



Wales **Co-operative** Centre
Canolfan **Cydweithredol** Cymru

Board Code of Conduct

Version: 1.1

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Authors: Board Working Party

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1.0	Draft	Initial draft by Governance Officer	December 2017
1.1	Draft	Board Working Party	January 2018
1.2	Approved	Incorporate comments from Board	26 January 2018

1.0 **Purpose Statement**

This Code of Conduct (the "Code") sets out the standards of personal behaviour and conduct required of Directors of the Wales Co-operative Centre (the "Centre").

2.0 **Scope**

The terms of the code apply to all Directors of the Centre. Candidates seeking election as a Director will be asked to confirm that they have read and understood it. All Directors will be asked to confirm their intention to comply with the code.

3.0 **General Principles**

The Centre is established to be a successful co-operative business; to develop sustainable businesses and strong inclusive communities by working co-operatively and to be a leader for co-operative thinking and action.

Directors are expected to behave in accordance with the Centre's values and objectives and the following 7 **Nolan** principles.

1. **Selflessness** – act solely in the interests of the Centre
2. **Integrity** – declare and resolve any conflicting interests and relationships
3. **Objectivity** – act and take decisions impartially
4. **Accountability** – be accountable for decisions and actions
5. **Openness** – act and take decisions in an open and transparent manner
6. **Honesty** – be truthful
7. **Leadership** – actively promote and support these principles and challenge poor behaviour where it occurs.

4.0 **Confidentiality**

Directors will treat all information which they receive in their capacity as Directors, and all discussions at Board meetings or within committees of the Board, as confidential.

Directors will observe the following obligations of confidentiality:

- They will not disclose any information outside Board meetings unless it is already in the public domain, or they are specifically authorised by the Board to do so. This includes information about the Centre's business, the deliberations of the Board in reaching decisions, and the way individual Directors voted on issues.
- They will not use any information for personal advantage.
- They will not pass information to any representative of the press or media, and will refer any press or media enquiries to the Centre's management executive.

5.0 Conflict of interest

Directors must observe the Centre's policy regarding Conflict of Interest and avoid any situation which may lead to a potential conflict of interest.

The Secretary must keep a register of Directors' interests which is open to inspection by members.

6.0 Serving on the Board of another organisation

Directors must annually register any interests in other organisations.

Directors who serve on the Board of any other organisation must treat their roles as Director of the Centre and Director of any such organisation as separate.

This means that:

- They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so.
- When making decisions as a Director of the Centre, they must make such decisions in what they consider to be in the best interests of the Centre, and when making decisions as a Director of another organisation, make them in what they consider to be in the best interest of that organisation.

7.0 Taking independent advice

The management team is responsible for running the day-to-day business of the Centre. Where Directors consider that independent advice would be beneficial the Board has the ability to obtain such advice.

8.0 Induction and ongoing professional development

New Directors must complete the formal induction programme developed by the Board to ensure that they can become as effective as possible, as quickly as possible, in their new role.

Directors should ensure that they are properly equipped to carry out their responsibilities. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, Directors need to:

- Identify their own training and development needs and request appropriate interventions to address these
- Participate in Board appraisal – collectively and individually when required
- Participate in appropriate training and professional development on an ongoing basis.

9.0 Upholding the code

All Directors accept that they must comply with this Code if the Board is to function and carry out its role properly and efficiently. Where any Director fails to do so the Chair will resolve the matter by reference to the requirements of the Centre Rules, any appropriate Centre policies, procedures and values.

10.0 Review

This document will be reviewed on a biennial basis by the Board, or earlier in the event of relevant legislative changes. Next review January 2020.