

Board Code of Conduct Policy

1. Purpose

The purpose of this policy is to provide clear guidance to the TCOL board about the standards of actions and conduct that are expected. The Code provides a set of principles to guide Board members on acceptable behaviour and should be read in conjunction with the TCOL Board Charter and the TCOL Conflict of Interest Policy.

2. Scope

This policy applies to all Board Members. This applies at board meetings, within the workplace, at meetings/events organised by TCOL, when Board Members are representing TCOL generally in the business community and when Board Members discuss TCOL and related business within their business networks.

3. Conduct

It is expected that Directors will:

- be committed to ensuring the independence of the disputes handling process and not unduly interfere in, or seek to influence, the proper performance of the Ombudsman's decision-making duties under the TCO Terms of Reference;
- take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of TCOL;
- act ethically, with honesty and integrity, in the best interests of TCOL at all times. Each director will ensure that no decision or action is taken that has the effect of placing his or her interests, or those of a related party or employer, in priority to the interests of TCOL;
- contribute actively to all aspects of their role on the TCOL Board;
- not miss more than three consecutive Board meetings without an adequate excuse;
- make decisions fairly, impartially and promptly, considering all available information;
- treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare;

- contribute to a harmonious, safe and productive board environment/culture through professional relationships;
- not make improper use of their position as a Director to gain an advantage for themselves or for any other person;
- not disclose official information or documents acquired through membership of the Board, other than as required by law or where agreed by decision of the Board;
- support and adhere to the formal decision of the Board made in its meetings; and
- comply with the spirit of the Code of Conduct in its entirety.

4. Financial Accountability

It is expected that Directors will:

- be accountable for official expenditure;
- adhere to Financial Procedures as approved by the Board; and
- act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial materials that come before the Board.

5. Conflicts of Interest

It is expected that Directors will:

- adhere to the TCOL Conflict of Interest Policy;
- disclose any personal or business interests which may give rise to actual or perceived conflicts of interest;
- declare any conflict of interest between personal business and their duty as a Director;
- ensure personal or financial interests do not conflict with their ability to perform official duties in an impartial manner; and
- where conflicts of interest do arise, comply in good faith with the decisions of the non-conflicted directors about how to ensure they are managed in an appropriate and timely manner in the interest of TCOL.

6. Public Statements

TCOL's relationships with the media are conducted exclusively by the Ombudsman or Chairman of the Board or as delegated by them.

7. Privacy

Private information about a colleague, employee, supplier, customer or any other person dealing with TCOL must not be discussed outside the organisation without prior consent from the Board Chair. TCOL will remain compliant with The Privacy and Data Protection Act 2014.

8. Compliance

Directors are required to comply with this Code of Conduct. This Code of Conduct aims to assist Directors in effectively carrying out their duties and responsibilities effectively and with integrity. TCOL aims to operate in a 'no-fault' environment as far as possible. Where Board members are deemed to have complied with this policy to the best of their abilities, and with good intentions, the internal consequences of a minor breach of this policy will be limited to further training, consultation, policy review and other such actions. Deliberate, ongoing, reckless or serious breaches of this policy will be dealt with by disciplinary action and may result in a Director being removed from the Board.