

RIVERSIDE CODE OF CONDUCT FOR BOARD AND COMMITTEE MEMBERS

1 GENERAL OBLIGATIONS

- 1.1 Riverside complies with the provisions of the National Housing Federation “Excellence in Standards of Conduct” (NHF Code of Conduct), which requires the association to have guidance and procedures in relation to conduct and probity matters to achieve the highest standards of business conduct.
- 1.2 This Code of Conduct applies to all board and committee members in the Group, and any references in this Code of Conduct to ‘board members’ include TRGL, subsidiary, divisional, and area board members, executive committee members, and co-optees.
- 1.3 The phrase ‘close connection’ where used in this Code includes husband, wife, civil partner, partner, fiancé, parent, grandparent, child, grandchild, brother, sister, similar relations by marriage, close friend and could include other relationships, such as an aunt or uncle if there is a sufficient degree of closeness. The onus is on the individual to disclose the relationship where there is any doubt.
- 1.4 Board and committee members should observe the seven principles of the Committee on Standards in Public Life (the Nolan Committee) which are:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- 1.5 Board and committee members should:
 - 1.5.1 Support the Vision and Values of the Group and promote the interests of Riverside and its tenants, residents and service users in the wider community;
 - 1.5.2 Comply with statutory and regulatory requirements, the relevant constitution, the Riverside Governance Framework Document, and relevant policies and procedures;

- 1.5.3 Behave with the highest standards of conduct, integrity and probity as befitting a board member at all times;
- 1.5.4 Work co-operatively in the best interests of the organisation;
- 1.5.5 Promote equality and diversity;
- 1.5.6 Attend all meetings of the board and/or its committees, arriving on time and leaving at the end wherever possible; and
- 1.5.7 Take or seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes and by increasing their knowledge of Riverside and issues affecting the sector.

2 COMMUNICATIONS WITHIN THE BOARD

- 2.1 Board and committee members will at all times:
 - 2.1.1 Ensure that all members have the opportunity to make a contribution and have their opinions treated with respect;
 - 2.1.2 Be polite and courteous to each other and conduct business in a controlled manner. However difficult or heartfelt the context, aggressive or inappropriate language or behaviour, whether at board meetings or in any other circumstance connected with Riverside is not acceptable;
 - 2.1.3 Focus on the issues of running the organisation in a conscientious and positive manner;
 - 2.1.4 Make decisions for the benefit of the organisation as a “team”, supporting each other and accepting shared responsibility;
 - 2.1.5 Understand that there will be times when not everyone agrees with the decisions made and therefore should not take things personally;
 - 2.1.6 Respect the role of the Chair and the usual protocol of directing comments through him/her; and
 - 2.1.7 Encourage each other to enjoy participation without the fear of making a mistake.

3 COMMUNICATION WITH EXECUTIVE STAFF

- 3.1 Neither board nor committee members, nor employees should use informal channels to exert improper influence on matters of board business.

4 CONFIDENTIALITY

- 4.1 Board and committee members must respect the confidentiality of those items of business which the board decides from time to time should remain confidential, and the contents of reports and documents specifically marked “confidential”.
- 4.2 It may be necessary to communicate with other board or committee members and/or employees about members of staff, tenants or service users. Any communication, whether oral or in writing, must be treated in strict confidence and not discussed with any third party, including board/committee members or members of staff, who do not need to know the material facts in order to assist them with their work or duties.
- 4.3 A board or committee member must not disclose information given to him or her in confidence, or information acquired which he/she (acting reasonably) believes is of a confidential nature, without the consent of a person authorised to give it, or unless he or she is required by law to do so; nor prevent another person from gaining access to information to which that person is entitled by law.
- 4.4 If a board or committee member wishes to disclose information to any party, and has any doubts as to whether the information concerned is confidential, then advice must be sought from the Chair of the relevant board or committee prior to any such disclosure.

5 COLLECTIVE DECISION MAKING

- 5.1 Once a matter is determined by the board or committee, individual board and committee members are expected to be bound by the collective decision of the board. It is acknowledged that differences of opinion may arise in discussion of issues but, when a majority decision of the board or committee prevails, it should be supported outside the board meeting.
- 5.2 In exceptional circumstances where a board or committee member has concerns about the running of the organisation or a proposed action (for example where the board member or committee member considers that the board or committee is about to act illegally), their concerns should be minuted, and should the board or committee member resign, he/she should be able to provide a statement to the Chair for circulation if he/she felt it necessary. The

Group has a whistleblowing policy (referred to in paragraph 18 below) which may be appropriate for board or committee members to use in such circumstances.

