



Code of Conduct

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1. Introduction

- 1.1 The code of conduct is based on the National Housing Federation model to ensure VIVID Non-Executive Directors (NED's) and staff uphold the highest standards of probity and conduct.
- 1.2 The code defines the conduct required of all individuals directly involved in delivering the association's business activities. Except where otherwise indicated, the code applies to NED's and staff.
- 1.3 The code provides guidance on how to ensure that actions and behaviours are consistent with VIVID's values and the high standards of conduct required to maintain confidence in VIVID and its work.
- 1.4 NED's and staff are required to familiarise themselves with the contents of the code and act in accordance with its principles and provisions at all times. Failure to comply with the code may result in a governance disciplinary matter.
- 1.5 If NED's have any doubts or questions regarding the application of the code, or in relation to a specific issue, they should seek advice and guidance from the company secretary. Members of staff should seek advice and guidance from their line manager or the Head of People if they prefer.
- 1.6 **Appendix II** includes the code of conduct declaration form which NED's are required to submit annually after the completion of the Annual General Meeting.
- 1.7 Failure to comply with the requirements set out within the code will be treated as a disciplinary offence and action may be taken under the disciplinary procedures. Such action may result in dismissal. Similar action can be taken against others working for VIVID who are not subject to the disciplinary procedures, including the termination of their relationship with VIVID.

2. Principles of the Code

NED's and staff are required to comply with the main principles of the code. The detailed provisions which underpin the principles are defined in **appendix I**.

The main principles of the code are as follows:

1. **General responsibilities:** You must fulfil your duties and obligations responsibly, acting at all times in good faith and in the best interests of the association, its residents and other service users.
2. **Conflicts of interests:** 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.
3. **Bribery, gifts and hospitality:** 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 judgement or integrity or place you under an obligation to those individuals or organisations.
4. **Funds and resources:** You must not misuse the association's funds or resources.
5. **Confidentiality:** You must handle information in accordance with the law and the association's policies and procedures.
6. **Respect for others:** You must treat others with respect at all times.

7. **Relationship between NED's, staff and involved residents:** NED's, staff and involved residents must maintain a constructive, professional relationship based on a sound understanding of their respective roles.
8. **Relationship with residents and other service users:** You must maintain high standards of professionalism, fairness and courtesy in all your dealings with residents and other service users.
9. **Health, safety and security:** Your conduct must not endanger the health, safety or security of yourself or others.
10. **Conduct at meetings:** Your conduct at board and other meetings must meet a high standard of integrity, commitment and courtesy.
11. **Representing the association:** In representing the association at external events and in dealings with outside bodies, you must uphold and promote the association's values, objectives and policies.
12. **Learning and development:** In partnership with the association, you must take responsibility for your own learning and development, regularly updating and refreshing your skills and knowledge.
13. **Reporting concerns:** You must report any reasonable and honest suspicions you may have about possible wrongdoing.

Appendix 1

1: GENERAL RESPONSIBILITIES

You (board members, involved residents and staff) must fulfil your duties and obligations responsibly, acting at all times in good faith and in the best interests of the association, its residents and other service users.

DETAILED PROVISIONS

- a) You must comply with the law, your terms of appointment, contract of employment and the association's policies and procedures relating to your role.
- b) You must not conduct yourself in a manner which could reasonably be regarded as bringing the association into disrepute. This includes membership of, or participation in, activities organised by groups or organisations whose values are inconsistent with the association's which could create reasonable doubt in your ability to comply with the association's values and this code.
- c) You must not bring the association's name into disrepute or affect its integrity by your actions or words, either within the organisation or outside. This includes the use of, or entries on, social networking sites (such as Facebook, Twitter, YouTube and others). This includes making derogatory comments about the association, its residents or other service users, partners or services, either in person or in writing or via any web-based media such as a personal blog or other site. This also applies if you do not name the association but where its identity can reasonably be inferred, or where you use a pseudonym but your identity can reasonably be inferred.
- d) You must not act in a way that unjustifiably favours or discriminates against particular individuals, groups or interests.
- e) You must respect the appropriate channels for handling tenancy and service provision issues. You must not act outside the association's established procedures in any matter concerning any resident or other service user.
- f) You must not misuse your position, for example, by using information acquired in the course of your duties for your private interests or those of others.
- g) You must respect the principle of collective decision-making and corporate responsibility. This means that once the board has made a decision you must support that decision.
- h) You must not engage in any political or campaigning activity that might compromise the position of the association. NED's or involved residents intending to stand for political office must discuss the matter with the chair; members of staff with their line manager.
- i) If NED's take up new employment or appointments during your term of office on the board, they must make any necessary declaration of interest. Any such work or position must not interfere with the role as a NED.
- j) Staff must consult their manager before taking on any outside work or any position, paid or unpaid. Any such work or position must not interfere with their existing job or conflict with the interests of the job or the association.

