

Code of Conduct for CIPFA Council Members

NB all references to 'Council', unless shown otherwise, apply equally to Boards and Committees.

Organisational values

As a member of CIPFA Council, I accept the fundamental values that underpin all the activity of this organisation. These are:

Accountability: Everything CIPFA does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

Integrity and honesty: These will be the hallmarks of all conduct when dealing with colleagues within CIPFA and equally when dealing with individuals and institutions outside it.

Transparency: CIPFA strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or go against charity regulations in any aspect of my role of Council member.
- I will support the mission and consider myself its guardian.
- I will abide by organisational policies.

Conflicts of interest

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the Council and do as it requires regarding potential conflicts of interest.

Person to person

- I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as a Council member.
- I will follow the agreed procedures when I have concerns over decisions made by the Council or over the actions of staff.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact within my role as a Council member.

Protecting the organisation's reputation

- I will not speak as a Council member to the media or in a public forum without the prior knowledge and approval of the Chief Executive or President.
- When, exceptionally, it has not been possible to obtain prior consent, I will inform the President or Chief Executive at once when I have spoken as a Council member to the media or in a public forum.

- When I am speaking as a Council member, my comments will reflect current organisational policy even when these do not agree with my personal views.
- All members of Council are free to speak in public in a personal capacity. In doing so I will make it clear that the views that I express are my own and not those of the Institute; I will also strive to uphold the reputation of the Institute and those who work in it.
- I will respect Institute, Council and individual confidentiality.
- I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the President.

In the Council Chamber

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by CIPFA.
- I will abide by Institute governance procedures and practices.
- I will strive to attend all Council meetings, giving apologies ahead of time to the Secretary if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of other members and staff while making my voice heard.
- I will accept a consensual agreement or a majority vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in Council meetings unless authorised by the Chair or Council to speak of it.

Enhancing governance

- I will participate in induction, training and development activities.
- I will continually seek ways to improve Institute governance practice.
- I will actively engage with the activities of the Region that I represent.

Leaving membership of Council

- I understand that the Byelaws allow for my removal from the Council by a vote at an AGM; I do, however, recognise the authority of the President to request my resignation from Council if my continued membership, after all due efforts to resolve issues, is considered not to be in the interests of the Institute.
- Should I resign from Council I will inform the President in advance in writing, stating my reasons for resigning.

Section By Section Notes

Organisational values

In this section, the organisation declares the values that govern all of its activities. This is an important part of the Code, since it sets forth a context within which the agreement with the individual will take place.

The values that appear in this Code – accountability, integrity and honesty, and transparency – are popular choices for policymakers in both the private and voluntary sectors. They broadly commit everyone in CIPFA to conducting business in a safe, honourable and legal manner without requiring specific beliefs or actions. In their comprehensiveness, they cover any possible omissions in the parts of the Code more specifically aimed at Council member behaviour.

Law, mission, policies

I will not break the law or go against charity regulations in any aspect of my role.

As leaders, you must act in accordance with the law and charity regulations. This doesn't mean every Council member must have a thorough knowledge of these at the time of joining Council. It means that he or she will act in good faith to learn the laws and regulations, seek advice when needed, strive to make decisions that uphold and honour those rules, and never in his or her conduct wilfully break them.

I will support the mission and consider myself its guardian.

Supporting and guarding the mission means that you will:

- Do everything in your power to contribute to the Institute's ability to realise the mission
- Participate in the governance activities by which the Institute seeks to enact its mission
- Never do anything that contravenes the aims or the spirit of the mission
- Use the mission as a touchstone for all his/her acts as a Council member, asking 'How is what I'm doing helping the mission?'

I will abide by organisational policies.

This commits you to uphold those policies that regulate the Institute's activities, both those made prior to your tenure on Council and those made while you serve. Such policies protect CIPFA from risk and provide guidance for those who work in it. New Council members will be given a thorough orientation to existing policies at the time of their induction.

For reasons of economy, and because organisational policies are subject to frequent revision, the text of policies does not appear in the Code of Conduct.

Conflicts of interest

I will always strive to act in the best interests of the organisation.

You have a duty to act in the best interests of the Institute. This means that you must never place your own interests before those of CIPFA. You must not act in the interests of family, friends or any organisation, group or constituency you represent. Every Council member represents the Institute as a whole. Each has a duty to make decisions that bring about the best outcomes for the entire body.

I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.

As stewards of the Institute, Council members must declare all conflicts of interest. A conflict of interest is any circumstance that might cause an individual to make biased decisions, that is, those in his/her own interest or in the interests of another individual or group, rather than in the best interests of the Institute.

Even the suggestion of a conflict of interest among Council members can cause great embarrassment to the Institute and seriously damage the Council's authority. All Council members

are expected to make a declaration of any relationships, business or personal, which might be seen to constitute a conflict of interest. Council members must declare such conflicts as soon as they arise, either or both by amending their public Register of Interests and by raising any conflicts at the commencement of meetings. If you are in doubt about whether or not you run the risk of a conflict of interest, discuss the matter with the Chief Executive or President.

I will submit to the judgment of the Council and do as it requires regarding potential conflicts of interest.

In the interest of transparency, Council members' Registers of Interest are in the public domain. Failure to declare a significant conflict of interest would breach this Code and the Council would need to consider the consequences of such a breach.

A Council member with a clear and irresolvable conflict of interest may ultimately be requested to resign from, or be suspended from, Council. Typically, however, accommodations can be made, such as excluding you from voting on issues that touch on your area of interest. In all cases, everything will be done to protect the integrity and reputation of the Institute and that of the Council.

Person to person

I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow Council members, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as Council member.

