



# NATIONAL EXECUTIVE COMMITTEE (NEC) CODE OF CONDUCT

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## Introduction

This Code of Conduct (the 'Code') sets out the standards of personal behaviour and conduct required of NEC members. It is based on the model Co-operatives UK Code of Conduct for



Co-operative Directors, except where requirements are set out in the Rules of Co-operative Party Ltd.

Every member of the NEC must sign an acknowledgement accepting their obligation to comply with this Code in its entirety.

Candidates seeking election to the NEC will be asked to confirm that they have read and understood it, and, if elected, must sign a similar acknowledgement confirming their obligation to comply with it.

## **Qualification for office**

The Rules of Co-operative Party Ltd set out the criteria under which an individual is eligible to be a member of the NEC. A member of the NEC shall notify the Board Secretary immediately on becoming aware that they are not, or may no longer be, eligible to be a member of the NEC.

## **Commitment to Co-operative Principles**

The Co-operative Party is established to *promote co-operative and mutual forms of economic, social and voluntary organisation, which are based on the principles of mutual ownership and democratic control, and to support political action in pursuance of the Values and Principles of the Co-operative Movement in the UK and internationally as defined from time to time by the International Co-operative Alliance.*

Each member of the NEC must discharge their responsibilities in a way that seeks to ensure that the Party remains committed to operating in accordance with the values and principles that are set out in the International Cooperative Alliance Statement of Co-operative Identity, which is the basis of all co-operative enterprises.

## **Carrying out the NEC's responsibilities**

Being a member of the NEC brings with it a commitment to carry out all necessary duties and responsibilities that must be performed by the NEC (also known as the Board of Co-operative Party Ltd).

Each member of the NEC will:

- Understand and abide by their legal duties and responsibilities.
- Act in accordance with the Rules of Co-operative Party Ltd
- Attend every meeting of the NEC and of any committee or sub-committees of the NEC to which they are appointed, unless there is an unavoidable reason for non-attendance, in which case the member of the NEC shall notify the secretary of this.
- Prepare properly for every meeting by reading in advance any documents sent out for the purpose of the meeting.
- Arrive on time for every meeting fully prepared and able to take an active role in discussions and decision making.
- Ensure that information required by the Party for statutory and administrative requirements is completed and updated as necessary.

## **Standards of behaviour**

In addition to fulfilling their legal duties, members of the NEC are expected to show high standards of behaviour in carrying out their responsibilities. This is necessary in order that the NEC can function properly as a board, that it can play its part appropriately in the Party's overall governance, and that the Party's good name and reputation is maintained.

Members of the NEC will observe the following general standards. These are in addition to the Party's Rules on Conduct:

- In their dealings with each other, staff and members, NEC members must treat people politely, fairly, and with dignity and respect.
- On public occasions and on all co-operative business, NEC members must behave with integrity and in a way that is appropriate for a member of the NEC of such an organisation. NEC members must not bring the Party into disrepute or prejudice its general good standing in any way.
- NEC members should behave in a way that demonstrates their belief in the values and principles and ethical stance of the Party and shall conduct themselves in a way

that does not call these beliefs into question or prejudice the general good standing of the Party in any way.

- Members of the NEC will treat meetings of the NEC or of any committee or sub-committee of the NEC to which he or she is appointed, as formal occasions, and will:
  - Accept the authority of the chair of any meeting, expressing all questions and points of view through the chair.
  - Listen to the views of other members of the NEC with an open mind, seek advice or clarification where needed, express their own views, and come to their own decisions on individual matters in good faith in what they believe to be in the best interests of the Party, considering relevant factors and ignoring irrelevant factors.
  - Accept decisions made by the NEC in accordance with the law and Party's governing document, even if they disagree with it and voted against it if a vote was taken. This includes a commitment to support any decision of the NEC outside of NEC meetings
  - Not resort to behaviour that could be considered aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing.
  - Keep to the agenda, raise other issues under 'any other business' according to agreed procedures, and not engage in discussions during the meeting that are not relevant to the issues of the meeting.
  - Not present misleading information or behave in a way designed to mislead the NEC.
  - Ensure that they do not attend any meetings under the influence of alcohol, or illegal or recreational drugs.

