

**RICHMOND FELLOWSHIP
CORPORATE POLICY**

CODE OF CONDUCT FOR DIRECTORS

Introduction

Richmond Fellowship is a registered charity, a company limited by guarantee and a registered social landlord. Each of these areas is highly regulated and the purpose of this Code of Conduct is to set standards to which the Directors (who are also charity trustees) must adhere to ensure that RF meets the high standards of probity required by its regulatory framework and its own governance ethics.

It is the duty of each Director to comply with this Code. It is the duty of the Director of Central Services to ensure that Directors are provided with sufficient training and information to enable them to discharge their responsibilities. The Secretary is responsible for distributing a copy of this Code to each Director.

This Code of Conduct applies to members of RF mutatis mutandis.

There is a separate Code of Conduct for employees.

Directors' Duties

The Companies Act 2006 has, for the first time, set out the elements of a director's fiduciary duty, as follows:

- To act within powers
- To exercise independent judgement
- To exercise reasonable skill, care and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare an interest in a proposed transaction or arrangement
- To promote the success of the company

These duties are consistent with those of a charity trustee with the additional element of "promoting success" which, for a charitable company, means "promoting success of the company's charitable objects." This requires directors to have regard to:

- The likely consequences of any decision in the long term
- The interests of the employees
- The need to foster business relationships with suppliers, customers and others
- The impact on the community and the environment
- The desirability of maintaining a reputation for high standards of business conduct
- The need to act fairly as between all stakeholders

Penalties for breach of Directors' duties include damages for any loss, removal from office and criminal sanctions.

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The Nolan Principles of Conduct in Public Life

Set out by Lord Nolan while chairing the Committee on Standards in Public Life, the principles are of particular relevance to the trustees of voluntary and community organisations and should be adopted by Directors of RF:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Conflict of Interest

The Housing Act 1996, the Companies Act 2006 and the Charities Act 2006 all impose certain conditions on the relationship between RF and its Directors. The principle behind the legislation is that Directors, their relatives and close associates should not benefit in any way from the appointment as a Director, and must ensure that private or personal interest never influence decisions made as a Director of RF. All Directors are required to comply with RF's Conflict of Interest Policy.

The Conflict of Interest Policy comprises policies on:

- Directors' Interests
- Hospitality and Gifts
- Whistleblowing
- Fraud

Confidentiality and Openness

Richmond Fellowship wishes to be as open as possible about its work but operates in a commercial environment and must respect people's rights of privacy. As well as information specifically marked as such, the following information should be treated as confidential:

- Concerning specific individuals or their financial affairs – Service Users, tenants, employees, members and Directors.
- Concerning the terms of negotiations relating to the acquisition or disposal of property, the supply of goods or services and/or the involvement of RF in new areas of work.
- Concerning labour relations, consultations or negotiations with staff.
- Concerning legal proceedings

Under the Access to Personal Files (Housing) Regulations, the Data Protection Act and other relevant legislation, Directors will not make use of information obtained by virtue of their connections with RF for personal advantage.

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Only the Chair, Chief Executive or a designated officer is authorised to make statements or respond to questions in the media. Any approach by the media on any matter related to RF should be referred immediately to the Chief Executive.

Expenses

RF will reimburse to Directors any out-of-pocket expenses incurred in carrying out official duties in relation to Richmond Fellowship's business. All claims for Directors' expenses must be made on the form provided for this purpose and submitted to the Chief Executive, who is authorised to approve reimbursement and whose decision on the payment of such claims shall be final.

Recognition of Directors' Service

RF has adopted the key principles of "Good Governance: A Code for the Voluntary and Community Sector" in its own Governance Improvement Plan. RF has received the approval of both the Housing Corporation and the Charity Commission for its Business Case to pay non-executive Directors for the time and work that they give to RF to ensure that governance is sustained at the highest standards. The impact of paying board members will be monitored and reviewed as part of the Governance Improvement Plan outcome assessments. This will focus on assessing whether predicted benefits materialise and ensuring that continuous improvement in governance is embedded in RF's governance arrangements.

Non-executive Directors are required to sign a contract for services with RF under which they undertake, inter alia, to attend a minimum number of meetings and events, to attend relevant training courses and to participate in individual and Board appraisal programmes. Directors may also be required to obtain clearance from the Independent Safeguarding Authority when it comes into being in autumn 2008.

There may be occasions on the retirement of a key Director when RF wishes to recognise his/her service to the organisation. Any gift given to a Director in such a case must be modest and appropriate to RF's areas of operation. The Secretary will notify the regional office of the Housing Corporation of the proposed presentation and ensure that it is recorded in the appropriate register.

Complaints

Any complaints about conduct under this Code will be referred to the Chairman and Chief Executive. Any unresolved complaint concerning a Director may lead to his/her disqualification and removal under the terms of the Memorandum & Articles of Association.

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