- 5.3 In exceptional circumstances, where they judge it necessary to discharge their responsibilities as directors, all non-executives should be entitled to professional advice at the association's expense. Such advice would only be available at the association's expense with the prior written consent of the Chair of the relevant board, in liaison with the Group's Legal & Governance Team, whose consent would only be given in exceptional circumstances

6 NON-REPRESENTATION

- 6.1 Board and committee members nominated by particular groups or organisations should not speak or vote at meetings as if delegated by the group or organisation which has nominated them. A board or committee member should base his or her view of matters before the board on an honest assessment of the available facts, unbiased by partisan or representative views.

7 REPRESENTING THE ORGANISATION

- 7.1 Board and committee members must not in their official capacity, or any other circumstance, conduct themselves in a manner which could reasonably be regarded as bringing Riverside into disrepute.
- 7.2 Board and committee members must not impart to the press, to any other party, or via social media or the internet, critical or negative information about the board, the association or the Group, its stakeholders or its partners. If circumstances occur where the board or committee member has serious concerns and feels it incumbent to disclose such information to a party outside the relevant board, the Riverside Whistleblowing Policy (referred to in paragraph 18 of this Code of Conduct) should be followed.
- 7.3 Only the following persons should make statements to the press or to any other third parties on behalf of the board unless the board approves otherwise:
- 7.3.1 TRGL – the Chair of TRGL or the Chief Executive of TRGL;
- 7.3.2 Subsidiaries - the Chair, Managing Director or Executive Director of the relevant subsidiary.

- 7.3.3 Divisions - the Chair or Executive Director of the relevant division.
- 7.4 Such statements should be in accordance with the Riverside Group Media Guidelines.

8 GRANT OF BENEFITS FROM GROUP ORGANISATIONS

- 8.1 Decisions concerning the grant of benefits to board or committee members, and those closely connected to them, may involve reputational risk for the organisation. Accordingly, decisions relating to benefits for these individuals, and/or to any business trading for profit with which they are connected, must be made in accordance with *Table 1 – ‘Grant of benefits’* (annexed to this Code) which sets out the decision-making requirements.
- 8.2 As required by the NHF Code of Conduct, a register of interests which will include some of this information is published annually on the external website centrally for TRGL board and on the relevant external web pages for each divisional, area and subsidiary board.
- 8.3 It is not possible to provide guidance for every situation which may occur, and where there is any doubt the Riverside values, the reputation of the association and the Nolan principles referred to above should guide decision-making.
- 8.4 Where a decision in relation to the grant of a benefit is taken by a board the decision should be recorded in the minutes. In other cases, there is no need to report the provision of social or welfare benefits to the board, save in exceptional or controversial circumstances.
- 8.5 The provision of significant hospitality or gifts to Riverside board or committee members, to Riverside staff, or to third parties, by any Riverside organisation, must be authorised by TRGL Board, a committee of TRGL Board, a divisional, area or subsidiary board, an executive committee, a meeting of Group Directors, or the Group Chief Executive. For the purposes of this paragraph ‘significant’ means costing over £300 per person for hospitality or gifts.
- 8.6 The Company Secretary must be notified in writing of any benefits awarded by any part of the Group to any board or committee member or to those closely connected to them so that the information can be recorded in the register maintained for that purpose. The register will be made available for inspection by the regulator and others with a legitimate interest in the affairs of the organisation.

9 RESTRICTION ON GIFTS, DIVIDENDS AND BONUSES (ENGLAND & WALES ONLY)

9.1 Shareholding members should be aware that under Section 122 of the Housing and Regeneration Act 2008 they, and their close relatives, are prevented from obtaining gifts, dividends and bonuses from any part of the Group. This applies to:

9.1.1 Current and former shareholding members of registered providers;

9.1.2 Members of the family of current and former shareholding members of registered providers; and

9.1.3 Any company of which any of those mentioned in 9.1.1 or 9.1.2 are directors;

9.2 A gift, dividend or bonus may only be made if it is in accordance with the constitution and falls within the 2 categories below:

9.2.1 Payments which are due as interest on capital lent to the association or subscribed in its shares; or

9.2.2 Payments which are made to a registered provider which is a subsidiary or associate of the payer

9.3 If an association contravenes s.122 the regulator may take action to require it to recover the gift or payment.

9.4 Sometimes s.122 will prevent the giving of a present from Riverside to an individual which might otherwise be considered appropriate (for example to mark the retirement of a long-serving board member who is a shareholding member). In such cases, instead of giving a gift, the association may make a donation to a charity chosen by the individual. Such gifts can be up to the value of £300.

