



TODMORDEN LEARNING CENTRE AND COMMUNITY HUB LTD

CODE OF CONDUCT FOR DIRECTORS

This Code applies to elected Board Members, voting co-opted Board Members of Todmorden Learning Centre and Community Hub Ltd (TLCCH) and members where applicable. TLCCH expects Members and Board Members to follow this Code when they are conducting the work of TLCCH, representing TLCCH and otherwise acting in their official capacity.

The Code of Conduct does not apply to what Board Members and Members do in their purely private and personal lives.

PART ONE - STANDARDS OF CONDUCT

1.1 Members must have regard to, and act in accordance with, the following standards of conduct:

SELFLESSNESS

Members should serve only in the public and community interest and should never improperly confer an advantage or disadvantage on any person, organisation or group, or any other third party.

HONESTY AND INTEGRITY

Members should not place themselves in situations where their honesty and integrity may be questioned, should not behave improperly and should avoid the appearance of such behaviour.

OBJECTIVITY

Members must make decisions based on the information before them, having had regard to any professional advice provided to them and in accordance with their view of the interest of TLCCH.

Members should make decisions on merit, this includes when making appointments, awarding contracts, or recommending individuals.

ACCOUNTABILITY

Board Members are accountable to the Members of TLCCH for their decisions and actions and the way they carry out their duties. Board Members must co-operate fully and honestly with any scrutiny appropriate to their office.

Board Members should not undertake any action which would bring TLCCH, their position, or the position of Board Members generally, into disrepute.

OPENNESS

Board Members must be as open as possible about their actions and those of TLCCH and should be prepared to give reasons for those actions.

LEADERSHIP

Board Members must promote and maintain high standards of conduct by supporting these principles by leadership and by example and should act in a way that secures or preserves the confidence of others.

- 1.2 Board Members must have due regard to the impartiality and integrity of any employees of TLCCH. Board Members may express themselves robustly in representing their views, although where a Board Member engages in a sustained or systematic challenge of an employee which is unfounded or in any other way unreasonable, such conduct would fall within the scope of this Code. However, an unintentional remark, made in isolation, is unlikely to amount to a failure to comply with the Code of Conduct.
- 1.3 Board Members must also have regard to, and act in accordance with, any supplementary guidance or protocols agreed by TLCCH from time to time.

PART TWO – REGISTRATION AND DISCLOSURE OF INTERESTS

2.1 REGISTRATION OF INTERESTS

2.1.1 Within 28 days of election, appointment or co-option, a Board Member must notify the Secretary of any ‘disclosable pecuniary interests’ which they have at that time. The Secretary must enter these interests into the Register of Board Member’s Interests, which will be made available for Member’s inspection.

2.1.2 Where a Board Member is re-elected or re-appointed, notification is only required of any new disclosable pecuniary interests within 28 days of the election or co-option.

2.1.3 A Board Member must keep their entry in the Register of Board Member’s Interests up to date by notifying the Secretary of any changes to their disclosable pecuniary interests within 28 days of the change occurring, or the Board Member becoming aware of the change.

2.1.4 Failure to do so, or to provide false or misleading information, is a criminal offence which, if proven could lead to a Board Member being fined or disqualified from office by a Court.

2.1.5 A ‘disclosable pecuniary interest’ is (as defined by the Relevant Authorities (Disclosable Pecuniary Interests) Regulations 2012) Employment, office, trade, profession or vocation Any employment, office, trade, profession or vocation carried on for profit or gain.

SPONSORSHIP

Any payment or provision of any other financial benefit (other than from TLCCH) made or provided within the relevant period in respect of any expenses incurred by a Board Member in carrying out their duties as a Board Member.

CONTRACTS

Any contract which is made between the relevant person (or a body in which the relevant person has a beneficial interest) and TLCCH –

- (a) under which goods or services are to be provided or works are to be executed; and (b) which has not been fully discharged.

LAND

Any beneficial interest in land which is of interest to TLCCH.

LICENCES

Any licence (alone or jointly with others) to occupy land which is of interest to TLCCH.

CORPORATE TENANCIES

Any tenancy where (to a Board Member's knowledge) –

- (a) the landlord is TLCCH; and
- (b) the tenant is a body in which the relevant person has a beneficial interest.

