

**LETCHWORTH GARDEN
CITY HERITAGE FOUNDATION**

**CODE OF CONDUCT
FOR GOVERNORS**

CONDUCT FOR GOVERNORS

As a governor of the Heritage Foundation, I agree to follow the principles of this Code, and abide by the 7 Nolan Principles for public service, as applied to the Heritage Foundation; Ref. 1¹.

[Note: This Code also applies to the individuals appointed by the District, County or Unitary Councils as their representative in their role as governors.]

Our values

1. In carrying out my role I will adopt the values of the Heritage Foundation to be Collaborative, Evidence-based, Supportive, Impactful and Inclusive.
2. I will operate ethically, with integrity, be considerate, respectful, honest and courteous to governors, staff, volunteers and contractors of the Heritage Foundation and also members of the local community with whom I am in contact in my role as a governor.

Governing documents of the Heritage Foundation

3. I will comply with the Rules and Regulations applicable to governors.

Supporting the work of the Heritage Foundation

4. I will use my skills to support the role and work of the Foundation
5. I support the Charitable Objects of the Heritage Foundation and aim to act as an ambassador of the Heritage Foundation in my role as a governor, in the interests of the people of Letchworth Garden City.
6. I aim to maintain an up-to-date knowledge of the Heritage Foundation and also the views and needs of the local community of Letchworth Garden City which it serves.
7. I aim to act in the best interests of both the present and future local community of Letchworth Garden City.
8. I will adhere to the Foundation's equality, diversity and inclusion policy

Openness about personal interests

9. I will comply with the Foundation's conflicts of interest policy and honestly declare all and any interests which may conflict with a matter to be discussed at a meeting of the governors. I will update my entry in the register of interests when requested by the Company Secretary.

Conduct at governors or other meetings of the Heritage Foundation

10. I will:
 - a) participate in the majority of general meetings of the governors, giving apologies to the Chair of governors/Company Secretary prior to the meeting if I cannot attend, study the agenda and other information sent to me in good time prior to the meeting and aid the smooth running of business by proposing items of any business to be tabled at the meeting in a timely manner(within 7 days of receiving the agenda) or at future meetings, and

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

responding to calls from the Chair for urgent business requested at the start of a meeting (which will be tabled following minutes, matters arising and declarations of interest);

- b) have a fair and open-minded view to discussions at meetings, showing respect for the diversity of views of others; I will focus my comments objectively and selflessly on what is in the best interests of both the present and future local community of Letchworth Garden City and by doing so strive to be a critical friend of the Board of Trustees and the Heritage Foundation.
- c) recognise that the Chair may need to facilitate moving on the meeting, but they will aim to facilitate engagement to seek governors' views

Understanding the roles of the Trustees and the governors

- 11. I understand and accept that the Board of Trustees has the authority under the Rules to manage the business of the Heritage Foundation.
- 12. I understand that a valid decision of the Board of Trustees is binding on the Heritage Foundation unless and until varied by a subsequent decision of the Board of Trustees. Where I have any concerns, I will ensure that such concerns are drawn to the attention of the Chair in a professional and timely manner.
- 13. A two-way flow of feedback between governors to raise issues with the Board of Trustees is encouraged and will be facilitated through the agendas of both the meetings of the Board and of Governors, and feedback will be included in minutes of meetings. Governors will have the opportunity to present to the Board on matters of concern.
- 14. The role of governors is explained in the Governor Role Description.

Protecting the Heritage Foundation's reputation

- 15. There may be times when carrying out your role that you will be asked by residents to support the case or interest of a tenant, a local organisation or campaign, or a beneficiary of the Foundation. Governors will follow the following steps to mitigate any reputational risk
 - a) I note a Media Handling policy applies to governors, and I will familiarise myself with this document.
 - b) When speaking as a private citizen, or as a Governor, I will make this clear, and I will not knowingly say anything which would be factually incorrect about the Heritage Foundation.
 - c) I will liaise with the Head of Communications & Engagement if I am to respond to any request for statements about the Heritage Foundation [including on social media beyond passing on posts by the Heritage Foundation].
 - d) I will restrict comments in social media related to the Heritage Foundation to be those of an ambassador for the Heritage Foundation, and / or to seek understanding of views of the community to inform my role. Sharing formal statements on social media issued by the Heritage Foundation is an appropriate role for the Governors, subject to any guidance provided from time to time by the Communications team.