2: CONFLICTS OF INTERESTS

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.

DETAILED PROVISIONS

- a) You must comply with the association's policies and procedures for declaring, recording and handling conflicts of interest. Amongst other things, these require you to declare any private interests which may, or may be perceived to, conflict with the duties of your role.
- b) You must ensure that your entry in the association's register of interests is complete, accurate and up-to-date.
- c) You must comply with the association's policies and procedures relating to the application for employment or housing from members of staff, NED's, involved residents or others to whom they are related or closely connected.
- d) You must not be involved in the appointment of staff or board member where you are related, or are closely connected, to an applicant. You must declare any such relationship to the appropriate person. You must not be involved in decisions relating to discipline, promotion, pay or benefits for any member of staff to whom you are related or closely connected.
- e) You must not be involved in the appointment of a contractor or supplier where you are related, or closely connected, to an organisation or individual applying or tendering for a contract. You must declare any such relationship to the appropriate person. You must not be involved in establishing the terms of a contract, or its ongoing monitoring and management, where you are related, or closely connected, to the contractor or supplier.
- f) Except where specifically permitted, you must normally avoid using the association's contractors and suppliers for private purposes. Where this is unavoidable, you must not receive a favourable service as a result of your connection with the association. Prior approval must be sought from the appropriate service director before using the supplier or contractor and a written declaration made confirming that no financial or other advantage has been secured as a result of the relationship with the association.
- g) You must not use, or attempt to use, your position to promote your personal interests or those of any connected person, business or other organisation.

3: BRIBERY, GIFTS AND HOSPITALITY

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 judgement or integrity or place you under an obligation to those individuals or organisations.

DETAILED PROVISIONS

- a) You must comply with the law and the association's policies and procedures in relation to:
 - 1) bribery and corruption; and
 - 2) the giving, receipt, approval and recording of gifts and hospitality.

- b) You must not canvass or seek gifts or hospitality or other benefits.
- c) If you are offered gifts or hospitality, they should either be declined, or prior approval sought or their acceptance. The only exceptions are gifts of token value or modest hospitality given in connection with normal work meetings. VIVID's gifts and hospitality policy gives further guidance.

4: FUNDS AND RESOURCES

You must not misuse the association's funds or resources.

DETAILED PROVISIONS

- a) You must comply with the association's policies and procedures regarding the use of its funds and resources. 'Resources' includes staff, information, telephone, computer and other IT facilities, equipment, stationery and transport.
- b) You must ensure that the organisational funds and resources entrusted to you are used efficiently, economically and effectively.
- c) You must comply with the association's policies and procedures regarding procurement, ensuring value for money and fairness in decision-making.
- d) You must take reasonable measures to protect the association's funds, resources, property and assets from theft, damage and misuse.
- e) You must comply with the association's policies and procedures relating to the acceptable or unacceptable use of email, intranet and internet services. Amongst other things, these policies and procedures prohibit access to pornographic or racist material, and the use of unauthorised or unlicensed software.
- f) You must claim reimbursement only for expenditure that was properly and reasonably incurred in carrying out the association's business. You must ensure that any expenses claim you make is accurate and complies with the association's policies and procedures.

5: CONFIDENTIALITY

You must handle information in accordance with the law and the association's policies and procedures.

DETAILED PROVISIONS

- a) You must comply with the provisions of the Data Protection Act 1998 which governs the protection of personal data. All personal data held about residents and other service users, employees and others, whether on paper or electronically is subject to the provisions of the Act. The association's policies and procedures give further guidance.
- b) You must not disclose without authority any confidential business information. This duty continues to apply after you have left the association or relinquished your position.
- c) You must not, without permission, pass or distribute to the press or media or any other external recipient(s) information or materials relating to the association.
- d) In your capacity as a NED or staff member or involved resident, you must not, without prior authority:
 - 1) appear to represent the views or position of the association;

- 2) write letters to the press or other recipient(s);
 - 3) write media articles, blog posts or tweets etc., about the association and its activities;
 - 4) make comments or statements to the media – if approached you must pass the enquiry to the appropriate person.
- e) You must not prevent another person from gaining access to information to which they are entitled by law.

6: RESPECT FOR OTHERS

You must treat others with respect at all times.

