Board and Committee Code of Conduct
2026 to 2028

1. Introduction and Application

1.1 The Board and Committee Code of Conduct sets out clear expectations of behaviour for all Board and Committee Members (referred to as Members throughout this document). It should also help Members understand their legal duties and the nature of their relationship with both Berneslai Homes Limited ('Berneslai Homes' or 'the Company') and the Executive.

1.2 This Code applies to every committee, working party or other subsidiary body of the Board. Its objective is to promote effective and well-informed company governance. It is not intended to be a definitive or authoritative statement of the law.

1.3 This Code has been aligned to the NHF Code of Conduct 2026, and relevant regulatory requirements, while reflecting Berneslai Homes' own governance arrangements.

1.4 In addition to the Code, Members need to familiarise themselves with the following, which will be supplied to them on appointment, namely:

a) The Memorandum and Articles of Association of Berneslai Homes
b) Berneslai Homes' Strategic Plan
c) The NHF Code of Conduct 2026
d) The Members' Governance Handbook
e) The Agreement of Service

1.5 A Member must observe this Code of Conduct whenever they conduct the business of Berneslai Homes or acts as its representative.

1.6 Members should always think carefully about potential conflicts of interest, and the impact of their behaviour on the reputation of Berneslai Homes.

1.7 It is expected that all Members will undertake their duties to the best of their abilities and will comply with the terms of the Agreement of Service.

1.8 Concerns or complaints about a Member's conduct will be dealt with under the Board and Committee Member Complaints and Conduct Procedure 2026 to 2028.

2. Role of the Board and Committees

2.1 The Board and Committees consist of non-executive Members who direct and oversee the affairs of Berneslai Homes. The Board and Committees ensure day-to-day management is delegated effectively and carried out properly by the Chief Executive and the staff of Berneslai Homes.

Functions

2.2 The functions of the Board / Committees are to:

a) support the mission, vision and values of Berneslai Homes
b) ensure compliance with the Management Agreement between Berneslai Homes and the Council

c) take account of resident voice, scrutiny and influence when contributing to strategic decision-making.

d) define and ensure compliance with the Strategic Plan through the agreement of:
   - policies for action
   - budgets
   - a framework of delegation and system control, including performance monitoring

f) ensure the affairs of Berneslai Homes are conducted lawfully, ethically and within the terms of its constitution
g) ensure arrangements are in place for urgent decisions to be made in between meetings
h) appoint the Chief Executive
i) appoint the Company Secretary.

Exercise of Powers

2.3 The Board and Committees may only exercise the powers granted to them by Berneslai Homes' Memorandum and Articles of Association. Unless specific powers and authority have been delegated to a named Member or Committee, it will usually be the case powers can only be exercised by the full Board acting together as a body.

Delegation

2.4 Members should be aware that when they delegate any of their duties to others, including the Company Secretary and Committees, the responsibility and liability for fulfilling those duties remains with Members.

3. Acting in the best interests of residents and Berneslai Homes

Meeting your responsibilities

3.1 You must fulfil your duties and obligations responsibly, acting at all times in good faith and the best interests of the company and its customers and other service users.

Representing the company

3.2 Members have a legal duty to promote the success of Berneslai Homes. You should therefore consider yourself as an ambassador for the Company, and act accordingly.

3.3 You must not seek to officially represent the views or position of the company without prior authority.

3.4 In representing the company at external events and in dealings with outside bodies, you must set an example by demonstrating the highest standards of integrity and ethics and your alignment with the values, policies and objectives of the company.

3.5 You should not conduct yourself in a manner, which could reasonably be regarded as bringing the office of the Board or Berneslai Homes into disrepute.

3.6 If you intend to engage in an activity, including political or campaigning activity, which may reasonably be regarded to affect the company, you must obtain prior consent. Such consent must not be unreasonably withheld unless your activity poses a material risk to the company.

3.7 You must adhere to Berneslai Homes policies in the use of email, intranet and internet services including social media.

Companies Act considerations

3.8 **The Companies Act 2006 requires Members to consider the following:**

a) the long-term impact of their decisions
b) the interests of the company's employees
c) the need to foster the company's business relationships with suppliers, customers and others and the impact on the community and the environment
d) the desirability of maintaining a reputation for high standards of business conduct.
e) the need to act fairly as between members of the company.

4. Behaving with Integrity

Conflicts of interests

4.1 You must take all reasonable steps to ensure that no undeclared conflict arises, or could reasonably be perceived to arise, between your duties and your personal interests, financial or otherwise.