Concerns about governor conduct

- 16. Any concerns about governor's compliance with the principles of this Code shall be directed through the Company Secretary and or Chair as appropriate.

17. The aim of this code is to set the tone around appropriate behaviours for governors. Any concerns should be discussed with the Chair and / or Company Secretary as appropriate. This does not replace formal processes of Rule 45 of the Rules of the Foundation.

Governor and Tenant Communications

18. In order to protect your integrity, Governors should not directly get involved in commercial tenancy matters or disputes with Foundation tenants which are commercially sensitive. Where tenants contact a Governor directly to seek their support or input to a tenancy matter, they should only meet with a tenant if accompanied by a member of the Foundation staff.
19. In privately meeting with any member of the public as part of their role, Governors should follow appropriate safeguarding precautions in line with the Foundation's safeguarding policy.

Managing disputes, grievances and disciplinary matters relating to a potential breach of the Code of Conduct for Governors

20. In instances where there is a dispute, grievance or a potential breach of the Governor Code of Conduct the following process will be followed:
21. The complainant, whether a , Governor or a member of the Foundation staff will raise the matter with the Chair of the Board and the Company Secretary setting out the specific circumstances, including providing any supporting evidence relevant to the concerns raised.
22. With the agreement of the complainant the Chair will speak to the Governor concerned, sharing the concerns raised along with any evidence and inviting the Governor to respond. This is an initial and informal first step investigation which seeks to identify a simple and immediate resolution to the problem or issue to the satisfaction of all parties. The Chair will routinely be accompanied in carrying out this informal investigation by the Company Secretary and may also at their discretion involve the Vice-chair in this process.
23. In instances where a simple and immediate resolution cannot be agreed upon, the Chair will report the matter to the Board of Trustees to determine whether a formal investigation should be undertaken. The Board must agree by a simple majority to undertake such an investigation. If the Board do not agree to undertake an investigation the parties concerned will be notified of that decision.
24. Where an investigation is agreed upon then the following process will be followed:
25. The Chair of Trustees will appoint an Investigation Panel made up of at least two Governors who will undertake the investigation. Panel members must declare any interest or prior involvement with the issue under investigation in which case they will not be permitted to have any involvement in the investigation. One Panel member shall act as Chair of the Investigation Panel. The Company Secretary will provide appropriate support and advice but will not be party to any recommendation or decision.
26. The purpose of the investigation is to establish a fair and balanced view of the facts relating to the issues and allegations, before deciding whether to proceed to disciplinary action. The amount of investigation required will depend on the nature of the allegations and will vary from case to case. It may involve interviewing and taking statements from the complainant and any witnesses, and/or reviewing relevant documents. Investigative interviews are solely for the purpose of fact finding. The Governor being investigated, and any witnesses, are expected to cooperate fully and promptly in any investigation. Copies of investigation interview records will be given to the Governor being investigated.

27. The investigation is confidential to the people involved. The Governor being investigated and witnesses must not discuss the issues with other colleagues or with each other. Following a full and thorough investigation, the Chair of the Investigation Panel will complete a written report, presenting the facts clearly and objectively. The report to the Board will recommend what further action if any is needed and by when and who, including any appropriate remedial action.
28. This report will be shared with both the complainant, and the Governor concerned 14 days before the Board meeting and they will be invited to submit or append any comments on the findings and recommendations.
29. This report will be presented by the Chair of the Investigation Panel in a confidential setting to the Board of Trustees at the next available meeting. The Board must agree by a simple majority vote to any further action including any remedial action. This will be minuted confidentially. If the report includes a recommendation to propose a resolution to remove a Governor from office, then Rule 45 must be followed. The Chair of the Board will be responsible for notifying all of the parties concerned and for ensuring that all recommendations and actions are carried out in a timely manner.
30. Rule 45 - A governor may be removed from office by a resolution of the governors carried by two-thirds of the votes given at an annual or a special general meeting of which notice has been given specifying the intention to propose the resolution. A resolution to remove a governor in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that general meeting.

Signed: _____

Name: _____

Date: _____

Reviewed and revised 05/2026

To be reviewed 05/2029