## **Confidentiality**

NEC members will treat all information that they receive in their capacity as members of the NEC, and all discussions at NEC meetings or within committees or subcommittees of the NEC, as confidential.

NEC members will observe the following obligations of confidentiality:

- They will not disclose any information outside NEC meetings unless it is already in the public domain, or they are specifically authorised by the NEC to do so. This includes information about the Party's business, the deliberations of the NEC in reaching decisions, and the way individual member of the NEC voted on issues.
- They will not use any information for personal advantage.
- They will not pass information to any representative of the press or media and will refer any press or media enquiries to the Party's management executive.
- They will not make unauthorised copies of any documents.
- They will take proper care of any documents they receive as a member of the NEC, and store and dispose of them securely.

## **Conflicts of interest**

Any National Executive Committee Member who has a material interest in a matter as defined below must declare such interest to the National Executive Committee and:

- may be present in any discussion of the matter unless a majority of the National Executive Committee Members objects to their presence, but
- shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted)

Any National Executive Committee Member who fails to disclose any interest required to be disclosed must permanently vacate their office if required to do so by a majority of the remaining National Executive Committee Members.

A material interest in a matter is any interest or contractual relationship (save for the exception referred to below) held by a National Executive Committee Member or their spouse or partner in any firm or company or business which, in connection with the matter, is trading with the Party, or is likely to be considered as a potential trading partner with the Party.



The exception which shall not be treated as a material interest is shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange.

The Board Secretary must keep a register of NEC members' interests that is open to inspection by members.

## **Taking independent advice**

The Co-operative Party's Senior Management Team is responsible for running the day to-day business of the Party. If one or more members of the NEC have any questions about any aspect of the Party's affairs, they should be raised in the first instance with the General Secretary.

If any member of the NEC, or any committee or sub-committee of the NEC, believes that it is essential for independent advice to be sought on any matter to enable them to properly perform their duties then this should be done through the Board Secretary. If the matter on which the advice is sought directly concerns the secretary, the advice shall be sought through the chair.

If one or more NEC members are dissatisfied with advice given, or the NEC fails to obtain their requested advice, they should raise the matter with the Board Secretary. The Board Secretary may take further independent advice if they consider it to be in the best interests of the Party to do so.

If the Board Secretary is involved in the matter in question and cannot be regarded as independent for the purposes of taking further advice, an appropriate employee shall act in place of the Board Secretary. If neither the Board Secretary nor any member of the management executive can be regarded as independent for the purposes of the matter, it shall be referred to the Secretary General of Co-operatives UK.

## **Induction and Ongoing Professional Development**

New NEC members must complete the formal induction programme developed by the NEC to ensure that they can become as effective as possible, as quickly as possible, in their new role. Failure to do so without good reason is a serious breach of this Code.

NEC members should ensure that they are properly equipped to carry out their responsibilities. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, NEC members need to undergo appropriate training and professional development on an ongoing basis.

All members of the NEC shall take part in any training that the NEC resolves that they should undertake. Failure to do so without good reason is a serious breach of this Code.

## **Hospitality and Gifts**

NEC members must not, in their capacity as member of the NEC (or what might be perceived as their capacity as member of the NEC), receive from or give to any person or organisation any hospitality, gift or any other benefit, except in the following circumstances:

- Working meals or refreshments.
- Inexpensive items (less than £10 in value) such as free calendars.
- Hospitality in the course of the Party's business, which is disclosed to the Board Secretary and recorded in a register kept for this purpose.

NEC members must observe the terms of any policy that the Party might have concerning hospitality and gifts.

## **Serving on the Board of another organisation**

NEC members who serve on the board of any other organisation must treat their roles as member of the NEC of the Party and member of the board of any such organisation as separate.