Bribery, gifts and hospitality

4.2 You must not offer, seek or accept bribes or inducements to act improperly or corruptly. You must not seek or accept gifts, hospitality or other benefits from individuals or organisations that might reasonably be seen to compromise your judgment or integrity or place you under an obligation to those individuals or organisations. Gifts which are of an insignificant value, and which can be regarded as in the nature of advertising matter, can be accepted. If the gift is of a 'significant value', it must be politely but firmly refused.

4.3 Meals or refreshments may be accepted where they are linked to a public or semi-public event in which Berneslai Homes has an interest, such as an opening ceremony for new premises, and the Member is attending in an official capacity as a representative of Berneslai Homes.

4.4 Members may attend corporate functions as part of their role, including events with a social, networking or promotional purpose. Attendance should be appropriate, proportionate and not excessive. Any hospitality must be properly considered, recorded where required, and managed in line with the Gifts and Hospitality Policy.

4.5 If a Member is unsure about accepting a gift or attendance at any function, then they are able to seek clarity from the Board Chair or Company Secretary.

4.6 All offers of gifts or hospitality must be recorded in the Register of Hospitality and Gifts using a Notification of an Offer form available from the Governance Team.

4.7 The Gifts and Hospitality Policy for Board Members is available to view in the Governance Handbook on Decision Time.

Funds and resources

4.8 Members should not place themselves under any financial or other obligation to others who might seek to influence them in the performance of their role.

4.9 You must not misuse the company's funds or resources for yourself, your family, your friends or the company.

4.10 You must not invite or influence a customer, unless they are a person who you are closely connected to, to make a will or trust under which you are named as executor, trustee or beneficiary.

Confidentiality

4.11 In carrying out your role, you have access to confidential information. You must handle all information lawfully, responsibly and in line with Berneslai Homes' policies and procedures.

4.12 Members must only access, use or share confidential or personal information where this is necessary for their role and they are authorised to do so. They must keep Board and Committee papers, emails and digital information secure, and must not disclose information to anyone outside the proper governance process unless authorised. Any loss, misuse or accidental disclosure of information must be reported immediately. This duty continues after a Member leaves the Board or Committee.

4.13 Members must take care when using emails, digital systems and artificial intelligence tools, and following Berneslai Homes' requirements on data protection, information security and cyber security.

Disclosure and sharing information

4.14 Berneslai Homes takes compliance with the UK GDPR and Data Protection Act (DPA) 2018, and any future updates, alongside information security standards, seriously.

4.15 All Members are required to respect individuals' privacy at all times and must comply with current and any future UK data protection laws. Non-compliance may result in action being taken under this Code and may also lead to legal consequences, including prosecution under section 170 of the DPA 2018 and Computer Misuse Act 1990 where there is no business reason or authority to handle or share personal information about other Members, employees, contractors, suppliers, customers and members of the public with unauthorised individuals or organisations, or send it to personal devices or accounts.

Objectivity

4.16 Members should ensure decisions are made solely on merit and should set aside personal preferences. At all times you should look to the greater good of Berneslai Homes. In making decisions, you should:

a) ask appropriate questions; and
b) come to your own conclusions, weighing up carefully the views expressed, and the advice given.

4.17 This duty of objectivity applies to all Board and Committee decisions, including appointments, contracts, use of resources and any other business where Members are required to exercise judgement.

5. Treating others fairly, with respect and empathy

Conduct at meetings

5.1 Your conduct at Board, Committee and other meetings must meet a high standard of integrity, commitment, and courtesy. You should be prepared, listen to others, contribute constructively, respect different views, support appropriate challenge and avoid behaviour that disrupts the meeting or undermines collective discussion.

Respect for others

5.2 It is essential that Members have knowledge of current equality, diversity and inclusion legislation and can apply this when governing the organisation. This includes the Equality Act 2010 and its protected characteristics. Members should also be aware of the duty to support disabled people at work, including the need to consider reasonable adjustments where this is required.

5.3 Members must at all times display the agreed Member Behaviours and promote the values of Berneslai Homes. They must treat others with dignity, respect and fairness, and must not discriminate, harass, victimise or behave in a way that could make people feel excluded because of who they are, their personal circumstances, or the needs they may have. Failure to do so may impact on the reputation and wellbeing of the Board and Berneslai Homes.

