

## **CODE OF CONDUCT FOR BSHAA COUNCIL MEMBERS**

### **This document**

Those BSHAA members elected to serve as Council Members jointly hold responsibility as its Directors, for the efficient and effective operation of the Society.

As set out in the UK Corporate Governance Code and overseen by the Financial Reporting Council, Directors must:

- exercise leadership in setting a clear direction and purpose for BSHAA;
- ensure that there is effective and efficient application of the Society's resources as it works to fulfil its purpose;
- establish systems and processes of monitoring and control to provide transparency and accountability to the Society's members;
- engage in effective dialogue with its members and wider stakeholders in determining its objectives.

This document forms the agreed Code of Conduct for BSHAA Council Members, essentially setting out principles, behaviours and aspirations relating to the manner in which these duties are fulfilled. The Code should act as a contract that each director makes with his/her fellow directors, to ensure that effective working is enabled through constructive and value-based working relationships.

The code reflects BSHAA's nature as a professional body operating in the public domain, whose purpose requires it to be an exemplar for its members in setting high standards of professionalism in all its undertakings. It therefore draws on the well-established guidance provided in the Nolan Principles of Public Life – a requirement for board members of UK organisations in the public sector. As a membership organisation relying on the voluntary services of its members, it also draws on guidance provided to Trustees of charitable organisations, contained in the National Occupational Standards for Trustees. Both of these are summarised in appendix 1.

### **BSHAA's Purpose**

In January 2016, Council refreshed BSHAA's statement of purpose:

- We believe in delivering the highest level of care.
- We are passionate about supporting our members to achieve this.
- We are the voice of our community and will always advocate for the future of our profession.

### **The Code's Principles**

It is appropriate for BSHAA Council Members to be held to the same standards of behaviour as those serving in other public offices, as defined in the seven Nolan Principles (see appendix for more detail). Council Members are expected to demonstrate the following

personal characteristics in all their dealings, both in relation to Council matters, and in their wider professional lives:

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

It is important to recognise that BSHAA is a membership organisation and its Council Members, although elected, are volunteers. This must be reflected in the Code, and the guidance provided to Trustees by the National Occupational Standards provides a helpful example and encouragement. This guidance encourages the following approach in attitudes and relationships in order to allow the Council to function effectively:

- be committed to the purpose, objects and values of the organisation;
- be constructive about other trustees' opinions in discussions, and in response to staff members' contributions at meetings;
- be able to act reasonably and responsibly when undertaking such duties and performing tasks;
- be able to maintain confidentiality on sensitive and confidential information;
- be supportive of the values (and ethics) of the organisation;
- understand the importance and purpose of meetings, and be committed to preparing for them adequately and attending them regularly;
- be able to analyse information and, when necessary, challenge constructively;
- be able to make collective decisions and stand by them;
- be able to respect boundaries between executive and governance functions.

### **Relevant Articles of Association**

The Articles of Association define the rules by which Council conducts and enacts the business of the Society. They make provision {Article 22(viii)} for Council to consider a resolution to remove a director who fails to contribute adequately to the working of Council, by missing three consecutive Council Meetings. Article 12 however makes provision for the work of Council to be conducted electronically between meetings and Article 14(b) makes it clear that directors may be deemed to participate in Council Meetings without being present.

None of these relate to the quality and effectiveness of the contribution which the code seeks to address. Reference to the Articles to address the effectiveness of individual contributions to Council is therefore to be avoided if possible. The Code of Conduct seeks to make more appropriate provision.

### **Practical implications for Council Members**

The work of the Society is not only conducted within Council meetings, but also within the Committees, through leadership in the delivery of events, and through the wider role of advocacy amongst members, other peer organisations, and the public.

It is important to recognise that each Council Member faces different pressures arising from their everyday practice and/or employment and these may impact on the nature of the contribution each Council Member is able to make. It is also important that Council is able to

benefit from the widest possible diversity of backgrounds so that its consideration of both strategic and operational matters is as fully informed as possible.

As defined particularly in the guidance to Trustees included above, Council functions best on values such as trust and respect in the interpersonal relationships between directors. If other commitments prevent Council Members from contributing regularly to the effective working of Council, then there are several related concerns:

- the work of the Society is impoverished, especially in relation to the richness of debate and/or quality of decision making
- others who may be able to make a greater contribution are prevented from serving;
- unhelpful tensions can arise between colleagues when the workload of Council is unevenly divided.

This proposed Code of Conduct encourages each director to make an annual compact agreement with their fellow directors in the form:

*this is the commitment I bring to the smooth working of Council and BSHAA, and this is the support I look to from my fellow Council Members to help me fulfil this commitment.*

The structure of meetings for 2017 onwards is based on a quarterly cycle of operational Council business and its committees, with two additional strategic planning days per year. In making their personal statement of commitment, Council Members should expect to:

- commit to both of the strategy days unless there exceptional circumstances;
- identify how many of the operational meetings they are likely to be able to attend;
- commit to responding to the agenda papers in advance of each meeting at which they will be absent;
- Where they are responsible for agenda items, to ensure papers are issued at the end of the week before the relevant meeting;
- commit to supporting at least one of the committees, either by attendance or correspondence
- commit to attending Congress unless there exceptional circumstances;
- identify how they will support other development events and activities;
- identify how they will support and encourage membership of the Society.

Council members must adopt this Code of Conduct, and will be expected to complete their personal statement of commitment in January each year.

## **Appendix 1 – reference sources:**

### **Nolan Principles for Board Members of Public Bodies**

All board level appointees to public bodies in the UK are required to abide by the seven principles of public life, and they must promote and uphold these principles in the office they hold.

#### **Selflessness**

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

#### **Integrity**

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

#### **Objectivity**

In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.

#### **Accountability**

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

#### **Openness**

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

You should promote and support these principles by leadership and example.

### **National Occupational Standards for Trustees**

The guidance provided in the National Occupational Standards for Trustees of charitable organisations requires its Trustees to strive to:

- be committed to the purpose, objects and values of the organisation
- be constructive about other trustees' opinions in discussions, and in response to staff members' contributions at meetings
- be able to act reasonably and responsibly when undertaking such duties and performing tasks
- be able to maintain confidentiality on sensitive and confidential information
- be supportive of the values (and ethics) of the organisation
- understand the importance and purpose of meetings, and be committed to preparing for them adequately and attending them regularly

- be able to analyse information and, when necessary, challenge constructively
- be able to make collective decisions and stand by them
- be able to respect boundaries between executive and governance functions