



YMCA BLACK COUNTRY GROUP

Here for young people
Here for communities
Here for you



**CODE OF CONDUCT FOR
GOVERNANCE MEMBERS**

(non-Trustees / Directors)

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Thank you so much for agreeing to be a Governance member of YMCA Black Country Group.

This booklet contains the Code of Governance that all our Governance Members agree to abide by.

Whilst we hope that you do not find the role overly onerous you will see that our Governance members are expected to hold the board to account and we welcome feedback from you at any time of year but especially around the time of the AGM.

We really appreciate the support and encouragement we receive from our Governance members and are currently considering ways in which we can engage with you on a more regular and effective basis so I look forward to meeting with most of you over the next 12 months.

Jon Rowe & Anna Walsh
Joint Chairs of the Board of Trustees

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1. Introduction

- 1.1. This Code of Conduct is provided for Non Board-Member Governance Members of YMCA Black Country Group, its subsidiaries and associated companies (referred to here as “the Association”), to provide information and guidance to enable them to better understand the responsibilities related to their role.
- 1.2. Your role as a Governance Member is to ensure the Association remains faithful to its Christian foundation and charitable purposes. Governance members do this primarily by:
 - a) Holding the Board to account at each Annual General Meeting (and perhaps less formally through conversations during the year); and
 - b) Appointing new Trustee Directors to the Board each year.
- 1.3. For the avoidance of doubt, reference within the Code of Conduct to “Governance Member” relates to any individual Governance Member who is not an appointed Board Member / Trustee within the Association.
- 1.4. Information about the Association’s services can be found at www.ymcabc.org.uk
- 1.5. Details about the Association’s future plans can be found in its Strategic Plan, a copy of which is available on our website www.ymcabc.org.uk which can provided on request.

2. Code of Conduct for Governance Members (non-Trustee/ Directors)

- 2.1. This code of conduct covers all Non-Board Member Governance Members (non-Trustees / Directors) of YMCA Black Country Group, and its subsidiaries and associated companies. (Also referred to collectively as Governance Members)
- 2.2. The definition Association' in this context refers to all companies referenced above.
- 2.3. The Association is a Christian faith-based organisation. It works hard at creating communities which express respect, love and care for the individual and is committed to operating to the highest standards of personal and corporate integrity. In fulfilling its work as a group of registered Charities, the Association receives substantial public funds and provides key services to vulnerable members of society. This gives the Association an additional responsibility to regulatory bodies, users and the public, all of whom are entitled to expect the highest standards of conduct from all in positions of authority within the organisation.
- 2.4. This Code of Conduct sets out the behavioural conduct expectations that the Association has of its Governance Members. It is based on the premise that the Association is a professional organisation and expects the conduct of all those engaged with it to reflect this.
- 2.5. The Association expects those in a Governance Member role to uphold the following principles:-
 - i) **Selflessness**
Act solely in terms of the interest of the Association and those it seeks to serve.
 - ii) **Integrity**
Avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their role as a Governance Member. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.





iii) Objectivity

Act and take decisions impartially, fairly and on merit, using the best evidence and without unlawful discrimination or personal bias.

iv) Accountability

Be accountable to the Association's members and stakeholders for their decisions and actions, and submit themselves to the scrutiny necessary to ensure this.

v) Openness

Act and take decisions in an open and transparent manner.

vi) Honesty

Governance Members should be truthful.

vii) Leadership

Whilst not a leadership role, Governance Members should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

2.6. Supporting the Association

Governance Members are expected to support the decisions made by the Board / Officers of the Association at all times and to comply with its agreed policies and procedures. If a Governance Member feels so strongly about a particular issue then they should resign their Membership immediately and be free to argue their case as they wish.

2.7. Christian Ethos

The Association is part of a world-wide Christian, ecumenical organisation. Its Christian ethos arises from its acceptance of the YMCA's founding Christian principle, the Paris Basis of 1855, which seeks to ... unite those [] who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom []. Any difference of opinion on any other matter shall not interfere with the harmonious relations of the YMCA Movement.

A specific responsibility is placed on Governance Members to ensure the Association remains faithful to its Christian foundation and charitable purposes.

The Association's values of Inspire, Trust, Compassion, and Hope, are exemplified in the life and teaching of Jesus, and provide an aspirational set of behaviours for how the Association serves others. We believe that these values can be embraced and upheld by people of all faiths and none.