10 GIFTS AND HOSPITALITY FROM OTHER PEOPLE OR ORGANISATIONS

10.1 As a general rule, personal gifts to board or committee members should not be accepted apart from trivial, inexpensive items such as pens, diaries, calendars, or single bottles of wine or spirits, provided that they are given as a goodwill gesture, or small gifts of appreciation (e.g. flowers or small boxes of chocolates) where refusal would genuinely cause offence. The soliciting of gifts, favours or legacies by board or committee members is prohibited.

- 10.2 In particular, excessive gifts from suppliers or contractors should never be accepted. They should either be returned or donated to charity and a letter should be sent to the supplier or contractor concerned notifying them of this.
- 10.3 Board and committee members should not accept lavish hospitality, in particular entertainment, or any hospitality, which could be interpreted as a means of exerting an improper influence over the business of the organisation.
- 10.4 If board or committee members have any doubt whatsoever on accepting gifts or hospitality, they should seek the specific clearance of their Chair. The Company Secretary will be pleased to provide general guidance for board and committee members on request.
- 10.5 Within 28 days of receiving any gift or hospitality estimated to have cost over the value of £100¹ from a party outside Riverside, a board or committee member should provide written notification to the Company Secretary of the existence and nature of that gift or hospitality so that the information can be recorded in the register maintained for that purpose. The register will be made available for inspection by the regulator and others with a legitimate interest in the affairs of the organisation. Gifts or hospitality may have or appear to have a bearing on the board or committee member's impartiality and responsibility in relation to Riverside. In case of doubt it is always wiser to make a declaration, even where the estimated value of the gift or hospitality is less than £100.

11 PERSONAL INTERESTS

- 11.1 Riverside respects the right of individuals to have interests outside of the Group and recognises that the skills, knowledge and experience which they can bring to the Group from external activities can often be of great value to their role within the organisation.
- 11.2 However, board and committee members must not put themselves in a position where their personal interests, or their duties to other organisations or bodies, conflict, or might conflict, with the duty which they owe to the Group or to any Group Organisation.

¹ For these purposes a series of related occurrences should be totalled, for example being invited to several matches in a series.

- 11.3 Board and committee members must not in their official capacity, or any other circumstance, use their position as a board or committee member improperly to confer on or secure for themselves or for any other person, an advantage or disadvantage.
- 11.4 Board and committee members should be meticulous about declaring any actual or potential conflicts or duality of interests, or interests which could reasonably be perceived to exist, affecting themselves, their family, friends, business colleagues or associates. The test is whether an interest might reasonably be thought to have influenced an outcome, as well as whether it actually did. Such interests or potential interests may include both financial and non-financial situations and must be declared in accordance with the requirements of this Code of Conduct.
- 11.5 When changes occur in either their own interests or those of a person closely connected to them, which give rise to a potentially serious or continuing conflict with those of the association, board and committee members should review their continuing membership and if necessary take advice on whether they should stand down.
- 11.6 Conflicts of interest should be managed to avoid any financial or non-financial personal gain (whether real or capable of being perceived) to board members or to any person or body connected to them (such as their family, friends and business colleagues).

12 REGISTERING INTERESTS

- 12.1 Within 28 days of appointment, a board or committee member must register his or her interests in the Group's Registers of Interests by providing written notification to the Company Secretary of:
- a. Membership of other bodies, such as partnerships and voluntary organisations or other relevant bodies;
 - b. Being an officer or elected member of any statutory body;
 - c. Membership of a local authority, another public body, or another association or unregistered 'not for profit' body with interests in the area of operation of the association;
 - d. Directorships, or being an officer of other companies;

