



OxLEP Ltd

Code of Conduct

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1. Introduction

As a Director of the Company 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 this Code.

2. Nolan Principles of Public Life

The Seven Principles of Public Life, more commonly called the Nolan principles after the Committee which developed them, have become the standard for all those working in the public sector or who deal with public funds. They are:

1) Selflessness

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

2) Integrity

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

3) Objectivity

In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.

4) Accountability

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

5) Openness

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.

6) Honesty

You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7) Leadership

You should promote and support these principles by leadership and example.

3. **Additional Duties**

In addition, Board Directors must adhere to OxLEP's commitment to sustainable development, social equality and diversity. You must treat fellow Board Directors, 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.

4. **Declarations of Interest**

The importance of openness and transparency are clear in the Principles above, and a vital element of this is through Directors formally declaring their interests. The interests to be declared are:

- a) Employment
- b) Directorships
- c) Significant shareholdings
- d) Land and property
- e) Related party transactions
- f) Membership of organisations
- g) Gifts and hospitality
- h) Sponsorships
- i) Interests of household members.

Declarations must be made within 28 days of a Board Director taking office. Annual declarations will be made by Directors which will be published on the Company's website, and a mechanism is in place to update these throughout the year as and when these may change. There is a standing agenda item at all Board, committee and sub-group meetings to remind people to declare any interests they may have so they can be noted in the minutes.

Where an interest has been declared the Director or sub-group member will not participate in any discussion of, vote on, or discharge any function in relation to the declared interest without the permission of the Chair.

5. Gifts and Hospitality

The giving and accepting of gifts can be a normal part of building business relationships. However, some gifts and hospitality can give rise to concerns about improper influence and conflicts of interest. While it is not intended that unnecessary offence be given by rejection, the acceptance of gifts and hospitality, even on a modest scale is best avoided as it may arouse suspicion and needs to be capable of public justification.

The Company Secretary will maintain a register in which to record any gift, hospitality or sponsorship, offered to a Director of OxLEP, unless it comprises of a small gift or modest offer of hospitality (under £50.) Frequent receipt (i.e. more than two in any three month period) of gifts or hospitality of less than £50 from the same individual or supplier, must be reported. The following information will be briefly recorded:

- the person or body making the offer;
- the Director to whom the offer was made;
- the gift, hospitality or sponsorship offered;
- the action taken by the Director as to whether the offer was accepted or refused.

Every Director who receives or is offered a gift or hospitality, which these guidelines require to be registered, shall report the circumstances of the offer to the Company Secretary so that the facts are recorded in the register. Every Director is entitled to see what is recorded in the register against their name. If there is doubt as to value of the offer this should be discussed with the Chair.

As a general rule gifts should (tactfully) be refused. This includes all such offers from organisations or persons who do, or might provide, works, goods or services to the Company, or who need some decision from OxLEP. These rules also apply to discounts offered to an individual employee going beyond those offered to the general public (other than those available to all employees on a corporate basis).

Directors may only accept occasional small gifts as follows:

- small gifts of office equipment or stationery given by way of trade advertisements to a range of employees or for use in the office. Nothing more elaborate than calendars, pens or diaries would fall within this exception.
- small gifts of only token value given on the conclusion of an official courtesy visit, for example, a visiting delegation.
- gifts to a Director or a member of their family where the donor is a personal friend.
- small gifts e.g. a box of chocolates, bottle of wine or flowers of a value less than £50 would only be acceptable if they were given as a genuine show of appreciation of work undertaken but should never be accepted if it may give rise to an appearance of influence or reward.

Other gifts (including any cash) must be handed over to the Company Secretary who will ensure the gift is recorded in the register and speak to the

Chair who will make a decision as to what should happen to it. If the Chair does not approve acceptance of the gift then the Company Secretary must decide whether the gift should be returned or passed on to a charity or other organisation benefiting the community. Whatever decision is taken the Company Secretary must ensure that the donor is informed of what has happened to the gift and record the action taken in the Register.

Offers of hospitality should always be approached with caution and offers of hospitality where any suggestion of improper influence is possible must be refused.

Hospitality should only be accepted on a scale appropriate to the occasion or the circumstances. Acceptance may make it difficult to avoid some obligation to the party offering it, and might later be thought to have affected an employee's impartiality in dealing with official matters.

Some offers of hospitality are unacceptable for example, offers of holidays or holiday accommodation/travel. Hospitality on a lower scale than this may also be unacceptable. Invitations to sporting fixtures or evenings at the theatre are acceptable only when they are required for the conduct of OxLEP business. No absolute dividing-line can be laid down and this underlines the importance of discussing any such offers with the Chair.

There is an important difference between, for example, attendance in an official OxLEP capacity at a function organised by a private individual or firm and accepting hospitality from a private individual or firm standing to benefit from goodwill of OxLEP.

However, it will not always be possible or even desirable to reject offers of hospitality on a modest scale. Acceptable hospitality is that not exceeding £50 in value such as official hospitality at a function organised by a public authority; a drink and sandwich following a site visit; or a working lunch of modest standard to enable the parties to continue to discuss business. The decision whether to accept or not must depend on the circumstances in each case but hospitality should never be accepted, if it may give rise to an appearance of influence or reward.

Where it is clearly evident that the work of OxLEP would be facilitated by attending, invitations to all social occasions should be discussed in advance with the Chair and the facts are recorded in the register.

In exceptional circumstances where it is not possible to seek prior approval, the facts must be reported to the Chair at the earliest opportunity afterwards and recorded in the register.

6. Confidentiality

It is important that the Board, Committees and sub-groups are able to have open and honest discussions to ensure decisions are taken correctly and collectively. To ensure this can be facilitated Directors and sub-group

members should keep confidential any matter which, by reason of its nature, the Chair or Directors are satisfied should be dealt with on a confidential basis.

Decisions made by the Board remain confidential until such times as the Chair agrees they may be disclosed.

Directors 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 Directors to publicly criticise, canvass or reveal the views of other Directors which have been expressed at meetings of the Board.

7. Duties of a Director

As well as the requirements outlined above, Board Directors have certain duties they are required to fulfil under the Companies Act.

Duty to promote the success of the Company

A Director must act in a way that he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. Directors are also required to have regard to each of the following when making decisions:

- the likely consequences of any decision in the long term
- the interests of the company's employees
- the need to foster the company's business relationships with suppliers, customers and others
- the impact of the company's operations on the community and the environment
- the desirability of the company maintaining a reputation for high standards or business conduct, and
- the need to act fairly as between (on behalf of) members of the company.

Duty to exercise independent judgement, care, skill and diligence.

A Board director must act with the care, skill and diligence of a reasonably diligent person with not only their general knowledge, skill and experience but with the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions of a Board director in relation to the company.

Duty to avoid conflicts of interest and to declare interests in proposed transactions or arrangements

This has been covered above, but it is important to note that this is a requirement of the Companies Act as well as being good practice.

Duty not to accept benefits from third parties

A Director must not accept a benefit from a third party conferred as a result of their position as a Director, unless it falls within the guidelines outlined above under gifts and hospitality.

8. Review of the Code

This Code will be reviewed annually by the Nominations and Personnel Committee, and any changes will be recommended to the Board for adoption.