



# Code of Conduct for governance officeholders and associated operational procedures

## 1. Introduction

- 1.1 This document sets out the Code of Conduct (the Code) for governance officeholders and the operational procedures to be observed in the event of any alleged breach of that Code.
- 1.2 The Code applies to all trustees, members of all committees and advisory groups, lead volunteers and others as prescribed, from time to time, by the Board of Trustees.
- 1.3 This Code also applies to members of the Board of CIEH Limited (and to any other wholly-owned subsidiary of CIEH which may, from time to time, be established), other than the Chief Executive who is subject to the rules pertaining to members of staff in respect of conduct.
- 1.4 Subject to their adoption by the Board of that organisation, the Code and operational procedures will apply to the Environmental Health Officers' Welfare Fund Board and to any committees of that Board.

## 2. Application and breach of the Code

- 2.1 This Code prescribes standards of conduct applicable to all governance officeholders in carrying out their roles on behalf of CIEH. It acknowledges that such officeholders may be exposed to sensitive, confidential, personal and financial information and will take direction from the Board of Trustees as to how such information will be managed, alongside their legal obligations. It should be read in conjunction with all other elements of the Governance Officeholder policies and with the Code of Ethics for members and Fitness to Practise rules.
- 2.2 Any alleged breach of this Code shall be dealt with in accordance with the process outlined in the Code of Ethics for Members and Fitness to Practise Rules (in respect of governance officeholders who are members of CIEH) or, in the case of non-members of CIEH, by the process set out at 6.3 and 6.4 below.
- 2.3 On appointment to any governance role (being one of those set out at 1.2 and 1.3 above), officeholders will be required to sign an undertaking to observe the provisions of this Code and related disciplinary processes.

### **3. Declarations of Interest**

- 3.1 Governance officeholders are required to declare any interests in accordance with the Conflicts of Interests policy.
- 3.2 Failure to make such a declaration or the making of an incomplete or untrue declaration shall constitute a breach of this policy.

### **4. Finance and employment**

- 4.1 Trustees are not entitled to receive any payment from CIEH (in respect of their role as trustees) or from CIEH Limited (in respect of their role as non-executive directors of that company) other than reasonable and necessary out-of-pocket-expenses.
- 4.2 Should CIEH establish any other subsidiary companies, members of the Board of such a company shall be subject to the provisions of clause 4.1 of this Code.
- 4.3 Additionally, trustees must not benefit, either directly or indirectly, from the charity by for instance, taking a lease of the charity's property; borrowing money from the charity or entering into contracts with CIEH, CIEH Limited or any other subsidiary of CIEH.
- 4.4 Trustees may not receive payment for work undertaken by them for CIEH, CIEH Limited or any other subsidiary of CIEH.
- 4.5 Trustees are subject to the provisions of the Operational Guidance of the Charity Commission of England and Wales in respect of trustees becoming employees of CIEH or any subsidiary of it. Trustees and recently retired trustees must adhere to this guidance; any alleged breach of it will constitute a breach of the Code (set out at 5, below).
- 4.5 No other governance officeholder is to receive payment of any sort, other than reasonable and necessary out of pocket expenses and the remuneration of the Chief Examiner in that role alone.

### **5. The Code**

All governance office holders shall:

- 5.1 If members of CIEH, comply with the Code of Ethics for Members and Fitness to Practise Rules and with this Code.
- 5.2 If not a member of CIEH, comply with this Code.
- 5.3 Act in accordance with the law, the CIEH Charter and Byelaws and all regulations made thereunder, including each of the Governance Officeholder policies of which this policy forms part.
- 5.4 Observe the letter and spirit of all guidance to charity trustees, issued by the Charity Commission of England and Wales.

- 5.5 Act in the best interests of CIEH
- 5.6 While representing CIEH not misrepresent CIEH or undermine its reputation, standing, position or policies by stating their personal views as those of CIEH.
- 5.7 Be bound by the agreed CIEH position, statements, policies and any other action as determined by the Board of Trustees while acting in a representational role.
- 5.8 Behave in a manner which is supportive of the organisation and colleagues, respecting the role that others play in governance and accepting and respecting the difference in roles between governance office holders, the Chief Executive and staff team.
- 5.9 Not distribute, comment upon or discuss (outside meetings of the relevant governance body) information or material provided in confidence to permit the governance office holder to perform their duties.
- 5.10 Carry out all responsibilities in such a manner as to promote the reputation and standing of CIEH.

## **6. Disciplinary proceedings**

- 6.1 Any complaint regarding an alleged breach of this Code shall be made to the Chief Executive
- 6.2 In the event of such a complaint relating to a member of CIEH, the Chief Executive may initiate the relevant process as set out in the Code of Ethics for Members and Fitness to Practise Rules.
- 6.3 In the event of such a complaint relating to a non-member of CIEH, the Chief Executive may refer the matter to the Appointments and Remuneration Committee who shall adjudicate on the complaint. Any appeal against a decision of that Committee shall be referred to the Risk and Audit Committee whose decision shall be final and binding on all parties. When an appeal is considered by the Risk and Audit Committee, any member involved in previous consideration of the matter will recuse themselves from the discussion and decision-making.
- 6.4 For the avoidance of doubt, in the event of a referral under the provisions of clause 6.3 above, any member of either Committee who is a party to a complaint shall not participate in consideration or determination of it.
- 6.4 Should the findings of fact by a Fitness to Practise Panel or by a Committee (dealing with a complaint under 6.3 above) determine a breach of this Code, the Panel or Committee may apply the following sanctions:
- Reprimand and advise on future conduct including any recommended course of action
  - Terminate the appointment to a governance office holder

**Agreed** by the Board of Trustees on 30 July 2020, to be appended to Governance Officeholder Policies.

**To be reviewed** before 31 January 2022.