BARNET HOMES LIMITED

BARNET HOMES DIRECTORS' CODE OF CONDUCT

1. WHY DO WE NEED A CODE OF CONDUCT?

The Board of Management has responsibility for all actions carried out by staff and Board Directors. This responsibility includes responsibility for large sums of public money and the housing care of large numbers of people.

Therefore, the Board is determined that the conduct of Board Directors should give our staff and the tenants of homes managed by us and other customers confidence; that, as representatives of the Company, we all show integrity; that our actions are transparent and therefore at all times our professionalism allows us to avoid any suggestion of improper behaviour or influence by improper motives.

The Board believes that Board Directors, as well as staff and residents, want to be associated with an organisation that publicises and upholds its values. Therefore this 'Code of Conduct' includes the legal requirements, the findings of the Nolan Committee on "Standards in Public Life", and goes beyond these. High standards of conduct imply disclosure of matters that might conceivably be seen as giving rise to a duality of interest, and require Board Directors to uphold the spirit, as well as the wording, of this Code of Conduct.

2. A SUMMARY OF THE CODE OF CONDUCT

2.1 We will promote equality, treat others with respect and not bring the organisation into dispute.

2.2 We will not get improper personal benefits from the Company's activities.

2.3 We must be especially careful of relationships with residents, and never allow any personal relationship with a resident to conflict with their best interests.

2.4 Giving and receiving gifts creates a relationship that can be seen to influence our judgement. Therefore, we should always avoid gifts except in the very limited circumstances set out in the Code.

2.5 We should also avoid hospitality except in the limited circumstances set out in the Code.

2.6 Our work involves confidential information about our customers and the Company's business, and we must respect that confidentiality.

2.7 Our work and reputation relies upon us all upholding and promoting the Company's aims and values.

2.8 Our work can take the Company into the political arena but we must ensure that we demonstrate its non-political nature and keep our personal political activities totally separate from the Company's work.

2.9 We must avoid suspicion of preferential treatment of suppliers by separating our private purchasing from the Company's wherever possible.

3. FINDINGS OF THE NOLAN COMMITTEE

The seven principles of public life identified by the Nolan Committee in its first report guide the content of the Company's Code of Conduct.

- **Selflessness:** take decisions solely in terms of the Company's values and mission. We should not do so in order to gain financial or other material benefits for ourselves, our family and friends.

- **Integrity:** not place ourselves under any financial or other obligation to outside individuals or organisations that might influence us in the performance of our duties

- **Objectivity:** ensure that in the delivery of services, the appointment of staff or the awarding of contracts, we ensure impartiality and that choices are made on merit alone.

- **Accountability:** accept accountability for our decisions and actions to our residents, the providers of public funds and other stakeholders, and submit ourselves to whatever scrutiny is appropriate.

- **Openness:** be as open as possible about all decisions and actions that we take. We should give reasons for our decisions and restrict information only when individual or commercial confidentiality clearly so demand.

- **Honesty:** declare any private interests relating to our duties and take steps to resolve any conflicts arising in a way that is lawful, and protects the Company's reputation, values and mission.

- **Leadership:** promote and support these principles by leadership and example.

4. GENERAL PROVISIONS

4.1 Scope

A Board Director must observe the organisation's **Code of Conduct** whenever they –

a) conduct the business of the organisation

b) conduct the business of the office to which they have been nominated, elected or appointed: or

c) act as a representative of the organisation

4.2 General Obligations

Our work and reputation relies on us all upholding the Company's aims and values.

A Board Director must –

a) promote equality by not discriminating unlawfully against any person (see also 12);

b) treat others with respect; and

c) not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the organisation.

4.3 A Board Director must not in their official capacity, or any other circumstance, conduct themselves in a manner which could reasonably be regarded as bringing their office or the organisation into disrepute.

4.4 Board Directors must recognise the importance of maintaining positive relationships with the media for the company. The Barnet Homes Limited media protocol has been developed specifically to bring clarity to managing this relationship. Any breach of that protocol is likely to be seen as a direct breach of this code of conduct. Board Directors must be mindful of this responsibility in all their public dealings in relation to their position with the company.

4.5 A Board Director must when reaching decisions have regard to any relevant advice provided to him by –

a) the organisation's Head of Financial Services acting in pursuance of their duties.

b) The organisation's Company Secretary acting in pursuance of their duties.

4.5 A Board Director must, if they become aware of any conduct by another Board Director which they believe involves a failure to comply with the organisation's Code of Conduct, makes a written allegation to that effect to the Board Chair, Chief

Executive Officer, Deputy Chief Executive or the Company Secretary of Barnet Homes Limited as soon as practicable for them to do so.

