

# UPPER TWEED COMMUNITY ENTERPRISE LTD



## THE CODE OF CONDUCT FOR BOARD MEMBERS OF UPPER TWEED COMMUNITY ENTERPRISE LTD

Approved and adopted by the Board on 28<sup>th</sup> February 2023

**This should be signed by all Board members after each Annual Members Meeting or when Co-opted**

### 1 Purpose of this document

- 1.1 This document sets out the standard of personal behaviour and conduct required of UTCE Ltd Board Members. It is the Code of Conduct referred to in the Plunkett Foundation Model Rules for Community Ownership.
- 1.2 The Board approved this Code of Conduct on the date set out above. As a condition of remaining a member of the Board, all Board Members agree to comply with this Code of Conduct.
- 1.3 A material breach of this Code of Conduct may result in removal from the Board, as provided in the Rules and the Disputes Procedure document.

### 2 Qualification and eligibility to be a Board Member

- 2.1 The Rules set out the criteria by which an individual is qualified and eligible to be a Board Member. A Board Member shall notify the Chairperson immediately on becoming aware that they no longer fulfil, or may no longer fulfil, any of these criteria.

### 3 Legal duties of Board Members

#### 3.1 Duty to obey the law and comply with the Rules

- 3.1.1 In carrying out their role, Board Members are required to obey the law, and to comply with the Rules.
- 3.1.2 If in any doubt about this on any particular matter, a Board Member should in the first place seek advice from the Chairperson.

#### 3.2 Duty of good faith

- 3.2.1 Board Members are required at all times to be truthful and honest with each other, and with any other people with whom they have any contact as a Board Member.
- 3.2.2 Board Members are required at all times to act in the best interests of the Society. They have a responsibility to make known the views, concerns and aspirations of those whom they have been elected to represent; but any decision they make must be made in what each Board Member honestly believes to be the best interests of the Society.
- 3.2.3 Board Members owe a **duty of undivided loyalty** to the Society, which includes the following features.

Issued by: Simon N. Edwards, Secretary, UTCE Ltd

Agreed and adopted by the UTCE Ltd Board Members 28-Feb-23

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## Conflict of interest

- 3.2.3.1 Board Members must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Board Member.
- 3.2.3.2 Board Members must disclose or declare any interest as required by the Rules. If in any doubt about whether an interest should be disclosed or declared, a Board Member should consult the Chairperson. They may not vote and may be requested to retire from the meeting whilst the discussion is underway.

## Gifts, benefits, discounts and hospitality, and use of suppliers

- 3.2.3.3 Board Members must not use their position as Board Member to secure any personal advantage.
- 3.2.3.4 Board Members must not receive any personal benefits from suppliers or other third parties.

## Confidentiality

- 3.2.4 Board Members must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of the Board or an authorised representative of the Society.

## Collective responsibility

- 3.2.5 Board Members have a duty to support any decision of the Board, whether or not they agree with or voted in favour of it.

## **3.3 Duty to be careful**

- 3.3.1 Board Members have a duty to take such care in carrying out their responsibilities as a reasonable person would take in relation to their own affairs. This includes attending meetings, preparing in advance for meetings by reading papers, asking for advice when it is needed, and attending any training provided by the Society.
- 3.3.2 Board Members have a duty to fulfil any responsibilities assigned to them at meetings and be prepared to report back on progress at subsequent meetings.

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## 4 Standards of behaviour

- 4.1 Board Members are required at all times to treat each other, and any other people with whom they have any contact as a Board Member, with dignity, respect and fairness. Board Members must not resort to behaviour that could be considered aggressive, or intimidating, e.g., swearing, name calling, shouting, finger pointing or other inappropriate words or actions.
- 4.2 Board Members should at all times work co-operatively with any employee or volunteer, and strive to make the governance arrangements work for the best interests of the Society.
- 4.3 Board Members must not bring the Society into disrepute.

## 5 Non-compliance with this Code of Conduct

- 5.1 If a Board Member commits a serious breach of this Code of Conduct, it may result in removal by resolution of the requisite majority of the remaining Board Members, as required by the Rules.
- 5.2 Before any resolution to remove a Board Member can be considered by the remaining Board Members at a meeting:
  - 5.2.1 Full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Society for them to continue as a Board Member, and sent to the Board Member concerned to be received not less than 14 days before the meeting;
  - 5.2.2 The Board Member shall be given the opportunity to respond, in writing or in person at the meeting.
  - 5.2.3 The Board Member has the right to appeal to the membership via a Special Members Meeting if they fulfil the criteria of clause 4.5 within the Model Rules
  - 5.2.4 The Board Member has the right to stand for re-election at the Annual Members Meeting provided they have not also been removed from membership in accordance with clause 3.7 within the Model Rules
  - 5.2.5 The Board should follow the process set down in the Society's Dispute Procedures document

Signed by: .....

Signature: .....

Date: .....