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Championing better homes and communities

NFA BOARD DIRECTORS CODE OF CONDUCT (Revised May 2024)

Aim: To establish a set of principles and practices of the NFA Board of Directors that will set parameters and provide guidance and direction for board conduct.

Members of the Board of the NFA are committed to observing and promoting the highest standards of conduct in the performance of their responsibilities on the board.

Directors of the NFA Board agree to:

1. Support and promote the role of the NFA and not bring the NFA into disrepute. Promote collaboration, cooperation and partnership amongst other Board members
2. Act within the powers and authority of the Articles of Association and comply with the NFA Standing Orders.
3. Exercise reasonable care, skill and diligence using honesty, openness and integrity.
4. Act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
5. Avoid conflicts of interest and declare any interests or potential interests in a transaction of the company.
6. Not accept benefits, gifts or gratuities from third parties, especially if this puts the NFA or Board member/s under any or perceived obligation.
7. Comply with any statutory or administrative duties set out in the Companies Act 2006.
8. Not misuse company resources for personal gain and ensure resources are used prudently and appropriately.
9. Not harass, bully or act inappropriately. You should promote equality by not discriminating against any person, and by treating people with respect, regardless of their race, age, gender, sexual orientation, disability, religion/belief, human rights and social/economic status.
10. Uphold the law.

Directors will:

11. Fully comply with and complete the appointment and induction process including full verification at Companies House prior to their final appointment date
12. At the earliest opportunity, fully disclose any change in your circumstances which results in you becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from being a company director or where the change may have an affect on you board membership
13. When on the business of the NFA, play a full and active role in the work of the Federation and act in the interests of the NFA as a whole, rather than any individual ALMO, sectoral or regional interest.

13\. Accept majority decisions of the NFA Board and not publicly criticise or undermine Board decisions. Stand by decisions made collectively even when it is not unanimous.

14. Not disclose information provided by the NFA that is restricted or confidential without the NFA's consent and unless required by law to do so. This duty continues to apply also after you have the Board.
15. Adhere to the NFA Social Media Policy. The NFA encourages its board members to use modern communication methods for reaching out to tenants, staff, stakeholders and others where appropriate
16. As far as is reasonably possible attend three Board meetings and one away day a year and any relevant induction or training that may be offered.
17. Agree to discuss their attendance with the Chair if they miss two consecutive meetings.
18. Prepare and read the papers before the meeting. Complete any actions from meetings.
20. Familiarise themselves with NFA policy and procedures.
21. As a Board Director, your actions and/or behaviour must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with and comply with the provisions above.

Name--

Signed--

Date---

For Information and noting

The NFA articles of association set out at 10.13 that "Board members may be removed from the Board by the member who has nominated her/him or where he/she has breached the Company's code of conduct or his/her general obligations as a Board member:

10.13.1 By a special resolution at a general meeting, or
10.13.2 By a resolution passed by three quarters of all other Board members present at a Board meeting provided the following conditions are satisfied:

i) At least fourteen days' notice of the proposed resolution has been given to all Board members, and

ii) The notice sets out in writing the alleged breach(es) of the Board members' code of conduct and/or general obligations, and

iii) The Board is satisfied that the allegation(s) is or are true.

The process of addressing issues is likely to begin gently, with an informal conversation with the chair (or vice-chair if it is the chair who has not complied with the code), but may need to build up to the possible removal of the board member where their behaviour is extremely serious and is putting the reputation or work of the organisation at risk.

If the allegations are serious or warnings have been ignored the process the board will take is as follows:

Alleged breaches of the code should be reported to the chair (or the vice-chair if the allegation relates to the chair), who will investigate the complaint or issue.
The chair/vice-chair will appoint a panel who will investigate the complaint. The panel should follow normal complaint procedures. It should take reasonable steps to establish the facts and ensure that the board member against whom the allegation has been made is given a fair opportunity to put their case in writing or in person (whichever they prefer).

The Board member will also be entitled to be accompanied by a non-legal colleague or friend to any interview or panel that is convened. The panel should notify its conclusions and any recommendations for action to the whole board.

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