SECURITIES

Any beneficial interest in securities of a body where—

- (a) that body (to a Board Member's knowledge) has a place of business or land in the area of interest to TLCCH; and
- (b) either—
 - (i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or
 - (ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which the relevant person has a beneficial interest exceeds one hundredth of the total issued share capital of that class.

A pecuniary interest is a 'disclosable pecuniary interest' in relation to a Board Member if it is of a type described in paragraph 2.1.5 above, and either:

- (a) it is an interest of the Board Member, or
- (b) it is an interest of a relevant person which is –
 - (i) a Board Member's spouse or civil partner, or
 - (ii) a person with whom a Board Member is living as spouses, or
 - (iii) a person with whom a Board Member is living as if they were civil partners, and that the Board Member is aware that that other person has the interest.

2.2 SENSITIVE INTERESTS

- 2.2.1 If the nature of an interest is such that a Board Member and the Secretary consider that disclosure of the details of the interest could lead to the Board Member, or a person connected with the Board Member, being subject to violence or intimidation, the interest must not be included in any published version of the Register of Interests, or be entered into any copy of the register that is made available for Member inspection.
- 2.2.2 Instead, the Register of Interests may state that the Board Member has an interest the details of which are withheld under section 32(2) of the Localism Act 2011.
- 2.2.3 If the Board Member is required to disclose such an interest in a meeting, the Board Member need not disclose the interest, but merely the fact that the Board Member has a disclosable pecuniary interest in the matter concerned.

2.3 DISCLOSURE OF DISCLOSABLE PECUNIARY INTERESTS AT MEETINGS

- 2.3.1 The following provisions apply if a Board Member is present at a meeting of TLCCH or of any committee, sub-committee, joint committee or joint subcommittee of TLCCH, and the Board Member is aware that they have a disclosable pecuniary interest in a matter to be considered, or being considered, at the meeting.
- 2.3.2 If the interest is entered in the Register of Board Member's Interests, the Board Member must disclose the interest to the meeting (unless the interest is a sensitive interest).

- 2.3.3 If the interest is not entered in the Register of Board Member's Interests, the Board Member must disclose the interest to the meeting (unless the interest is a sensitive interest).
- 2.3.4 If the interest is not entered in the Register of Board Member's Interests and is not the subject of a pending notification, the Board Member must notify the Secretary of the interest before the end of 28 days beginning with the date of the disclosure.
- 2.3.5 Where a Board Member has disclosed a disclosable pecuniary interest, they must not:
- (a) participate, or participate further, in any discussion of the matter at the meeting,
 - (b) participate in any vote, or further vote, taken on the matter at the meeting (unless the Board Member has requested and been granted a relevant dispensation by the Board), or
 - (c) remain in the room where the meeting is taking place during the discussion or vote on the matter.
- 2.3.6 Failure to disclose a disclosable pecuniary interest, or the provision of false or misleading information, could lead to a Board Member being disqualified from office.

2.4 DISCLOSURE OF OTHER INTERESTS AT MEETINGS

- 2.4.1 Where a Board Member is present at a meeting of the Board, or any committee, sub-committee, joint committee or joint sub-committee of TLCCH, and identify any other interests which they feel should be declared, such interests may be declared to the meeting.
- 2.4.2 In such circumstances the Board Member must consider whether their continued participation in the matter relating to their interest would be reasonable in the circumstances, particularly if the interest may give rise to a perception of a conflict of interests in the matter under discussion.
- 2.4.3 Where a decision affects all Board Members and it relates to one of the functions of TLCCH set out below, and the condition which follows that function does not apply to a Board Member when making that decision, a Board Member may participate in the decision:
- (i) statutory sick pay under Part XI of the Social Security Contributions and Benefits Act 1992, where the Board Member is in receipt of, or is entitled to the receipt of, such pay;
 - (ii) an allowance, payment or indemnity given to Board Members;

PART THREE – OTHER

3.1 PREDETERMINATION OR BIAS

Where a Board Member has been involved in promoting a project or issue as a project of TLCCH which does not impact on their personal or professional life they should not be prohibited from participating in a decision in their role as a Board Member. However, a Board Member should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties.

3.2 ALLEGATIONS OF A FAILURE TO COMPLY WITH THE CODE OF CONDUCT

All complaints alleging a failure to comply with this Code will be considered in accordance with the procedure adopted by TLCCH.

Approved by the Board of Directors on: 21/03/2022

Date of Next Review: 2 years after approval