- e. Any interest as the owner or controller of more than 2% of a company, the shares in which are publicly quoted, or more than 10% of any other company;
- f. Membership of a campaigning, residents' or community organisation which has interests in the business and/or operation of the association;
- g. membership of political parties and pressure groups;
- h. Relationship with, or to any of the following people connected with Riverside or with any Group Organisation:
 - i. Any board or committee member;
 - ii. Any employee; or
 - iii. Any tenant of any property which any Group Organisation owns or manages.
- i. Any occupation which the board/committee member (or a close connection, or business in which they are concerned) has of any property which any Group Organisation owns or manages;
- j. Any close connection with any person or organisation which uses a contractor that a Group Organisation also uses;
- k. The address or other description (sufficient to identify the location) of any land in which he/she has a beneficial interest and which is in an area in which Riverside operates; and
- l. Any other interest that might conflict with their interests, obligations and duties with the Riverside Group.

12.2 The above list is not exhaustive and it is the duty of the individual board or committee member to ensure that any circumstances where there is a conflict, or potential conflict, of interest are reported to the Company Secretary.

12.3 Membership of other boards or committees within the same group structure is required to be declared under the NHF Code of Conduct, and this is achieved by the Board noting these interests once per annum, however it is still necessary to make a declaration at a meeting should an item of business arise which involves, or could be perceived to involve, an internal conflict.

12.4 Within 28 days of becoming aware of any changes to the interests specified above, a board or committee member should provide written notification to the Company Secretary of that change.

- 12.5 As required by the NHF Code of Conduct, the register of interests is published annually on the external website centrally for TRGL board and on the relevant external web pages for each divisional, area and subsidiary board.

13 DISCLOSURE OF INTERESTS AT MEETINGS

- 13.1 A board or committee member should abstain from discussion and/or voting in relation to any matter in which they have, or could reasonably be perceived to have an interest. He or she must disclose to that meeting the existence and nature of that interest at the commencement the meeting, or when the interest becomes apparent (whether or not the board or committee member has also made a written declaration).
- 13.2 The board member should not remain present unless requested to do so by the board or committee.
- 13.3 If a conflict of interest is clear and substantial the board or committee member must:
- a. withdraw from the room where a meeting is being held whenever it becomes apparent that the matter is being considered at that meeting;
 - b. not seek improperly to influence a decision about that matter; and
 - c. not vote, or be counted towards the quorum necessary for taking a decision, in relation to the matter in question.
- 13.4 For the avoidance of doubt, board or committee members who are tenants or residents of the organisation should regard matters specifically concerning their individual circumstances as a clear and substantial conflict; matters affecting tenants or residents more generally need to be declared only where they create a specific conflict of interest.

14 USING CONSULTANTS, SUPPLIERS AND CONTRACTORS

- 14.1 Where the potential for a conflict of interests exists - e.g., in the personal use of a consultant, supplier, contractor or sub-contractor used by any part of Riverside, a board or committee member should not employ such consultants, suppliers, contractors or sub-contractors, except where:
- a. The individual can demonstrate that there is a clear and unambiguous separation between their personal purchasing decision and decisions made on behalf of the Group;

- b. They can demonstrate that there is no reasonable or practicable alternative in the circumstances (e.g., emergencies, local scarcity, lack of equivalent expertise, national organisation);
- c. No preferential treatment is given or received; and
- d. In cases where there is any doubt or concern the matter is declared to the Company Secretary for recording in the relevant register of interests.

15 BRIBERY ACT 2010

15.1 Board and committee members should be aware that it is a criminal offence:

15.1.1 To offer, promise, or give a financial or other advantage intending it to induce a person to do something improper, or to reward someone for behaving improperly; or

15.1.2 To request, agree to receive, or accept, a financial or other advantage intending that a function should be performed improperly, or in anticipation, or as a reward, for improper performance.

15.2 Many provisions of this Code of Conduct, such as the requirement to register gifts and hospitality and the avoidance of using Riverside's contractors for personal work, are intended as measures to assist in the prevention of bribery. However, should a board or committee member have any suspicions or knowledge that bribery or attempted bribery is occurring he or she should report it to the Company Secretary or use the Riverside Whistleblowing procedure (see below) as soon as practicable.

