



Ebbfleet Development Corporation

Code of Practice for Board Members

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Introduction

1. The Ebbsfleet Development Corporation has established a Code of Practice for Board Members, which all Board Members are expected to adhere to in fulfilment of their duties.
2. The arrangements for appointing individual Board Members make it possible for the Secretary of State to remove him or her from office if he or she fails to perform the duties required of a Board Member to the standards expected of persons who hold public office.

Public Service Values

3. The Board of the Corporation is required at all times to:
 - (a) observe the highest standards of propriety, impartiality, integrity and objectivity in relation to stewardship of public funds and management of the Corporation's affairs;
 - (b) in accordance with Government policy on openness, comply fully with the principles of the Citizen's Charter, the Code of Practice on Access to Government Information and the provisions of the Freedom of Information Act 2000;
 - (c) be accountable to Parliament and to those living and working within the Corporation's UDC area for the Corporation's activities, its stewardship of public funds and the extent to which key performance targets and objectives have been met; and
 - (d) promote equal opportunities and diversity, in accordance with the provisions of the Corporation's Equality Policy
 - (e) maximise value for money by ensuring that functions are discharged efficiently and effectively, within available resources, and with independent validation of performance achieved wherever practicable.
4. Individual Board members are required at all times to act in good faith and in the best interests of the Corporation. At all times they should act in accordance with the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Committee) which are:
 - (a) *Selflessness*: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends;
 - (b) *Integrity*: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;

- (c) *Objectivity*: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits;
 - (d) *Accountability*: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
 - (e) *Openness*: Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
 - (f) *Honesty*: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests; and
 - (g) *Leadership*: Holders of public office should promote and support these principles by leadership and example.
5. Board Members should not use information gained in the course of their duties for personal gain or for political purposes; nor seek to use their position to promote their private interests or those of connected persons, firms, businesses or other organisations. Board Members must NOT disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the Board.
6. All Board Members should comply with the Board's rules on the acceptance of gifts and hospitality. For guidance, please refer to the EDC Gifts and Hospitality Policy. Neither a member nor his or her family should accept a gift or hospitality which may, or may appear to, compromise the member's or the Corporation's impartiality in dealing with the affairs of the Corporation. You must never canvass or seek gifts or hospitality. The primary responsibility for deciding whether gifts or hospitality should be accepted lies with the member. You must comply with the rules set by the body on the acceptance of gifts and hospitality. You should inform the Chief Executive (or equivalent) of any offer of gifts or hospitality so that these can be entered on the Corporation's Gifts and Hospitality Register.

Role of the Chairman

7. The Chairman is responsible for ensuring the effective operation of the Board. He or she has particular responsibility for providing effective strategic leadership on matters such as:
- (a) formulating the Board's strategy for discharging its statutory duties;
 - (b) representing the views of the Board to its key stakeholders and to the general public;

- (c) ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Secretary of State;
 - (d) encouraging high standards of propriety, promoting efficient and effective use of staff and other resources throughout the organisation; and
 - (e) assessing the performance of individual Board Members, including when they are being considered for re-appointment to the Board or for appointment to the Board of some other public body.
8. The Chairman will ensure that the Board meets at regular intervals throughout the year, in accordance with the Standing Orders of the Board, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Board Members. The minutes or summaries of these meetings will be placed on a website and made available to the public as appropriate.
9. The Deputy Chairman will offer particular support to the Chairman in carrying out his or her responsibilities.

Corporate Responsibilities of Board Members

10. Board Members have a corporate duty to ensure that public funds and assets that have been publicly funded are properly safeguarded; and that, at all times, the Corporation conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to the Corporation's Framework Document.
11. In addition to this, the Board will:
- (a) establish the overall strategic direction of the Corporation within the policy and resources Framework Document with Secretary of State;
 - (b) ensure that high standards of corporate governance are observed at all times;
 - (c) oversee the delivery of planned results by monitoring performance against agreed strategic objectives and targets and ensuring that risks to delivery are effectively assessed and managed;
 - (d) ensure that, in reaching decisions, the Board has taken into account any guidance issued by the Ministry of Housing, Communities and Local Government (MHCLG); and
 - (e) ensure that the Board operates within the limits of its statutory authority; within the limits of the Board's delegated authority agreed with MHCLG; and in accordance with any other conditions relating to the use of public funds.

12. The Chairman will ensure that all Board Members, on taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. They will be provided with copies of the Corporation's key documents and policies, which includes this Code of Best Practice, the Standing Orders and the Framework Agreement.

Openness and Responsiveness

13. The Board will ensure that the Corporation provides Parliament (including its Select Committees) with as full information as may be requested concerning their policy decisions and actions. The Board will ensure that the Corporation conducts all its dealings with the public in an open and responsible way, and in full compliance with the Freedom of Information Act 2000 and the Data Protection Act. The Board will adopt and maintain a Publication Scheme setting out the information that the Corporation will publish or release routinely, and how and when it will do so.

The Corporation as an Employer

14. The Board will ensure that the Corporation complies with all relevant employment legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by public bodies. In filling senior staff appointments, the Board will satisfy itself that an adequate field of qualified candidates is considered, and will always consider the merits of full open competition, which will be used for recruitment of external candidates. As an employer, the Board will discharge its responsibilities at all times having regard to its Equalities Policy and the underlying legislation.

