CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

Introduction

This Code is intended as a guide, to indicate the standards of conduct and accountability, which are expected of members of the Brilliant Barrow Board to assist them in carrying out their role.

This Code is not intended to be a definitive or authoritative statement of the law or good practice.

All Brilliant Barrow Board members have an obligation to act in the best interests of Barrow-in-Furness and the Board and in accordance with its governing documents. Conflicts of interests may arise where an individual's personal, organisational or family interests and/or loyalties conflict with those of the Brilliant Barrow Board. For example, when a Board member is a shareholder in a company that is a potential beneficiary of grant funding. Such conflicts may create problems which can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of the Brilliant Barrow Board; and
- Risk the impression that the Brilliant Barrow Board has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety, to maintain Barrow Borough Council's high ethical standards and protect our reputation against any allegations of conflict of interest.

The Policy

1. Introduction

1.1. You are a member of the Brilliant Barrow Board hence you shall have regard to the following principles – selflessness, integrity, objectivity, accountability, openness, honesty and leadership in your conduct at all times.

1.2. All members of the Brilliant Barrow Board agree to accept the provisions of this Code, and sign up to this Code on commencing their Board membership.

2. Public Service Values

2.1. Public service values are at the heart of the Brilliant Barrow Board and Barrow Borough Council purpose. High standards of personal and corporate conduct

are expected, based on the principles laid down by the Nolan Committee on Standards in Public Life for those holding public office, namely:

- Selflessness;
- Integrity;
- Objectivity;
- Accountability;
- Openness;
- Honesty; and
- Leadership.

2.2. An extract from the report of the Nolan Committee setting out these Principles in more detail can be found in Annex 1. These principles form the basis upon which this Code of Conduct operates.

2.3. Accordingly, when acting in your capacity as a member of the Brilliant Barrow Board:

- You must act in a manner consistent with Barrow Borough Council's equality and diversity strategy and treat your fellow Board Members, members of staff and others you come into contact with when working in their role with respect and courtesy at all times;
- You must act solely in the public interest and should never improperly confer an advantage or disadvantage on any person or act to gain financial or other material benefits for yourself, your family, a friend or close associate;
- You must not place yourself under a financial or other obligation to outside individuals or organisations that might be reasonably regarded to influence you in the performance of your official duties;
- When carrying out your duties you must make all choices, such as making appointments, awarding contracts or recommending individuals for rewards or benefits, based on evidence;
- You are accountable for your decisions and you must co-operate fully with whatever scrutiny is appropriate to your position. You must be as open as possible about both your decisions and actions and the decisions and actions of the Brilliant Barrow Board. In addition, you should be prepared to give reasons for those decisions and actions;
- You must declare any private interests, both pecuniary[1] and non-pecuniary,[2] including membership of any Trade Union, political party or local authority that relates to your Board duties. Furthermore, you must take steps to resolve any conflicts arising in a way that protects the public interest. This

[1] The definition of a pecuniary interest is as set out in the Localism Act 2011 and the relevant authorities (Disclosable Pecuniary Interests)

[2] A Non-Pecuniary interest is any interest which is not listed in the Schedule to the Relevant authorities (Disclosable Pecuniary Interests) Regulations 2012 (No 1464)

includes registering and declaring interests in a manner conforming with the procedures set out in the section 'Registering and declaring pecuniary and non-pecuniary interests';

- You must, when using or authorising the use by others of the resources of the Board, ensure that such resources are not used improperly for political or personal purposes (including party political purposes); and
- You must promote and support high standards of conduct when serving on the Board, in particular as characterised by the above requirements, by leadership and example.

3. Registering and declaring pecuniary and non-pecuniary interests

3.1. You must, within 28 days of taking office as a Board Member notify Barrow Borough Council of any disclosable pecuniary interest, where the pecuniary interest is yours, your spouse's or civil partner's, or is the pecuniary interest of somebody with whom you are living with as a spouse, or as if you were civil partners.

3.2. In addition, you must notify Barrow Borough Council of any non-pecuniary interest which the Board has decided should be included in the register or which you consider should be included if you are to fulfil your duty to act in conformity with the Seven Principles of Public Life. These non-pecuniary interests will necessarily include your membership of any Trade Union.

3.3. Board members should review their individual register of interest before each Board meeting and decision-making committee meeting. They must declare any relevant interest(s) at the start of the meeting. If an interest has not been entered onto the Board's register, then the member must disclose the interest at any meeting of the Board at which they are present, where they have a disclosable interest in any matter being considered and where the matter is not a 'sensitive interest[3]'.

3.4. Following any disclosure of an interest not on the Board register or the subject of pending notification, you must notify Barrow Borough Council of the interest within 28 days beginning with the date of disclosure.

3.5. Unless dispensation has been granted, by the Chair of the meeting, and with the agreement of the Board, you may not participate in any discussion of, vote on, or discharge any function related to any matter in which you have a

[3] A 'sensitive interest' is described in the Localism Act 2011 as a member or co-opted member of an authority having an interest, and the nature of the interest being such that the member or co-opted member, and the authority's monitoring officer, consider that disclosure of the details of the interest could lead to the member or co-opted member, or a person connected with the member or co-opted member, being subject to violence or intimidation.

pecuniary interest. Additionally, you must observe the restrictions the Board places on your involvement in matters where you have a pecuniary or non-pecuniary interest as defined by the Board or Barrow Borough Council.

3.6. Consideration of conflicts of interest is not reserved for formal decision-making meetings and should be applied to any activity or involvement of the Board member in the workings of the Board.