This means that:

- They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so.
- When making decisions as a member of the NEC of the Party, they must make such decisions in what they consider to be in the best interests of the Party, and when

making decisions as a member of the board of another organisation, make them in what they consider to be in the best interest of that organisation.

## **Breach of this Code**

All members of the NEC accept that they must comply with this Code if the NEC is to function and carry out its role properly and efficiently. Where any member of the NEC alleges that another member of the NEC is in breach of this Code, the following provisions will apply:

If the allegation is made in the course of a meeting, the matter is to be referred to the chair, who may:

- Request the member of the NEC alleged to be in breach to desist from any behaviour giving rise to the breach.
- Defer the matter to be considered by the NEC on a subsequent occasion.
- Adjourn the meeting.
- Request that the member of the NEC alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining NEC members present.
- Exclude the member of the NEC alleged to be in breach for the remainder of the meeting.

If the remaining members of the NEC are to consider an allegation of a breach of this Code at any time, the member of the NEC alleged to be in breach shall be given the opportunity to respond to the allegation.

If the remaining members of the NEC consider that a member of the NEC has committed a breach of this Code:

- The breach shall be recorded by the Board Secretary.
- The NEC may recommend that the NEC member in breach undergoes disciplinary action and/or training.

- The NEC may resolve to report the matter to the members at the next members' meeting.

A member of the NEC in serious breach of this Code may be removed from office by a resolution approved by not less than three-quarters of the remaining members of the NEC, provided that the remaining member of the NECs also consider that it is not in the best interests of the co-operative for that individual to continue as a member of the NEC.

Before any such resolution can be considered, the NEC member alleged to be in serious breach shall be notified in writing of the alleged breach and shall have an opportunity to answer the allegations made and to rectify the breach.

## **Co-operative values in practise – conduct at meetings**

As a Party, our co-operative values should be reflected in our actions as well as our policies.

All members should feel welcome and encouraged to participate, in meetings, events and on social media. There is no place in Co-operative Party for intolerance or abuse.

To enable this, we will: -

- Make meeting and events accessible and welcoming, encouraging maximum attendance and participation
- Conduct all meetings in a friendly and co-operative manner, in accordance with the rules & standing orders and in a manner that enables all views to be heard
- Not tolerate discrimination based on age, gender, sexual orientation, marital status, disability, colour, race, ethnic origins or religion, or any form of personal abuse in meetings or on-line.

## **Social Media**

1. The Co-operative Party recognises that social media and other forms of digital communications are a vital part of modern campaigning and communications.

2. We have an important part to play in political and public debates and a vital contribution to make in discussions about how to create a more co-operative United Kingdom. We should be loudly and proudly making the case for co-operation using all appropriate channels.
3. We are absolutely clear that the rules of the Co-operative Party apply just as much to activity that takes place on-line as it does to more traditional political activities like Party meetings.
4. Our co-operative values dictate that we will treat others with respect and not make personal attacks or abusive or intimidating remarks. Individual members not meeting these high standards in their conduct online may be subject to disciplinary action under Sections E and F of the Party's Rule Book.
5. High-profile members of the Party and those holding official positions within the Party including Party Officers, NEC members and elected representatives should be particularly mindful that their conduct online has the potential to reflect on the Party. Views expressed could be interpreted as reflecting the view of the Party even where this is not the intention.
6. We increasingly encourage local Co-operative Parties and networks to use digital and social media to build support for the Party and our ideas. However, Party Officers responsible for placing such content online must ensure that content is relevant to the work of the Co-operative Party; and that no content is placed on an official Co-operative Party communications channel which could bring the Party into disrepute or that is not consistent with the policy of the Party.
7. Content on official Co-operative Party social media channels in particular during both internal and external elections and selections must comply with the rules of those elections and selections. Communications using these channels must not be used to promote candidates in internal Co-operative Party elections or to promote Co-operative Party candidates in Labour Party selections unless the individual has been formally nominated as the Co-operative Party's candidate.