Introduction

This code applies to members of the ICSH Board, described as Directors¹, while the remunerated Director is described as the Executive Director, and is not a member of the Board.

All charity Directors have legal duties and responsibilities. The directors of a charitable company are Charity Directors and have duties under company law as well as charity law.

Purpose of the Code

To set out the relevant standards expected by Directors of the ICSH Board, in order to maintain the highest standards of integrity and stewardship to ensure that the ICSH is effective, open and accountable, and to ensure a good working relationship with affiliates and with the Executive Director and his/her team.

The Code – General

- Directors must act with probity, due prudence and should take and consider professional advice on any matter on which the Directors do not have expertise themselves.
- A director must participate in the governance and administration of the ICSH Management Board and all its assets in the interest of current, potential and future beneficiaries.
- Directors should hold themselves accountable to the ICSH stakeholders, including affiliated members, funders, and the public; for the decisions of the Board, the performance of the Board and the performance of the ICSH.
- Except where legally authorised, Directors must not gain financial or other material benefit² for themselves, their families or their friends, from their Directorship, as they are acting in a personal capacity.
- A Director must not place him/herself under any financial or other obligation to outside individual organisations or agencies that might influence him/her in the performance of his/her official duties.
- Directors should conduct themselves in a manner which does not damage or undermine the reputation of the ICSH.
- Directors must make decisions together and take joint responsibility for them. The extent to which any one Director or a small group of Directors is empowered to speak for or take action on behalf of the ICSH Board must (subject to any specific constitutional rules) be a matter for all Directors to decide together. Such decisions must be recorded.
- Directors who sit on the Board as the nominee of an affiliated organisation must accept that their responsibility is to the ICSH as a whole, of which they are Directors, and not to promote the interests of their own organisation in a way that may be detrimental to the interests of other affiliates or the ICSH.
- It is recognised that directors are also employees/management board members of affiliated organisations and should seek to balance their view in the context of their being elected by members to serve the interests of the voluntary housing sector. In the context of being a company director of the ICSH, Directors are legally responsible for taking decisions with due prudence in the interests of the ICSH.

¹ Also known as ICSH Management Board Members
² Directors should not use ICSH management board meetings to principally benefit their own affiliated organisation
Responsibilities

- Directors must, with the advice of the Executive Director, formulate and review regularly the ICSH vision, values and long-term strategy, as well as policies, for the day to day management and development of the federation.
- With the assistance of the Executive Director and appropriate professional advisers, Directors must ensure that the ICSH complies with regulatory and statutory requirements and must exercise overall control over the ICSH financial affairs. In addition to compliance with statutory requirements, directors should have a commitment to the development and implementation of good practice.
- Directors must be familiar with and keep under regular review the rules and constitution of the ICSH. Any changes must be made in accordance with constitutional and legal requirements.
- In order to develop a working knowledge of the ICSH and to give themselves credibility, Directors should endeavour to maintain links and keep in touch with the Executive Director by regular visits to the ICSH office and, where practicable, to local organisations other than their own. All such visits to the ICSH office should be made by arrangement with the Executive Director.

Meeting of the Board of Directors

- Directors must strive to attend all meetings regularly, ensuring that they prepare for and contribute appropriately and effectively. This would include reading and analysis of any documentation prepared for the meeting.
- Directors should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the best interests of the ICSH.
- Directors must aim to foresee and avoid any conflict of interest. Where one arises, a Director must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other Directors. Any transaction under which the Director will benefit, whether directly or indirectly, must have proper legal authority.
- Confidential information or material (relating to users, beneficiaries, donors, members, staff, commercial business, etc.) provided to, or discussed at Board meetings, must remain confidential and within the confines of the Board and must not be discussed outside the ICSH Board.
- Where ICSH directors are nominated or appointed by the Management Board to outside bodies they should seek to keep the management Board fully informed and also seek guidance where necessary when key decisions have to be made. Prior to seeking nomination, ICSH directors should have approval from their own member organisation. ICSH directors should be fully aware of the ICSH policy on various issues when they are nominated to various bodies.

General Consideration of Good Practice

- The fundamental principles of natural justice will be applied in the consideration of any decision made by the Board. The first is known as the *audi alterum parterm* rule (hear the other side), *i.e.* that all parties must be fully and fairly heard. The second is described as *nemo index in causa sua* (none shall be principally a judge in his/her own course) *i.e.*, conflicts of interest must be avoided. Bias may arise from pecuniary interest, personal attitude or personal relationships.
- Each director should display a sense of loyalty to the ICSH management board. In particular, s/he should refrain from criticising, on a public occasion, the services and activities of the ICSH. This discussion should be reserved for ICSH Board Meetings.
- Each director should ensure that they conduct themselves in a proper manner and use language which is appropriate to their fellow directors.
- In the decision making process an appropriate opportunity should be given to all directors to state their views and conclusions before an agreed decision is made.
- An induction/introduction pack should be made available to all new directors of the ICSH Management Board.
Staff

- Directors must ensure there is a clear understanding of the scope of the authority delegated to the Executive Director.
- Policies and strategies agreed by the Directors should be expressed in unambiguous and practical terms, so that the Executive Director and staff responsible for implementing those policies are clear about what they need to do. Directions given to the Executive Director and the staff should come from the Board as a whole through agreed channels.
- Directors should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development appraisal, remuneration and discipline of the Executive Director and other staff.
- Directors must understand, accept and respect the difference in roles between the Board, the Executive Director and staff, ensuring that the honorary officers, the Board, the Executive Director and his/her staff team, work effectively and cohesively for the benefit of the ICSH and develop a mutually supportive and loyal relationship.
- Having given the Executive Director delegated authority, directors should be careful – individually and collectively – not to undermine that authority by word or action.