DETAILED PROVISIONS

- a) You must comply with the law and with the association's policies and procedures relating to equality and diversity. Equality laws prohibit discrimination on grounds including age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation and impose positive duties to eliminate unlawful discrimination and promote equality. The association's policies give further guidance.
- b) You must not harass, bully or attempt to intimidate any person. The association's policies give further guidance.
- c) You must not display materials in the workplace which other people might reasonably find offensive or use language which NED's, work colleagues or customers might reasonably find offensive.

7: RELATIONSHIP BETWEEN NED'S, STAFF AND INVOLVED RESIDENTS

NED's, staff and involved residents must maintain a constructive, professional relationship based on a sound understanding of their respective roles.

DETAILED PROVISIONS

- a) Non-Executive Directors
 - 1) You have a duty of loyalty and support towards the association and this must be reflected in a constructive, professional relationship with its staff.
 - 2) You must not go beyond your role as a NED and become inappropriately involved in operational matters.
 - 3) In your dealings with staff, formally and informally, 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 association.
- b) NED's and involved residents
 - 1) Where it is necessary to raise issues of poor staff performance at a formal meeting, these must be raised in a constructive way, aimed at getting things right in future, and not at criticising individuals. Any concerns about the performance of individuals must be discussed in confidence with the chair of the board, committee or panel, or with the chief executive.

- 2) You must not appear to undermine the authority of a senior officer in his or her dealings with a more junior member of staff.
 - 3) You must avoid inappropriate personal familiarity with members of staff.
 - 4) You must not ask or encourage a member of staff to act in any way which would conflict with compliance with this code or the association's policies and procedures.
- c) Involved residents
- 1) You must not seek to instruct or direct a member of staff or contractor. The relevant manager or member of staff must convey all instructions.
- d) Staff members

If your work brings you into contact with the board, a committee or a residents'/service users' committee or panel, you must:

- 1) take direction from the board, or in accordance with any delegated authority of a committee or panel.
- 2) respond constructively to questioning or challenge.
- 3) respond willingly to requests for information.
- 4) You must avoid inappropriate personal familiarity with NED's and involved residents.
- 5) You must not use informal channels to lobby or influence NED's or involved residents on matters of the association's business.

You must not knowingly mislead the board or any of the association's committees or panels. In presenting information, you must set out the facts and relevant issues truthfully.

8: RELATIONSHIP WITH RESIDENTS AND OTHER SERVICE USERS

You must maintain high standards of professionalism, fairness and courtesy in all your dealings with residents and other service users.

DETAILED PROVISIONS

- a) You must treat all residents and other service users with courtesy and respect.
- b) Any personal relationship with a resident or other service user that conflicts with your role and responsibilities must be reported to your line manager in writing.
- c) You must not give gifts or loans of money to, or receive loans or gifts of money from, residents or other service users.
- d) You must take great care in handling residents' and other service users' money, ensuring that a receipt is completed for every transaction. Staff must not handle cash on behalf of VIVID unless their role is approved by their manager and specifically requires them to do so.
- e) Staff must not 'borrow' money from petty cash, rents, resident's deposits, donations or other monies held on behalf of VIVID. Any such actions will be considered as theft and will be subject to disciplinary action.

- f) You must not invite or influence a resident or other service user to make a will or trust under which you are named as executor, trustee or beneficiary.
- g) When handling information relating to residents and other service users, you must comply with the law and the association's policies and procedures relating to the protection of personal data.
- h) Staff may from time to time discover valuables left within void properties. Staff should refer to the relevant policies and procedures.

9: HEALTH, SAFETY AND SECURITY

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

DETAILED PROVISIONS

- a) must comply with the association's health and safety policies and procedures and bring to the attention of the appropriate person any risks to yourself or others. In particular:
 - 1) where you are provided with protective clothing this must be worn; and
 - 2) for your own safety, you must comply with all relevant policy and procedures.
- b) You must comply with the law and the association's policies on smoking and on the use of alcohol, illegal drugs and other substances. Further guidance can be found in VIVID policies.
- c) You must comply with the association's policies relating to the security of premises.

10: CONDUCT AT MEETINGS

Your conduct at meetings must show respect for all, and comply with the association's standards.

DETAILED PROVISIONS

- a) You must be courteous to all other attendees, and respect the position of the meeting chair.
- b) You must not use threatening or aggressive behaviour, or act in a disruptive way.
- c) Once a board, committee, panel meeting or working group has properly reached a decision, you must share responsibility for that decision, even where you had not supported it.

11: REPRESENTING THE ASSOCIATION

In representing the association at external events and in dealings with outside bodies, you are an ambassador for the association and must uphold and promote its values, objectives and policies.

DETAILED PROVISIONS

- a) You must not become involved in, or be seen to endorse, any activity that may bring the association into disrepute. This includes but is not limited to illegal, immoral, racist or other discriminatory activity.
- b) In engaging in activities which promote the work of the association to the outside world, you must demonstrate commitment to the association and support for its values, policies and goals.