16 OFFENCES/LEGAL ACTIONS AND CONFLICTS OF INTEREST

16.1 Riverside is committed to assisting with the rehabilitation of offenders where possible, however, there may be cases when it is considered inappropriate for persons accused or convicted of particular offences to remain in the position of authority accorded to a board or committee member. Should this happen, each individual case will be considered by the relevant board on its merits, but individuals should be aware that they may be suspended pending the outcome of the court case, or required to resign from the board or committee, should the board consider it necessary to protect the association, the Group, or any of its tenants, residents or employees.

- 16.2 Any board or committee member who is or becomes a party to a dispute or legal action involving any part of the Group may be suspended from serving as a board, or committee member until the dispute is resolved or the legal action is concluded.
- 16.3 Should a conflict of interest with any part of the Group, or any other circumstances arise in connection with a board or committee member, and the relevant board considers that it is in the best interests of the association for the board or committee member to be suspended, then the person may be suspended until the matter is resolved to the board's satisfaction.

17 TENANT BOARD AND COMMITTEE MEMBERS – BREACH OF TENANCY

- 17.1 Tenants who offer themselves for selection as members of any board or committee within Riverside should have a good record of complying with tenancy conditions. If they are in serious breach of any condition, but particularly in regard to rent payment or neighbour nuisance, then they cannot be selected for board or committee membership. The issuing of a Notice of Seeking Possession (“NSP”) or obtaining a possession order is always classed as a serious breach of tenancy conditions. ‘Technical’ rent arrears due to Housing Benefit will normally be discounted, unless any delay in payment is the tenant's responsibility.
- 17.2 If an NSP is issued while the tenant is a member of any Riverside board or committee then the tenant will be suspended from his/her board or committee membership until the case is heard by the court and the outcome known.
- 17.3 In any such proceedings, should the court find against a board or committee member who is a tenant, then that tenant should be disqualified from the board or committee and from membership of the association (if applicable) immediately.

18 WHISTLEBLOWING

- 18.1 Should a board or committee member become aware of any conduct by an employee, or by another board or committee member which he or she reasonably believes involves a failure to comply with any Group Code of Conduct, or become aware of any other matter of serious concern, he or she should report it to the Group Chair. Financial concerns should be directed to

the Group Treasurer or Chair of the Group Audit Committee. To contact these board members, a letter may be passed to the Company Secretary marked 'Private and confidential to be opened by addressee only'.

19 EXPENSES INCURRED BY BOARD MEMBERS

19.1 Riverside does not wish board members or other volunteers to be out of pocket as a result of their contribution to the Group's activities. Expenses incurred in carrying out approved duties may be claimed (using a Board Member Expenses Form, available on the Board Member RIC site or copies from local staff, and on production of receipts where appropriate) as follows:

- a. Travel to Meetings - Reasonable travel costs will be reimbursed by the Group. Taxis may be used when there is no alternative. In addition, the cost of other ancillary and essential costs incurred, such as parking expenses may be claimed.
- b. Subsistence - Reasonable expenses may be claimed for refreshment if none is provided and the member is away from home over four hours.
- c. Telephone - At cost.
- d. Conferences and Training - If a board member is an appointed delegate or representative, fees and accommodation booked by the Group will be paid direct. Otherwise they may be claimed on production of a booking form or receipt. Travelling expenses for such events will also be met.
- e. Caring responsibilities – Board or committee members who incur child care or other care costs to enable them to carry out approved duties will be entitled to have reasonable costs reimbursed by the Group. This is subject to the prior agreement of the Chair.

20 DISCIPLINARY MATTERS

20.1 Riverside requires high standards from its board and committee members and in the event that a board or committee member fails to comply with the provisions of this Code of Conduct, or contravenes or undermines the aims and standards of the Group, disciplinary action may be taken in accordance with

the Riverside Guidance on Poor Performance and Misconduct of Board Members (Appendix 15).

CONTACT DETAILS

The Company Secretary is Lynn McCracken, Director of Governance and Legal Services, telephone: 0151 295 6035, email:

Lynn.McCracken@riverside.org.uk, address: 2, Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The Senior Governance Officer is Jackie Vail, telephone: 0151 295 6270, email:

Jackie.vail@riverside.org.uk, address as above.

I CONFIRM THAT I HAVE READ AND UNDERSTOOD THE RIVERSIDE BOARD MEMBERS' CODE OF CONDUCT AND I AGREE TO COMPLY WITH ITS PROVISIONS:

SIGNED:

NAME (PLEASE PRINT):

DATE:

Approved by Group Board 5.4.2012