5.4 Accordingly, Members should:

a) promote equality and not harass or discriminate.
b) recognise and respect all protected characteristics, including sexual orientation, gender reassignment and disability.

c) support inclusive participation by considering accessibility, reasonable adjustments and different communication needs.
d) treat others and their views with respect and courtesy.
e) listen to residents and service users with respect, fairness and empathy.
f) promote and support the principles of leadership by example.
g) not do anything that may, or does, compromise the impartiality of those who work for, or on behalf of the Company.
h) challenge stigma associated with social housing and avoid language or behaviour that could undermine residents' dignity.
i) respect the role of the Board Chair, the Chief Executive and the employees of Berneslai Homes.

Relationships and Team Working

5.5 Members must maintain a constructive, professional relationship based on a sound understanding of the respective roles of Members, staff and involved residents.

5.6 You should:

a) develop positive working relationships with the Chief Executive and the Executive Management Team.
b) not undermine or appear to undermine the authority of a senior officer in their dealings with a more junior member of staff.
c) maintain the highest standards of professionalism, fairness and courtesy in all your dealings with residents and other service users and recognise your primary role is one of strategic direction, and not day-to-day operational matters.
d) avoid becoming involved in individual staffing and customer matters. Unless you have specific and, where practicable, written delegated authority to do so, you must not individually give instruction or direction to any member of staff or contractor.
e) where it is necessary to raise issues of staff, Board, Committee or contractor performance, raise these constructively and through the appropriate channels.
f) avoid inappropriate personal familiarity with members of staff.
g) not ask or encourage the commitment of wrongdoing, including any breach of this Code.

6. Taking responsibility for the impact of your actions

6.1 Your conduct must not endanger the health, safety or security of yourself or others.

6.2 If you have any concerns about the health, safety, security or wellbeing of yourself, another individual or a group of individuals connected with the organisation, you must report this immediately through the appropriate route. This may include the Board or Committee Chair, Chief Executive, Company Secretary/Governance Team, or whistleblowing arrangements where appropriate.

6.3 Members should also consider the impact of decisions on resident safety, environmental responsibilities and the long-term sustainability of Berneslai Homes.

Reporting concerns

6.4 You must report any reasonable and honest suspicions you may have about possible wrongdoing.

6.5 You must report any behaviour by another Member that you reasonably believe may breach this Code of Conduct. Concerns about Member conduct will be dealt with under the Board and Committee Member Complaints and Conduct Procedure 2026 to 2028.

6.6 Concerns should be raised through the appropriate route and escalated where there is a risk to residents, the organisation or public trust.

Accountability

6.7 Members are part of a team and should act as such. You are accountable for your actions to each other, to Berneslai Homes and to its stakeholders.

6.8 In particular, you:

a) have a duty to comply with the law on all occasions in order to preserve public confidence in Berneslai Homes.
b) must support publicly the collective decisions made by the Board / Committee.
c) are accountable for your decisions and actions to the public, funders and service users.
d) should be open and transparent about decisions, and support scrutiny that helps build trust and confidence with residents and communities.
e) must submit yourself to the level of scrutiny appropriate to your role.
f) must ensure resources are not used for political purposes.
g) must have proper regard to any relevant advice provided to you by the Chief Executive, Executive Director of Resources (Company Secretary) and professional advisers to Berneslai Homes.
h) must exercise independent judgement in making decisions.
i) should have a high level of attendance at Board / Committee meetings so they can perform the function properly and effectively.

Openness

6.9 You must be open about your decisions and actions, giving reasons for them where appropriate and supporting transparency, scrutiny and accountability in how Board and Committee business is conducted.

7. Acting with diligence and care

Performance

7.1 The Board has ultimate responsibility for the governance of Berneslai Homes and should have a diverse range of skills, competencies, experience and knowledge. It is important that the Board rigorously appraises its performance and that of individual members on a regular basis. Where performance falls

below expectations and the required competency for a Member, the Board will actively deal with this.

7.2 The appraisal process may highlight areas of poor performance, whether through matters of competency, behavioural issues, poor attendance or lack of preparation for meetings. There may also be specific instances of inappropriate behaviour or conduct which need to be dealt with during the year.

7.3 You should ensure you:

a) exercise reasonable care and skill in carrying out your functions. A higher standard of care will be expected of those who have particular skills or qualifications, such as an accountant or a solicitor.
b) in partnership with the company, take responsibility for your own learning and development, regularly updating and refreshing your skills and knowledge.
c) take part in relevant learning, training and continuous professional development so you can fulfil your role effectively.
d) prepare for Board and Committee meetings by reading all the papers.