The Association is committed to reflecting and authenticating its Christian ethos and values to its policies, practices and behaviours, with transparency and integrity.

A detailed explanation of the Association's Christian ethos is contained in the Association's Ethos Statement, which is available on our website.

2.8. Central Post Policy

Roles which are assessed to be central in promoting the Association's Christian ethos and enabling people to experience, explore and express the faith-based motivation of its work, are required to demonstrate a commitment to the Christian faith as an occupational requirement and will have specific faith-based duties (e.g. lead prayer/devotions). Such posts are termed 'central posts'.

In view of the responsibility of Board Members to nurture and uphold the Christian objectives of the Association, the Board have determined that all Governance Members are classified as voluntary 'central posts', and that all elected Board members will be drawn from such Governance Members.

Non-Governance-Member Board members may be co-opted by the Board (for periods through to the next AGM, after which they may be co-opted again by the Board), and, while not required to be 'central posts' they are required to act in sympathy with the Association's Christian ethos.

The Association has a separate Central Post Policy which is available on request.

2.9. Equality & Diversity & Inclusion

The Association recognises that people from different backgrounds can bring fresh ideas and skills. It values diversity and welcomes interest from all sections of the community and it is committed to build and reinforce a culture where people value each other and treat each other with dignity and respect.

The Association has a separate Equality & Diversity Policy which is available on our website.

2.10. Data Protection & Confidentiality

The Association has a separate Data Protection Policy which is available on our website. The Law requires that certain types of information must be available to members, the auditors, the Local Authority, users and members of the public. Other information will be regarded as confidential and must not be passed on. For further clarification please refer to the Data Protection Policy.

Whilst the Association wishes to be as open as possible it is recognised that it operates within a commercial environment and must respect an individual's right to privacy.

Governance Members may have access, from time to time, to confidential information and should ensure that such information is not passed on to a third party. Such information will include:-

- i) Items concerning specific individuals or their financial affairs – trustee/directors or employees and volunteers
- ii) Items concerning the terms of negotiations relating to the acquisition or disposal of property, the supply of goods and services or the involvement of the association in new pieces of work
- iii) Items concerning negotiations with employees
- iv) Items concerning legal proceedings
- v) Items specifically marked "private and confidential"

If a Governance Member is in any doubt as to whether any information to which it has been given access to is confidential or about disclosing any information they should seek advice from the Chair or Chief Executive Officer.

2.11. Safeguarding Relationships

Board Members

It is important that Governance Member members show respect for all members of the Board. While friendship and mutual trust are important ingredients in creating an effective Board, it is also vital that Governance Members are able to constructively question and challenge the views of the Board without any relational conflicts of interest specifically in relation to their role to ensure the Association remains faithful to its Christian foundation and charitable purposes.



Close personal, professional, or contractual relationships between Governance Members and Board members (e.g. marriage, family members, employer-employee, business supplier etc.), which may conflict with independent decision making should be avoided. Where in doubt, the Board must consider and resolve the matter as a conflict of interest.

Staff and Volunteers

The Association recognises that, in order to be as effective as possible, a creative partnership needs to exist between Governance Members, paid staff and also volunteers. Governance Members, staff and volunteers should show respect for each other in a professional and courteous manner. Close personal relationships between Governance Members and staff and volunteers should be avoided.

If a Governance Member is in any doubt or has any concerns relating to their interaction with staff and/or volunteers, they should seek advice from the Chair or Chief Executive Officer.

Governance Members must not initiate or respond to direct contact with staff and / or volunteers – any such requests are to be made and co-ordinated through the PA to the Chief Executive Officer.

Governance Members should ensure that if they have concerns relating to the performance of a particular member of staff or a team, then this should be raised with the Chief Executive Officer or a member of the Chief Officer staff team. No Governance Member has the right to reprimand or criticise an individual staff member or volunteer.

Customers

Governance Members must maintain a professional relationship with customers at all times. In particular it is essential that Governance Members do not form a personal relationship with customers who are residents of the Association. To allow a relationship to develop beyond the boundaries of a professional one would be an abuse of the Governance Member's relationship with the customer.

Governance Members must not initiate or respond to any unprofessional physical contact towards or from customers. This includes contact that may be perceived as sexual, or that may cause harm or reasonably be perceived as threatening.