5. DISCLOSURE OF INTEREST

5.1 This covers any circumstances where an individual or his/her close relative or friend could in theory receive a personal or business benefit (other than salary and expenses) as a consequence of any Company activity.

There are two main examples where a benefit could occur:

5.1.1 A **Duality of Interest**. This is where the circumstances could potentially bring about some personal or business gain;

5.1.2 A **Conflict of Interest**. This is where both a Company interest and a personal/business interest do actually occur.

Both types of interest must be disclosed. It will be the responsibility of the Company Secretary annually to require all Board Directors to complete a declaration of interests on a prescribed form. The approved list of consultants and contractors will be circulated to all Board Directors to assist in the process. Declarations of interest will be held in a register that accurately reflects the details provided in the declaration and this register will be open to public scrutiny.

In addition a Board Director with a personal interest in a matter who attends a meeting of the organisation at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent. A Board Director must withdraw from the room where the meeting is being held whenever it becomes apparent that the matter is being considered at that meeting, unless he has obtained a dispensation from the organisation's Company Secretary; and must not seek improperly to influence a decision about that matter. For the purpose of this part "meeting" means any meeting of the organisation including areas panels or sub groups.

Such interest could include the following:

(a) An interest in any property being purchased by the Company;

(b) An interest in any company selling or being agent for any property being purchased by the Company;

(c) A business relationship with any person or firm earning fees from work placed by the Company;

(d) A business relationship with any person or firm entering into a contract to carry out work for the Company.

The interests listed in (a) to (d) above do not provide an exhaustive list of the interests which must be disclosed. Any other personal or business interest which conflicts with the Company's interest must be disclosed through the process outlined above. Where there is doubt as to whether or not a conflict of interest arises the Company Secretary should be approached for advice on how to proceed.

6. RELATIONSHIPS WITH RESIDENTS

We must be especially careful of relationships with residents, and never allow any personal relationship with a resident to conflict with their best interest by bringing undue pressure to bear in matters concerning their rights as a resident.

Board Directors must therefore never allow themselves to be compromised by, nor take advantage of, their relationships with residents. The relationship of trust must never be abused.

Board Directors must not invite or influence a resident to make a will or trust under which a Board Director is named as executor, trustee or beneficiary. If handling a resident's money, they must take extreme care including receipting every transaction.

7. GIFTS

7.1 Giving and receiving gifts creates a relationship that could be seen to influence our judgement therefore we should always avoid gifts except in very limited circumstances.

7.2 Personal gifts must not be solicited under any circumstances;

7.3 Gifts of cash should not be accepted under any circumstances.

7.4 Anyone offering gifts should be asked to donate them for the benefit of staff generally.

7.5 How to deal with exceptions:

7.6 Only small personal gifts of nominal value (e.g. diaries, calendars, stationery etc) may be accepted by an individual;

7.7 Any other gifts received should be pooled and used for the benefit of all staff (e.g.: directly or by sale or raffle). No personal benefit to Board Directors is permitted. Gifts of flowers should be displayed for the benefit of residents or staff as appropriate.

7.8 All gifts received must be recorded in a Register held at Head Office by the Chief Executive's Secretary, with the exception of those outlined in Section 6.2.1 above;

7.9 Gifts to another individual or organisation are only to be made in exceptional circumstances, with the approval of the Chairman of the Board.

8. HOSPITALITY

Board Directors may not solicit hospitality, and may not give or receive repeated or lavish hospitality to representatives of any other organisation. Occasional and modest hospitality will be allowed, but only with the Chairman of the Board's approval.

Hospitality must always be recorded in the register held at Head Office by the Chief Executive's Secretary. Anyone from the Company who has given or received hospitality must record in the register as soon as practicable:

(a) the time and date that the hospitality was given or received

(b) the name of the receiver

(c) the name of the giver

(d) the nature and level of the hospitality.

The total cost of the hospitality, rather than simply the cost per head, should be recorded.

Business lunches must have the consent of the Chairman of the Board and must be recorded in the hospitality register.

The hospitality register will be inspected and signed off monthly by the Chief Executive to signify that all hospitality during the period has been of a reasonable and permissible nature.

9. FINANCIAL GRANTS AND LOANS

9.1 Board Directors may not receive any payment, grant or loan from any funds associated with the Company except under the conditions of employment or reimbursement of expenses under current procedures and rates.