Attending meetings

7.4 A Board Member who fails to attend 3 meetings of the Board in any period of 12 months, without the permission of the Board Chair, may, if the Board so resolve, have their fee reduced by such amount as the Board in its absolute discretion determines.

7.5 A Committee Member may be removed as a Committee Member if, without the permission of the Committee:
a) they miss three consecutive meetings of the Committee; or
b) they are absent from at least 25% of the meetings of the Committee in any period of 12 months
The removal will take effect only if approved by a Board resolution.

7.6 The Companies Act 2006 excludes the following from being directors:
a) undischarged bankrupts
b) people under the age of sixteen
c) people disqualified under the Company Director's Disqualification Act 1986

7.7 Further restrictions may be imposed by Berneslai Homes' Memorandum and Articles of Association.

8. Conflicts of Interest

8.1 The obligations of Members to Berneslai Homes must not clash with obligations they owe to others.

8.2 Members must declare any actual, potential or perceived conflict of interest as soon as they become aware of it.

Statutory Requirements

8.3 The Companies Act 2006 contains three basic requirements concerning conflicts - Members are expected to follow these principles openly and honestly, and to act in the best interests of Berneslai Homes:

a) a general duty to avoid a conflict of interest
b) a duty not to accept benefits from third parties
c) a duty to declare an interest the director may have in a proposed transaction or arrangement with the company.

Membership of Other Bodies

8.4 A Member may be a member of a Tenants and Residents Association.

8.5 However, to avoid any actual, potential or perceived conflict of interest, a Member must **not** hold a role on the Tenant Voice Panel, or any executive, management, scrutiny or similar tenant body.

8.6 Members should therefore:

a) be aware of their duty to declare any interest relating to their role and take steps to resolve any conflicts that may arise.
b) declare relevant interests at the start of Board and Committee meetings, or as soon as they become aware of the interest during a meeting.
c) resolve any conflicts in favour of their role as a Member and not in accordance with their private interests.
d) make relevant declarations of interest in relation to their role at Berneslai Homes and in relation to any role they may perform externally.
e) seek advice from the Chair, Company Secretary or Governance Team if they are unsure whether something should be declared.

Contractors

8.7 Members must disclose all relationships of a business or private nature with external contractors or potential contractors. Contracts and procurement decisions must be awarded on merit, through fair competition, and no special favour shown to businesses run by, for example, friends, partners or relatives in the tendering process.

8.8 Members who engage or supervise contractors or have any other official relationship with contractors and have previously had or currently have a relationship in a private or domestic capacity with contractors, should declare that relationship.

8.9 This information should be given using a copy of the form Register of Board Member' Interests and also declared at the beginning of relevant meetings.

8.10 If the interest only becomes clear during the meeting, it must be declared immediately at that point.

The procedure

8.11 Any Member having an actual, potential or perceived interest (which includes interests of family members where the Member knows about the interest or could reasonably be expected to know about it) in any arrangement between Berneslai Homes and another person or organisation must declare that interest to the Board or Committee before the matter is discussed by the Board or Committee. Unless the interest is of the type specified in paragraph 8.13 the Member concerned must not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or Committee. Unless permitted by paragraph 8.13 the Member concerned must not vote on the matter in question, but no decision of the Board or Committee will be invalidated by the subsequent discovery of an interest which should have been declared.

8.12 The Board or Committee should record the declaration and any decision about whether the Member may remain, take part in discussion or vote.

8.13 Provided the interest has been properly declared under paragraph 8.11 a Member may remain present during the discussion and may vote on the matter where the interest arises because:

a) the Member is a Tenant Representative and the matter affects all tenants, or a substantial group of tenants, in the same way; or
b) the Member is a director or other officer of a company or body which is a parent, subsidiary or associate of Berneslai Homes; or
c) the Member is an official or elected member of any statutory body.

8.14 A Member will not be treated as having an interest if they did not know about it and could not reasonably have been expected to know about it.

9. Concerns about Member conduct

9.1 Complaints or allegations about a Member's conduct will be handled under the Board and Committee Member Complaints and Conduct Procedure 2026 to 2028.

10. Acceptance of Code

10.1 All Members must accept and sign a copy of this Code to show they have understood the responsibilities they are undertaking.

Signed:

Date: