



Cabinet Office

June 2019

# Code of Conduct for Board Members of Public Bodies



## Foreword

The Government expects all holders of public office to work to the highest personal and professional standards. In support of this, all non-executive board members of UK public bodies must abide by the principles set out in this Code of Conduct. The Code sets out, clearly and openly, the standards expected from those who serve on the boards of UK public bodies and should form part of individual members' terms and conditions of appointment. It also makes clear that harassing, bullying or other inappropriate or discriminatory behaviour is not consistent with what is expected of a board member of UK public bodies and will not be tolerated. Any breach of the Code should be viewed as a breach of the terms of appointment.

The principles set out in this code apply to all non-executive members on the boards of government departments, non-ministerial departments, executive agencies, non-departmental public bodies (NDPBs) and national public corporations.

The Code complements a public body's governing documents (legislation, memorandum and articles of association, royal charter) and any administrative documents (framework agreements, memoranda of understanding) which may set out the responsibilities and obligations of its board members. The Code's provisions must be observed alongside the provisions set out in these documents.

This Code replaces the Code of Conduct for Board Members of Public Bodies issued by the Cabinet Office in 2011. This Code can be found online at <https://www.gov.uk/public-bodies-reform>

In the first instance any propriety and ethics issues should be raised with the senior responsible official within your sponsoring department, or the Permanent Secretary as necessary. If additional advice is required, any questions should be directed to the Cabinet Office on:  
pbpropriety@**GRO**

## 1. Introduction

As a public office holder, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

## 2. Key principles of public life

- 2.1 The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life.<sup>1</sup> These are:

### **Selflessness**

Holders of public office should act solely in terms of the public interest.

### **Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. 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.

### **Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### **Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### **Honesty**

Holders of public office should be truthful.

### **Leadership**

Holders of public office 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.

- 2.2 These principles should inform your actions and decisions as a board member.

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<sup>1</sup> <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

### 3. General Conduct

#### Use of Public Funds<sup>2</sup>

- 3.1 You have a duty to ensure the safeguarding of public funds<sup>3</sup> and the proper custody of assets which have been publicly funded.
- 3.2 You must carry out these obligations responsibly – that is, take appropriate measures to ensure that the body uses resources efficiently, economically and effectively, avoiding waste and extravagance. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby Parliament, Government or political parties.

#### Allowances

- 3.3 You must comply with the rules set by the board and the public body regarding remuneration, allowances and expenses. It is your responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

#### Gifts and Hospitality

- 3.4 You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.
- 3.5 You must never canvass or seek gifts or hospitality.
- 3.6 You must comply with the rules set by the body on the acceptance of gifts and hospitality. You should inform the Chief Executive (or equivalent) of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.
- 3.7 You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring your public office and the public body into disrepute.

#### Use of Official Resources

- 3.8 You must not misuse official resources<sup>4</sup> for personal gain or for political purposes. Deployment of such resources must be in line with the body's rules on their usage.

#### Use of Official Information

- 3.9 You must not misuse information gained in the course of your public service for personal gain or for political purpose.<sup>5</sup>
- 3.10 You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the board.

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2 For more guidance on how to handle public funds, please refer to Managing Public Money <https://www.gov.uk/government/publications/managing-public-money>

3 This should be taken to include all forms of receipts from fees, charges and other sources.

4 This includes facilities, equipment, stationery, telephony and other services.

5 Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation

### Political Activity

- 3.11 In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party political post or hold a particularly sensitive or high-profile role in a political party. You should abstain from all controversial political activity and comply with the principles set out in Cabinet Office rules on attendance at party conferences<sup>6</sup> and on conduct during the period prior to elections and referendums, whether local or national.<sup>7</sup>
- 3.12 On matters directly related to the work of the body, you should not make political statements or engage in any other political activity.
- 3.13 You should inform the Chair, Chief Executive and/or the parent/sponsor department before undertaking any significant political activity. Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a board member and exercise proper discretion.
- 3.14 If you are an MP, [MEP<sup>8</sup>], member of the House of Lords, member of a devolved legislature, directly elected mayor, local councillor or police and crime commissioner, you are exempt from these requirements. There is no bar on such representatives taking a political party whip relating to their political role. You must exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with your role as a board member. You should not allow yourself to become embroiled in matters of political controversy.
- 3.15 In your official capacity, you should be even-handed in all dealings with political parties.

### Employment and Appointments

- 3.16 If you wish to take up additional employment or appointments during your term of office, you must inform the Chair and/or the relevant parent department in advance, and allow them the opportunity to comment. Care should be taken if you accept additional public appointments to ensure that you are not being paid twice from the public purse for the same time.
- 3.17 On leaving office, you must comply with the rules of the body on the acceptance of future employment or appointments. Each body should have its own rules on this.

## 4. Conflicts of Interests

- 4.1 When accepting an appointment to the public body you should consider if any conflicts of interest arise from your private interests or by virtue of any other roles you hold. You should consider, with advice from the appointing department how these should best be managed, and agree these with the organisation.
- 4.2 You must ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests, financial or otherwise.

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6 [www.gov.uk/government/publications/civil-servants-and-party-conferences-guidance](http://www.gov.uk/government/publications/civil-servants-and-party-conferences-guidance)

7 [www.gov.uk/government/publications/election-guidance-for-civil-servants](http://www.gov.uk/government/publications/election-guidance-for-civil-servants)

8 For the period which the UK remains a member of the European Union.

- 4.3 You must comply with the rules of the body on handling conflicts of interests. As a minimum, these will require you to declare publicly, usually in the body's register of interests, any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your public duties.<sup>9</sup> The rules will also require you to remove yourself from the discussion or determination of matters in which you have a financial interest. In matters in which you have a non-financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.<sup>10</sup>
- 4.4 It is your responsibility to ensure that you are familiar with the body's rules on handling conflicts of interests, that you comply with these rules and that your entry in the body's public register of members' interests is accurate and up-to-date.

## 5. Responsibilities as a board member, including non-executive chairs

- 5.1 You should play a full and active role in the work of the body. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the body.
- 5.2 You should promote an inclusive and diverse culture in the body and your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 5.3 You should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 5.4 You must not harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of you as a board member and will not be tolerated.
- 5.5 You must comply with any statutory or administrative requirements relating to your post.<sup>11</sup>
- 5.6 You should respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, you should support that decision.<sup>12</sup>
- 5.7 You must not use, or attempt to use, the opportunity of public service to promote your personal interests or those of any connected person, firm, business or other organisation.
- 5.8 You must inform the sponsor department of the body of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment, or should any such instances occur during your appointment.

9 In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.

10 These are common law provisions.

11 In the case of a body incorporated under the Companies Act <https://www.legislation.gov.uk/ukpga/2006/46/contents> or the Companies (Northern Ireland) Order <http://www.legislation.gov.uk/nisi/1986/1032>, you will also be subject to the duties of directors under company law. In the case of a body that has charitable status, you will also be subject to the duties of trustees under charities law.

12 This does not apply to departmental non-executive board members, whose role is to advise and challenge the board and department.

- 5.9 You must also inform the sponsor department of the body of any change in your circumstances which results in you becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from being a company director.
- 5.10 You have additional responsibilities as the chair of the body in leading the board/body and in ensuring that the principles covered in the Codes of Conduct for Board Members and Staff (where applicable) are upheld.

## **6. Responsibilities towards employees**

- 6.1 You will treat any staff employed by the body with courtesy and respect. It is expected that employees will show you the same consideration in return.
- 6.2 You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

## **7. Social media**

- 7.1 Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should at all times respect confidentiality, financial, legal and personal information.
- 7.2 Where any personal social media accounts used by you make reference or link to your public role, you should take care to ensure that it is clear in what capacity you are acting.

## **8. Raising concerns**

- 8.1 You should ensure that the body has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.
- 8.2 If you have a concern about a possible breach of this Code, a concern that you or any staff of the body are being asked to act in contravention of their own code of conduct, or a concern about misconduct or wrongdoing in any other areas, then you have a responsibility to raise that internally with the chair of the body or the Permanent Secretary of the sponsor department as appropriate.