15. The Board will ensure that its Board Members and the Corporation's staff have access to expert advice and suitable training opportunities that they may require in order to exercise their responsibilities effectively.

16. The Board will ensure that the Corporation's rules for the recruitment and management of employees provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff, and that the Corporation adopts rules of conduct for its employees which reflect the public service values set out in paragraph 4 above and management practices which will use resources in the most efficient and economical manner.

17. The Board has a responsibility to monitor the performance of the Chief Executive. Where terms and conditions of employment of the Chief Executive, include an entitlement to be considered for performance-related pay, and where such payments are assessed by Board Members, the Board will ensure that they have access to the information and advice required to make the necessary judgements via the Remuneration Committee.

18. The Board has established a Code of Conduct for its staff. The Code covers arrangements enabling members of staff to raise concerns about propriety with a nominated official or Board Member of the Corporation in the first instance and subsequently, if necessary, with a nominated Government official. The Chief Executive will be the nominated Corporation official. The Senior Sponsor will be responsible for sponsoring the Corporation within MHCLG.
19. You will treat any staff employed by the body with courtesy and respect. It is expected that employees will show you the same consideration in return. You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

Political Activities of Board Members

20. No Board Member of the Corporation may occupy a paid party political post or hold a particularly sensitive or high profile unpaid role in a political party (see paragraph 22 for exceptions). Board Members are otherwise free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the Corporation.
21. On matters directly affecting that work, they should not make political speeches or engage in other political activities. Subject to the above, you may engage in political activity. You should inform the Chairman and/or the parent Department before undertaking any significant political activity.
22. MPs, Members of the House of Lords, Members of a Devolved Administration or Local Councillors are exempt from these requirements. Proper discretion on matters directly related to the work of the body should still be exercised. Certain political activities may be incompatible with the role as a Board Member, and these should be recognised.

Registration and Declaration of Interests

23. Board Members will declare any personal or business interests that may conflict with their responsibilities as Board Members.
24. The provisions for handling actual, perceived or potential conflicts of interest include the maintenance of a register of interests of Board Members that is open for public inspection. Board Members should declare their relevant interests on this register from the outset of their terms of appointment. The register will list direct or indirect pecuniary interests, which members of the public might reasonably think could influence judgement. The register will be available on the Corporation's website, and will be published at least annually. Board Members are required to update their entry in the Register as changes occur. In such instances, where a Member knows or suspects a conflict of interest will occur he or she should write to the Chairman explaining the position (with a copy to the Chief Executive). The register will also include non-pecuniary interests of Board Members that relate closely to the

Corporation's activities and interests of the close family of Board Members and persons living in the same household as the Board Member.

25. Members should declare, as soon as is practicable after a meeting begins, if they have an interest, pecuniary or otherwise in any matter being considered and such declaration will be recorded in the minutes of the meeting. Members should not participate in the discussion or determination of any matter in which they have an interest. Although the declaration of an interest is a matter for the individual Member concerned, it is expected as general practice that having declared an interest, he or she will withdraw from the relevant part of the meeting.
26. Because the Corporation is required, other than in exceptional circumstances, to follow generally accepted accounting practice, Board Members will need to comply with the need for material transactions with related parties to be disclosed in financial statements. Related parties include close members of the family of an individual (including members of the same household) who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity.
27. For the purposes of paragraphs 23-28 of this Code, indirect pecuniary interests arise from connections with bodies that have a direct pecuniary interest or from being a business partner of, or being employed by, a person with such an interest. Non-pecuniary interests include those arising from Board membership of clubs and other organisations. Close family members include personal partners, parents, children (adult and minor), brothers, sisters and the personal partners of any of these).
28. Members must not use, or attempt to use, the opportunity of public service to promote their own personal interests or those of any connected person, firm, business or other organisation.

Social Media

29. Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should at all times respect confidentiality, financial, legal and personal information.
30. Where any personal social media accounts used by you make reference or link to your public role, you should take care to ensure that it is clear in what capacity you are acting.

Personal Liability of Board Members

31. The Board of the Corporation shares a corporate responsibility for all actions taken by Board Members, including any wrongful ones. This means that, if judgement is made against the Board, any financial settlement will normally be met out of the Corporation's funds rather than from the personal assets of individual Board Members.

32. Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chairman or other individual Board Members. For example, a Board Member may be personally liable if he or she makes a fraudulent or negligent statement that results in loss to a third party. A Board Member who misuses information gained by virtue of his or her position may be liable for breach of confidence under common law or under insider dealing legislation.
33. The Government has indicated that an individual board member who has acted honestly and in good faith will not have to meet out of his or her personal resources any personal civil liability which is incurred in the execution or the purported execution of his or her board functions, save where the board member has acted recklessly. Within HMT's Managing Public Money, section A5.4.19 (Liabilities) states that it is common to give certain kinds of indemnity to members of Boards of NDPBs. The standard form is set out in box A.5.4B, in line with the Civil Service Management Code. This cover is comparable to what is obtainable on the commercial insurance market; it excludes personal criminal liability, reckless acts or business done in bad faith. Board Members who need further advice about the extent or applicability of this indemnity should consult the Chief Executive.

Cabinet Office Code

34. Board members should also abide with the principles set out in the Cabinet Office Code of Conduct for Board members of Public Bodies

<https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies>