

Code of Conduct for Director

1. Introduction

Those who serve on the Board of NESEP have responsibilities both under Company Law Directors. As part of this each Director agrees to abide by the Code of Conduct which is set out in this document.

2. Purpose of the Code

The Code aims to define the standards expected of NESEP Directors in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is productive and supportive.

3. Code of Conduct

3.1. Selflessness

Directors have a general duty to act with probity and prudence in the best interest of NESEP as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

3.2. Integrity

The NESEP Directors should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff.

More specifically they:

- 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 role;

- Must avoid actual impropriety and any appearance of improper behaviour;
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to NESEP over the value of £50 should be declared to the Board.

3.3. Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, the Directors should ensure that decisions are made solely on merit.

In arriving at decisions in areas where do they not have expertise themselves, the Directors should consider appropriate professional advice.

3.4. Accountability

The Directors:

- Have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in NESEP.
- Are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

3.5. Openness

The Directors should ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.

In addition they should be as open as possible about their decisions and the actions that they take. As far as possible they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6. Honesty

The Directors have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular they must make known any interest in any matter under discussion which:

- Creates either a real danger of bias (that is, the interests affects him/her, or a member of his/her family, or friends, or organisation, more than the generality affected by the decision); or,
- Which might reasonably cause others to think it could influence the decision

He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining Directors agree otherwise.

3.7. Leadership

The Directors must:

- Promote and support the principles of leadership by example;
- Strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- Bring a fair and open minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in NESEPs best interests;
- Respect the authority of the Chair of the Board, and the chair of any meeting;
- Having given delegated authority to any of their number or to any staff, be careful – individually and collectively – not to undermine it by word or action.
- Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;

- Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;
- Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;
- When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
- When speaking privately uphold the reputation of NESEP and those who work in it.

4. Breaches of Code

In cases where there is a concern that a Director has breached this Code the matter will be reviewed by the Chair and another Director or two Directors appointed by the Chair, who will make a recommendation to the Board. (If a concern has been raised about the Chair, the review will be undertaken by one of the Sub-Committee and another Director).

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Director concerned to resign from the Board. The Director will accept the decision of the Board in such cases.

5. Directors Declaration

NESEP Directors declare that they:

- Are over age 18.
- Are not an undischarged bankrupt.
- Have not previously been removed from a Directorship or trusteeship of a charity.
- Are not under a disqualification order under the Company Directors'

Disqualification Act 1986.

- Undertake to fulfil their responsibilities and duties as a Director of NESEP in good faith and in accordance with the law and within NESEP's objectives, mission and

values.

- Do not have any financial or other interests in conflict with those of NESEP (either in person or through family or friends or business connections) except those that they have formally notified in a conflict of interest statement.
- Will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects them, or a member of their family, or friends, or organisation, more than the generality affected by the decision); or which might reasonably cause others to think it could influence the decision, and withdraw from the room and not participate in discussion or decision making, unless the remaining Directors agree otherwise.
- Will abide by the Code of Conduct for Directors of NESEP
- Are prepared to accept sanction as determined by the Board in the event of their breaching this Code.