- c) In representing the association at formal or informal events, you must be appropriately dressed for the occasion. When working in resident's homes, it is essential that staff conduct themselves in a manner which avoids rudeness, excessive noise, over familiarity, argument and expressing an opinion about other service issues or other customers, parking vehicles in the wrong place and any derogatory or negative comments about VIVID.

12: LEARNING AND DEVELOPMENT

In partnership with the association, you must take responsibility for your own learning and development, regularly updating and refreshing your skills and knowledge.

DETAILED PROVISIONS

- a) You must play an active part in VIVID's annual performance and development processes and welcome constructive feedback.
- b) At the appropriate induction, annual performance and development meeting or regular 1-1 you must make clear your personal training and development needs, so that they can be taken into account in the association's forward budgeting and planning.
- c) Unless there are exceptional reasons, you must attend all learning and development events that have been arranged, either for you alone or as part of a group.
- d) NED's must take responsibility for keeping your knowledge up to date in those areas in which you are a specialist

13: REPORTING CONCERNS

You must report to the appropriate senior person within the association any reasonable and honest suspicions you may have about possible wrongdoing.

DETAILED PROVISIONS

- a) If you are aware of potentially dishonest or fraudulent activity, or material breaches of this code – by NED's, staff or others – you must report it to the appropriate senior person within the association. The association's policies and procedures relating to fraud and confidential reporting (whistle-blowing) give further guidance.
- b) If you believe that you are being required to act in a way which conflicts with this code, you must report it to the appropriate senior person within the association.
- c) You must not victimise any person who has used – or intends to use, or is suspected of having used – the association's confidential reporting procedures to report the misconduct, or alleged misconduct, of others.

14: ADDITIONAL STAFF SPECIFIC PROVISIONS

- a) Should a member of staff be convicted of a criminal offence whilst in employment they are required to disclose the conviction to their manager. VIVID will then undertake a risk assessment and act accordingly.
- b) All VIVID staff are responsible for maintaining a smart and professional appearance while at work, whether working at any of the VIVID premises or elsewhere.

- c) Where employees are provided with a uniform, it is their responsibility to keep it in a clean and tidy condition. The uniform will be replaced free of charge in the case of normal wear and tear, but will be replaced at the employee's expense if damaged through negligence. VIVID recognises the diversity of cultures and religions of its employees and will take a sensitive approach when this affects dress and uniform requirements. However, priority will always be given to health and safety and other similar considerations.

Appendix 2 – Code of Conduct Forms (to be completed annually by NED’s)

**Code of Conduct Declaration Form
VIVID Board Charter**

Code of Conduct declaration form

This form should be completed annually, and also at any time when a new matter to be declared arises. Any fields that do not apply should be left blank. Completed forms should be given to the Company Secretary, and will be recorded as appropriate in VIVID's register of interests, or the register of gifts and hospitality.

Your details

Your name		
Your position with the association – please note all that apply	Non-Executive Director	
	Staff member	
	Resident or service user	

Declaration of compliance

I declare that I have read and understood the association's Code of Conduct and agree to comply in full with it. In accordance with the Code, I make below a full declaration of any and all interests which may, or may be perceived to, conflict with my position with the association.

Details of the declaration

Please give details of whom this declaration concerns – you, a family member, friend or other person.	
Describe the actual or potential conflict of interest, stating for instance whether it relates to: (a) an employment matter (b) a business matter (c) a company directorship (d) land or property (e) a tenancy or leasehold matter (f) membership of an organisation or society (g) a position of public responsibility	

Give further details of any firm, business, agency, society or other organisation involved.	
Give details of any payment, benefit, transaction, contract, property, land, that is involved (with details such as date, location and sums involved)	
Give details of any gift or hospitality that is involved (with details such as date, location and estimated value)	
Give details of any job applicant or other employment matter that is involved	
Give details of any tenancy or leasehold matter, application for housing etc. that is involved.	
Please add any further details about the matter you are declaring	
Is there any reason why this declaration should not be placed on the association's register? Please give details	

Signed	
Date	



VIVID
board charter

we...

listen to each other

can ask difficult questions of ourselves and each other

make our decisions to help us achieve our purpose

base our decisions on evidence

think about the impact our decisions will have on our current and future customers

take collective responsibility for our decisions

encourage innovation

prepare diligently for and express our considered views at meetings

like a focused debate and good humour at our meetings

use our time to improve our wider understanding of our business

do what we've said we'll do

follow the VIVID values (work as one team, deliver a great customer experience, encourage challenge and change)