

## CHELMSFORD STAR CO-OPERATIVE SOCIETY LTD

### CODE OF CONDUCT FOR MEMBERSHIP COMMITTEE AND MEMBERS' COUNCIL

October 2012

This Code of Conduct sets out the standards of personal behaviour and conduct required of persons serving on the Membership Committee and Members' Council of Chelmsford Star Co-operative Society Ltd. Failure to observe the requirements of this Code of Conduct may, depending upon the seriousness of the failure, incur disciplinary action which at its extreme could lead to expulsion from office.

#### Status of this Code of Conduct

1. This Code of Conduct is for Membership Committee and Members' Council representatives and has been approved by the Society's Board of Directors.
2. Every Committee and Council member is required to sign an acknowledgement accepting their obligation to comply with this Code including its provisions covering confidentiality. Candidates seeking election will be asked to confirm that they have read the Code and if elected will sign a similar acknowledgement. Any successful candidate not signing the Code and so agreeing to be bound by it, shall be disqualified from office.

#### Qualification for office

3. The Society's Rules set out the criteria by which an individual is eligible to stand for office. It is the responsibility of the individual to notify the Secretary immediately on becoming aware that they are or may no longer be eligible to serve on the Membership Committee or Members' Council.
4. All candidates standing for an elective office must comply with the Society's election policy.
5. All Committee and Council members automatically retire at the end of their term of office, but they shall be available to stand again for a further term, or may be considered by the Board for a further period of co-option, if it is appropriate.
6. Any member who, in the opinion of the Board, has brought the Society into disrepute will not be eligible to serve an elective office. Should a sitting Committee or Council member be adjudged to have brought the Society into disrepute, or committed a serious breach of the Rules or of this Code, then they shall be removed from office by a resolution of the Board.

#### Commitment to Co-operative principles

7. The Society is established for the purpose of carrying out its functions and objectives as a co-operative.

8. Each member will be expected to discharge their responsibilities in a way that is compatible with this Code, the Society's Rules and Co-operative Values and Principles.

### **Carrying out their responsibilities**

9. Being a Committee or Council member brings a commitment to carry out all necessary duties and responsibilities. Each individual will do the following:
  - 9.1 attend on time every meeting to which they are invited. Any Committee or Council member who, without good reason accepted by the remaining Committee or Council members, fails to attend three or more meetings in any year will be in material breach of this Code;
  - 9.2 prepare properly for every meeting by reading in advance any documents sent out for the purpose of the meeting;
  - 9.3 accept decisions made by the Committee or Council and the Board, even if they disagree with them or voted against them. This includes a commitment to support any decision outside the Committee, Council and Boardroom.

### **Standards of behaviour**

10. Committee and Council members will observe the following general standards:
  - 10.1 in their dealings with each other, with the Society's officers, and with its employees and members, treating people politely, fairly, and with respect;
  - 10.2 on public occasions and on all Society business, behaving in a way which is appropriate for a representative of a Co-operative Society. This includes not bringing the Society into disrepute in any context.
11. Committee and Council members will treat meetings as formal occasions, and will observe the following:
  - 11.1 accepting the authority of the Chair of any meeting, making all questions and points of view through the Chair;
  - 11.2 listening to the views of colleagues with an open mind, seeking advice or clarification where needed, expressing their own views, and coming to their own decision on individual matters in good faith in what they believe to be in the best interests the Society, taking into account relevant factors and ignoring irrelevant factors and matters of personal interest;
  - 11.3 not resorting to behaviour that could be considered to be aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing etc;
  - 11.4 keeping to the agenda, raising other issues under "any other business" according to agreed procedures, and not engaging in discussions during the meeting which are not relevant to the issues of the meeting;
  - 11.5 ensuring that they do not attend any meeting under the influence of alcohol, or illegal or recreational drugs.

## Confidentiality

12. Committee or Council members will treat all information which they receive in their capacity as a Committee or Council member, and all discussions within the Boardroom as confidential.
13. Committee and Council members will observe the following obligations of confidentiality:
  - 13.1 they will not disclose any information outside the Committee, Council and Boardroom unless it is already in the public domain, or they are specifically authorised to do so;
  - 13.2 they will not use any such information for personal advantage;
  - 13.3 they will not pass information to any representative of the press or other media, and will refer any press or media enquiries to the Society's management;
  - 13.4 they will take proper care of any documents they receive as Committee or Council members, and store them securely.
  - 13.5 Committee or Council members who are employees will take particular care not to disclose to their colleagues any confidential information which comes to them in their capacity as a Committee or Council member.
  - 13.6 Committee or Council members will not under any circumstances act for an individual employee on a confidential basis.