3.7 A declaration of interests form is provided at Appendix 1 for this purpose, listing the types of interest to be declared. To be effective, the declaration of interests will be updated at least annually and also when any changes occur. The Executive will review the register of interest every six months. At the same point each Board member will be invited to sign an updated declaration confirming their acceptance of the code of conduct.

4. Conflict of Interest

4.1. Members should seek to avoid putting themselves in a position where there is a conflict (commercial, actual or potential) between their personal interests and their duties to the Brilliant Barrow Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement. This policy covers all three types of conflicts of interest.

4.2 Members should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. For further information in relation to the receiving of gifts, hospitality and other benefits please contact Barrow Borough Council.

4.3 Barrow Borough Council will maintain a Register of Members' Interests which will be open for public inspection and be made publically available on the Council's website (or the Brilliant Barrow website). Members must disclose routinely to the Board all business interests, financial or otherwise, which they may have, for entry on the Register. For further information on the Register of Member's Interest please see Appendix 1.

5. Procedure for Managing Conflicts

5.1 When an interest materially affects a member's ability to vote without prejudice, this will be deemed to be non-trivial and a conflict of interest. In such circumstances the member will withdraw from the meeting while the discussion and vote takes place.

5.2 Upon the declaration of any conflicts of interest at a meeting of the Board, the non-conflicted members will:

- assess the nature of the conflict;
- assess the risk or threat to member decision-making;
- decide whether the conflict is non-trivial (that is, it is material or has the potential to be detrimental to the conduct or decisions taken by the members); and
- decide what steps to take to avoid or manage the conflict.

5.3 The conflicted member must not take part in the discussion or decision.

5.4 The non-conflicted members will consider whether it is necessary to seek the advice of Barrow Borough Council on whether the conflict is nontrivial and/or on how to manage the conflict declared.

5.5 Subject to the provisions set out in this policy, if the non-conflicted members consider that the declared conflict is trivial, they may agree that the conflicted Member may continue to participate in discussions and the decision-making process.

5.6 If the non-conflicted members consider that the conflict is non-trivial, the non-conflicted members will determine what action is appropriate in light of the nature and extent of the conflict. A number of steps can be taken to deal with the conflict, including:

- excluding the conflicted member from discussions in relation to the matter to avoid inadvertently influencing the non-conflicted members;
- excluding the conflicted members from decision-making in relation to the matter while the conflict exists;
- delegating the matter to a sub-committee of non-conflicted members;
- seeking independent advice to help with a decision;
- appointing an alternative, non-conflicted member;
- resignation of the conflicted member where the conflict is acute or pervasive; and/or
- applying to the court for directions.

5.7 The Chair of the Board will inform the conflicted member of the non-conflicted members' decision. The secretary to the Board will note in the minutes of the meeting the conflict declared, an outline of the discussion and the actions taken to manage the conflict.

6. Collective Responsibility

6.1 The Brilliant Barrow Board operate by members taking majority decisions in a corporate manner at meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Members collectively and each

individual Member has a duty to stand by it, whether or not he or she was present at the meeting when the decision was taken.

6.2 If a Member disagrees with a decision taken, his or her duty is to have any disagreement discussed and recorded in the minutes.

7. Openness and Confidentiality

7.1 Because of the Council's public accountability, as a general principle, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection, once they have been approved for publication by the Chair.

7.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be circulated in confidence to relevant Members. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial project). The relevant Board should consider how long such items should be treated as confidential and such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection.

7.3 It is important that the Board has full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or Members of the Board are satisfied should be dealt with on a confidential basis.

7.4 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board without first having obtained the approval of the Chair. It is unethical for Members to publicly criticise, canvass or reveal the views of other Members which have been expressed at meetings of the Board.

8. Non Compliance

Board Members

8.1 If Barrow Borough Council or the Chair becomes aware of an allegation that a Board Member has acted in breach of this policy, a fact finding exercise to establish the validity of the allegation will be undertaken, before undertaking any

further action. Minor, vexatious or unsubstantiated allegations will be dismissed at this point.

8.2 Where there is evidence to support the allegation, the Board Members who are considered to be in breach of the policy will be invited to a one to one meeting with the Chair, to discuss the situation. Further action being dependent on the level of the breach. The Chair will determine what further action is necessary depending on the seriousness of the alleged breach. The Chair may reach a resolution of minor breaches of the Code with the Board member at this stage and will report the action taken to the next meeting of the Board.

8.3 If the breach relates to a failure to register or declare a registrable interest at a meeting, as opposed to managing a conflict of interest, the Chair will invite the board member to comply with the policy within 14 days of the discussion. Should the Board member fail to comply with the request, then the Chair will consider impeachment action, in line with the Board's terms of reference. The Board's decision is final. If the alleged breach is serious and/or complex in nature, for example a failure to declare a pecuniary interest or to properly manage any conflict of interest, the Chair will commission further investigation.

8.4 Following receipt of the report of the investigation, the Chair will invite the Board member to a meeting to discuss the findings and where appropriate the resolution of the breach. The Chair will report the outcome of the meeting to the next meeting of the Board. Where a serious breach of the Code has been established, the Chair will consider impeachment action, in line with the Board's terms of reference.

8.5 In the instance of more serious breaches for example failure to manage a conflict of interest or adhere to the code of conduct, the Chair will invite the Board meeting to a one to one meeting to discuss the breach. If it becomes clear that there is no satisfactory explanation then the Chair will consider impeachment action, in line with the Board's terms of reference. The Board's decision is final.

Annex 1

Extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996.

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.

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.

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 merit.

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.

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.

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 interest.

LEADERSHIP
Holders of public office should promote and support these principles by leadership and example.