts of cash must never be accepted.
- 14.5. No gift or hospitality can be accepted where it is likely to affect the impartiality of the business carried out by MHA.
- 14.6. No hospitality can be offered if it could be interpreted as an attempt to exert improper influence over others. Offers of occasional and modest hospitality will be allowed with the prior approval of a member of the senior management team. Meals or drinks at working lunches or conferences will be deemed routine hospitality.
- 14.7. Any “lavish or excessive” entertainment or hospitality packages, (including overseas trips) which lack any real business/commercial purpose are unacceptable.
- 14.8. All gifts and hospitality **offered** must be logged with MHA Financial Director, regardless of whether they are accepted. It is the Board members and Co-optees responsibility to ensure all items are properly logged.
- 15. Reporting issues of serious concern**
- 15.1. Board members or Co-optees who wish to raise issues of serious concern should do so through the Chair or Vice Chair or the Chair of Audit (MHA must decide if all three are needed). If this is not appropriate, the matter should be raised with MHA’s Chief Executive.
- 15.2. Board members and Co-optees have a duty to report the following:
- Any breaches of Association policies or procedures
 - Any health and safety concerns which may affect residents, staff, Board members, Co-optees or Service Partners
 - Any security concerns which may affect residents, staff, Board members, Co-optees or Service Partners
 - Any actions which might bring MHA into disrepute
 - Any misuse of the association’s funds and resources
 - Any instances of actual or potential fraud, theft, damage or misuse of MHA’s assets
 - Any instances of bullying or harassment
- 15.3. MHA will ensure that all allegations will be treated in confidence and that no action will be

- taken against the person making the allegations of dishonesty, breaches of policy or fraud if they subsequently transpire to be unfounded, as long as they were made in good faith.
- 13.4 In instances of bullying or harassment, MHA has a 'zero tolerance' policy and will fully investigate any allegations, regardless of whether the matter has been raised formally or informally. No Board member, Co-optee or employee will be victimised or suffer a detriment for making a complaint of bullying and/or harassment, and no Board member or Co-optee shall threaten another Board member, Co-optee or employee that a complaint of bullying and/or harassment will impact on their current role or future career prospects within the Association.
- 13.5 MHA will provide and sustain a safe working environment in which everyone is treated fairly and with respect. Those working in the Association must not encounter bullying, harassment, intimidation or victimisation because of race, colour, ethnic or national origin, religious belief, political opinion or affiliation, sex, marital status, sexual orientation, gender reassignment, age or disability, pregnancy (or on maternity leave) or for any other reason.
- 13.5 Everyone has a responsibility to report any instance of bullying, harassment or victimisation which they witness, or which comes to their attention. Board members and Co-optees have a responsibility to act as role models, pro-actively addressing instances of bullying and harassment and for ensuring that their conduct is in accordance with the principles in this policy, the MHA Standing Orders and MHA's core values.
- 16. Failure to follow Code of Conduct**
- 16.1. Board members and Co-optees should recognise that failure to follow this Code may damage MHA's reputation and its work.
- 16.2. If a Board member or Co-optee believes that they are being required to act in a way that conflicts with MHA Code, Standing Orders or Rules, then the Board member must report such actions through the appropriate channels documented within the Code or MHA Whistleblowing Policy.
- 16.3. In the event of an alleged breach of the Code by a Board member or Co-optee any investigation of action will be initiated by the Chair, or Vice Chair of the Board (MHA must agree who should conduct the investigation).
- 16.4. In the event of an alleged breach of the Code by the Chair, if necessary; independent support will be arranged and the Vice Chair of the Board and Chair of the People and Governance Committee will be consulted to address the allegations.
- 16.5. Any breach of the Code is a serious disciplinary matter. Subsequent action will be considered in accordance with MHA's constitution.

Policy Name	Board Code of Conduct Policy and Declaration Form
Equality Impact Assessment Completed	Yes
Date Approved by P&G Committee	September 2025
Date Approved by Board	November 2025
Next Review date	September 2028
Lead Officer	Head of Governance & Regulatory Compliance (Co.Sec.)

Declaration Form

I declare that I have read and understand the contents of this document. I shall comply with the Code of Conduct and that I fully accept the obligations of my appointment as a Board member/Co-optee (delete as appropriate) of MHA.

Board
Signed

Code of Conduct
Dated

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Appendix 1: Protocol for observers

Whilst Board meetings are not held in public, other observers will also be able to attend and if agreed by the Board, to speak, subject to prior notification to the Company Secretary and to space and facilities being available.

There is usually a large amount of business that needs to be considered at meetings and for this to happen efficiently, it is necessary to have guidelines setting out the conditions for persons attending as observers:

Observers: -

- Must conduct themselves with consideration and courtesy to others and act on the directions of the Chair
- Cannot vote on any items of business, but may at the invitation of the Chair take part in discussions on items of business
- Must declare any interest they have in an item before taking part in discussions if they have been invited by the Chair to take part in such discussions
- Where the Board or Committee considers that business is private or confidential or could involve personal benefit to them, must leave the meeting until that item has been concluded
- Will receive minutes of the meeting that they attend (apart from private and confidential items)
- Must ensure compliance with the Code of Conduct
- Must ensure confidentiality is always maintained

Although people may attend meetings as observers, there is no guarantee that they will be provided with papers if they attend without notice and if they do not bring the Board papers already sent to them in advance of the meeting. If Observers are unable to attend Board meetings, they need to notify the Company Secretary that they are unable to attend in advance of the meeting.

The Chair may ask the Observers to leave the meeting if their behaviour is inappropriate and is likely to disrupt the meeting.