## Conflicts of interest

14. Committee and Council members must disclose to the Secretary any material interest which they, or a close relative holds in:
  - 14.1 any business which competes with or carries on the same trade as the Society;
  - 14.2 any business which is providing goods or services to the Society or its members, or is being considered as a potential supplier of goods and services;
  - 14.3 any public body or voluntary organisation with which the Society has or is likely to have dealings.
15. For the avoidance of doubt, it is the responsibility of the Committee or Council member to be proactive in notifying the Secretary of any potential conflicts. Unless the Board direct otherwise, the Secretary's decision as to whether there is a conflict is final.
16. "Material interest" for these purposes includes being an employee, holding any position of authority or responsibility, or owning any financial interest. It does not include the holding of shares which amount to less than 2% of the entire issued share capital of any company whose shares are listed on a stock exchange.
17. Subject to the Society's Rules, no Committee or Council member may take part in any discussion on a matter in which they have an interest, or take part in any decision, or vote on any resolution.

## **Staff**

18. If Committee or Council members have any questions or complaints about any operational aspect of the Society's affairs or the behaviour of staff, they should be raised in the first place with the Society's management.
19. Questions regarding the conduct of the Chief Executive or Secretary should be addressed to the Board.

## **Training**

20. Committee and Council members shall take part in any training provided by the Board.

## **Hospitality and Gifts**

21. Committee and Council members should not be in receipt of hospitality, goods, services, gifts or any other benefit that may compromise either their position or that of the Society, or may lead others to perceive that the integrity or policy of the Society has been compromised. The exceptions are in the following circumstances, where Committee members may receive:
  - 21.1 working meals or refreshments;
  - 21.2 inexpensive items (less than £10 in value) such as free calendars;
  - 21.3 hospitality or gifts given in the course of the Society's business, which are disclosed to the Secretary and recorded in a register.
22. It is the responsibility of Committee and Council members to record all gifts received whilst they serve the Society in the official register of gifts maintained by the Secretary and for the avoidance of doubt, they should seek the advice of the Secretary if they are unsure; the Secretary's decision shall be final.

## **Breach of this Code**

23. Committee and Council members accept that they must comply with this Code, so that the Committee and Council are able to function properly and efficiently. Where any Committee or Council member alleges that another Committee or Council member is in breach of this Code, the following provisions will apply:
  - 23.1 if the allegation is made in the course of a meeting, the matter is to be referred to the Chair, who may;
    - 23.1.1 defer the matter to be considered by the Board on a subsequent occasion;
    - 23.1.2 defer the matter, to be considered by a sub-Committee of the Board empowered to act on behalf of the Board in this matter;
    - 23.1.3 adjourn the meeting;

- 23.1.4 request that the Committee or Council member alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining Committee or Council members present;
- 23.1.5 exclude the Committee or Council member alleged to be in breach for the remainder of the meeting;
- 23.2 if the remaining Committee or Council members are to consider an allegation of breach of this Code at anytime, the Committee or Council member alleged to be in breach shall be given the opportunity to respond to the allegation;
- 23.3 if the Committee or Council members consider that a breach of this Code has been committed;
  - 23.3.1 the breach will be minuted by the Secretary;
  - 23.3.2 the Board or the body to which the Board delegates authority may discipline the Committee or Council member as provided in 23.4;
  - 23.3.3 the Board may resolve to report the matter to the members.
- 23.4 The Board may take one of the following actions if they consider a Committee or Council member to be in breach of this Code:
  - 23.4.1 take no further action if they consider the breach to be of a minor nature
  - 23.4.2 reprimand the Committee or Council member and notify the individual of the nature of the breach and the substance of the reprimand
  - 23.4.3 suspend the Committee or Council member for a period of time not exceeding 12 months and notify the member of the decision in writing
  - 23.4.4 in a case of a breach considered “serious”, remove the Committee or Council member from office subject to the resolution being approved by not less than two-thirds of the Directors present at the meeting called for this purpose. Before any such resolution can be considered, the member alleged to be in serious breach shall be notified in writing of the alleged breach, and shall have an opportunity to answer the allegations made.

This Code of Conduct has been approved by the Board of Chelmsford Star Co-operative Society Limited on 28 November 2012 and accession to the Membership Committee or Members’ Council shall be contingent upon receipt by the Secretary of a signed acceptance of this Code.

I agree to comply with this Code including the provisions relating to confidentiality. I disclose current and past business and other interests and list any conflicts below.

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_ 201\_\_

Declaration of Business and other interests (continue overleaf if necessary):