9.2 They may not receive loans from residents, and may not give loans from their personal money to staff, Board Directors or residents. This issue will normally relate to 'care' situations.

9.3 They may not in any way involve their personal money with Company funds except in an emergency. In such cases, the Chair, Chief Executive Officer, Deputy Chief Executive Officer or Company Secretary should be notified at the earliest possible occasion.

10. CONFIDENTIALITY

Our work involves confidential information about our customers and the Company's business and we must respect that confidentiality.

10.1 Board Directors must treat as confidential:

- information concerning people - residents, staff applicants, etc;
- those matters of the Company's business which are defined as confidential;
- matters of funders' or referral agents' business.

10.2 Except when sharing information within the Company for the better performance of its business, the Company's confidentiality policy must be followed at all times.

10.3 Where it is essential that information is released, it must be with the express consent of the individual concerned, except in meeting overriding legal requirements. An Executive Director must be consulted and agree.

11. POLITICAL ACTIVITIES

11.1 The Company's work may take it into the political arena but we must ensure that we demonstrate its non-political nature and we must keep our personal political activities totally separate from the Company's work.

11.2 Board Directors may well be involved, in their private lives, in political activity. At the same time they must be aware that the Company is non-political. They must ensure that the Company itself cannot be brought into the political arena or its reputation or status damaged by their personal political activities. When making any political representation, the Company must clearly be seen as presenting a balanced case in support of the Company's key objectives - to provide good homes and quality housing services for people in need.

12. EQUAL OPPORTUNITIES

12.1 The Company is committed to achieving equality of opportunity in every area of its work. Our aim is that everyone should be treated fairly.

12.2 Board Directors should be aware of the Company's Equal Opportunities policies. They should also be aware of the scope for discrimination in the granting of tenancies, contracts of employment, and contracts for services. Board Directors must follow established procedures when involved with such issues, to prevent either direct or indirect discrimination from occurring.

12.3 The Company monitors the ethnic origin, gender and disability profile of Board Directors and staff, and of households seeking and receiving accommodation. Board Directors are encouraged to supply this information. The aim is to ensure that the Company reflects the communities it serves.

13. PURCHASING

13.1 We must avoid suspicion of preferential treatment of suppliers by separating our private purchasing from the Company's.

13.2 In order to avoid any suspicion that a supplier may give or receive favourable treatment, Board Directors must try to achieve a separation between your purchasing decisions as individuals and for the Company

13.3 Board Directors may not normally use for personal or private business any of the Company professional advisors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services (except monopolies, or near monopolies, such as utilities, e.g., gas, water). Where this is unavoidable, they must ensure and inform the Company Secretary and confirm that no financial advantage will be secured as a result of their relationship with the Company;

14. GENERAL

14.1 In all cases where Board Directors' personal conduct might be viewed as conflicting with their work, they are required to disclose details to the Chief Executive Officer, Deputy Chief Executive Officer or Company Secretary and enter details in the register held at Head Office. Advice on any matter in this Code of Conduct should be sought first from the above mentioned officers.

14.2 In any case of uncertainty, Board Directors should always make an entry in the 'Disclosure of Interest Register'.

14.3 Board Directors should carry out their responsibilities in accordance with the Company's policies and procedures.

14.4 Board Directors who represent the Company are expected to dress and conduct themselves appropriately for the duty or function that they are carrying out or attending.

14.5 It should also be noted that any ex-Board Director who has previously been dismissed from the Board or subject to Standards & Ethics Committee proceedings which have resulted in their being recommended for dismissal, will not be eligible for consideration for future board membership unless a vote is put to the full board and at least 75% of the Board approves their standing for election. This applies to residents, independents and Council nominees alike.

14.6 Board Directors will also be required to participate in regular personal and Board performance reviews

15. FAILURE TO FOLLOW CODE OF CONDUCT

Board Directors should recognise that failure to follow this Code of Conduct may damage the Company's reputation and its work and so will be viewed as a disciplinary matter.

In the event of an alleged breach of the Code by a Board Director any investigation or action will be initiated by the Chairman, or Vice Chairman of the Board, or Chief

Executive, or Deputy Chief Executive Officer. Subsequent action will be considered by the Standards and Ethics Committee and laid down in the agreed procedures and the memorandum and articles.

All Directors are required to sign the Directors Code of Conduct and that refusal to sign does not absolve a Board Director from their obligation to comply with this Code.

I confirm that I have read and understood the Barnet Homes Limited Code of Conduct and will at all times act in accordance with its requirements.

Signed……. Print Name……

Date……

Please return one copy in the SAE provided, the other to be retained for your reference