All contact should be within the boundaries of what is considered fair and reasonable in the circumstances.

Governance Members are additionally advised:

- i) not to disclose any personal information to customers relating to their self or relating to other colleagues including personal phone numbers or addresses.
- ii) not to take a customer into their own home, unless approved as part of an Association programme.
- iii) not lend or make personal gifts to a customer.
- iv) not to borrow money or property from a customer or buy / sell property to a customer.
- v) not to assist any customer outside a YMCA programme without the prior consent of a member Chief Officer team and/or Senior Staff.
- vi) to respect the dignity, independence and the rights of customers to take risks and to make informed choices regarding their own care and welfare (unless in doing so it would breach the Association's Safeguarding Policy).

2.12. Day to Day Management

The Board of Trustees sets the 'strategic direction' of the Association, approves the annual Business Plan, and is accountable for performance and compliance.

The day to day management of the Association is the delegated responsibility of the Chief Executive Officer, Chief Officers and their staff teams. It is not appropriate for Governance Members to give instructions to staff regarding day to day management issues as this can undermine the role of the Chief Executive Officer and/or Chief Officers.

The role of Governance Members is solely to ensure the Association remains faithful to its Christian foundation and charitable purposes. Governance members do this primarily by:

- a) Holding the Board to account at each Annual General Meeting (and perhaps less formally through conversations during the year); and
- b) Appointing new Trustee Directors to the Board each year.

2.13. Criminal Convictions

If a Governance Member is convicted of a criminal offence, (other than minor driving matters), then this should be reported immediately to the Chair or Chief Executive Officer, who will treat such information sensitively.

This may have a bearing on the individual's ability to continue in a Governance Member role within the Association.

2.14. Politics

The Association is a non-party political organisation. Governance Members should not attempt to promote political views through the Association.

2.15. Public Profile and Media

The Association operates a number of registered charities and values its public profile. Governance Members must avoid any action that might bring the Association into disrepute, even if this is outside of the Association's activities.

All media enquiries should be managed through the Chief Executive's Office. The Chair and the Chief Executive Officer (or nominated officer) are responsible for all contact with the Press. Under no circumstances should Governance Members communicate with the Media.

2.16. Gifts and Hospitality

Governance Members should never accept any hospitality, which could be interpreted as a way of exerting improper influence over the way they carry out their duties as a Governance Member. Nor should they offer hospitality to others on behalf of the Association

In declining hospitality, or a gift, a Governance Member should be courteous but firm and draw the attention of the person making the offer to the existence of this Code of Conduct.

If in doubt relating to any of the above always take advice from the Chair or Chief Executive.

2.17. Expenses

The Association does not pay routine expenses incurred by Governance Members but will pay specific expenses (e.g. travelling and admission costs for attending specific functions at the request of the Association only) where the incurring of such expenses has been approved in advance by the Chief Executive Officer and receipts for the expenditure incurred are produced to the Association.



2.18. Declarations of Interest

A Governance Member must ensure that their private and personal interests do not influence their actions and /or decisions in fulfilling their role. They must not use their position to obtain personal gain of any sort, either for themselves directly, or for their family, friends or associates.

If a Governance Member has been invited and is present at a Committee meeting that is discussing an item which poses a conflict of interest, then the interest should be declared. If the interest is clear and substantial, that Governance Member should take no part in the discussion and decision, and should offer to leave the meeting.

Declarations of interest are a standing item on each Committee meeting agenda.

2.19. Dealing with Breaches of the Code

Alleged breaches of the Code of Conduct should be reported to the Chief Executive Officer. The Chief Executive Officer will then appoint a panel of not less than one Board Member to investigate the complaint. The composition of the Panel will depend on the nature of the complaint.

The Panel should take reasonable steps to ascertain the facts and ensure that the relevant Governance Member is given a fair opportunity to put their case (either in writing or in person). The Governance Member will have the right to be accompanied by a colleague or a friend.

The Panel will notify the Governance Member of its conclusions and make recommendations for any further action that may be required.

Procedure Type:	Code of Conduct – Governance Members
Procedure Number:	8m V1
Produced by:	Governance Development Committee



Here for young people
Here for communities
Here for you

YMCA enables people to develop their full potential in mind, body and spirit. Inspired by, and faithful to, our Christian values, we create supportive, inclusive and energising communities, where young people can truly belong, contribute and thrive.