First and foremost, you should behave lawfully. In all your personal dealings, you must avoid violence, offensive behaviour and wilful or negligent misconduct toward others. This Code of Conduct spells out this basic expectation, perhaps needlessly; yet by stating it clearly, the Institute is sending a message that no such behaviour will be tolerated.

Additionally, the Code commits you to abide by all organisational policies governing personal interaction, including those on bullying, sexual harassment and equal opportunities. This underscores the importance of CIPFA's wider policy structure and lifts expectations beyond the bare minimum.

I will follow the agreed procedures when I have concerns over decisions made by the Council or over the actions of staff.

The Council has established an escalating procedure whereby members can raise and resolve concerns, including access to funds to acquire legal advice at an appropriate time. The stepped procedure aims to resolve the concern as early as possible and with those who are directly involved. See Annex 1 "How to Raise Concerns".

I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Council member.

The Code of Conduct goes farther than the minimum prohibitions. By explicitly stating the desired behaviour ('respectful, collegial, courteous') the Code sets forth the positive expectations of the Institute. It conveys the message that CIPFA expects Council members to behave not just legally but well.

Protecting the organisations' reputation

I will not speak as Council member to the media or in a public forum without the prior knowledge and approval of the Chief Executive or President.

No organisation would wish to rob its members of their right to express an opinion. However, experience shows that when Council members speak to the press or in public without authorisation, the organisation's reputation can suffer.

By setting forth clear guidelines, the Code of Conduct helps you know under what circumstances you can safely speak out. Additionally, such a Code helps the Institute in its efforts to send a clear, accurate message on its activities, values and positions. The Institute has a specialist team of PR staff who are available to support you. *To further protect the organisation, NCVO recommends that the board create a detailed organisation-wide policy on dealing with the media and the public.*

When, exceptionally, it has not been possible to obtain prior consent, I will inform the President or Chief Executive at once when I have spoken as a Council member to the media or in a public forum.

It may not always be possible for you to check with the President, Chief Executive or PR team before responding to a question. However, you should cooperate in the Institute's efforts to maintain control of its reputation by letting them know at once if you have spoken publicly about the Institute.

When I am speaking as a Council member, my comments will reflect current organisational policies even when these do not agree with my personal views.

Dissenting views can and indeed should be aired in Council discussion. Dissenting voices need to be heard and dissenting votes will be recorded at each meeting. And yet when a Council member speaks for the Institute, he or she must represent the official position of the Institute. This position is that reflected in Council policy, determined by a consensual agreement or a majority vote. Every effort should be made by Council members, and by those preparing them to speak to the public, to represent these views accurately and consistently. In cases where an issue has not yet come to vote, you should consult with the President or Chief Executive.

All members of Council are free to speak in public in a personal capacity. In doing so I will make clear that the views that I express are my own and not those of the Institute; I will also strive to uphold the reputation of the Institute and those who work in it.

The Code draws a distinction between speaking as a Council member and speaking as a private citizen. A person speaking as a Council member claims to speak on behalf of his/her organisation in the role of organisational leader; a person speaking as a private citizen makes no such claims. Yet careless or malicious comments, even when made in private, can damage the organisation's public image. You need to exercise tact and good judgement at all times.

I will respect organisational, Council and individual confidentiality.

Well-run organisations strive for transparency in their governance practices, yet you may be asked to deal with sensitive information about the organisation, individual staff members, volunteers, service recipients and others. The cut and thrust of Council debate, too, may be best kept within the four walls of the Council Chamber. You must exercise discretion when dealing with such information. Every effort should be made to identify sensitive material when it arises and apply the rules of confidentiality.

I will take an active interest in the Institute's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or important issues for the organisation.

You are expected to act as the eyes and ears of the Institute. By tuning in to their surroundings, you can pick up new ideas, respond quickly to negative media coverage and identify risk before it becomes a problem.

Personal gain

I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.

Cash, lush hospitality and expensive gifts are not usually the lot of the voluntary sector board member. However, spelling it out puts the issue of personal gain to rest once and for all. When you sign this Code there can be no further question of the intentions of the organisation.

I will document expenses and seek reimbursement according to procedure.

The policy and procedures regarding expenses are attached to the standard Travel & Subsistence claim form, but questions should be raised with the Council Secretary.

I will not accept substantial gifts or hospitality without prior consent of the Chair.

Perks can be nice, but they present risks. You must be careful about accepting any gifts or hospitality offered them because of your role as Council member.

In the Council Chamber

I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by CIPFA.

In the grind of the day-to-day, Council members can easily lose sight of their own importance. They know, as they sit in long meetings, that they serve the organisation, but they sometimes forget that they also lead it. Yet everything about the organisation, its efficiency, its vision, the success of its mission, depends on what Council members do when they meet together to make decisions. This part of the Code reminds Council members that the way they behave, personally, in the role has a profound influence on the whole Institute.

I will abide by Institute governance procedures and practices.

This means that you must honour the Procedural Standing Orders set up by the Council to govern its own activities. You will be expected to participate accordingly and to help formulate such rules so that Council business progresses smoothly and efficiently.

I will strive to attend all Council meetings, giving apologies ahead of time to the Secretary if unable to attend.

Attendance is a major issue on voluntary sector boards. In this section, CIPFA defines what it expects by way of attendance and how to make provisions for absence from meetings.

I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.

As part of a system to make meetings more effective, the Institute has established procedures and timetables for information distribution. With this in place, the Institute can expect that individual Council members will study the agenda and other information in order to be ready to debate and vote in meetings.

I will honour the authority of the Chair and respect his or her role as meeting leader.

The Chair has the difficult task of making Council meetings work. He or she must set agendas, regulate debate, elicit opinions, organise recording, distribute information, ensure a consensual agreement is reached or call for votes to close discussion. By cooperating with the Chair, members do their part to help governance processes work efficiently.

I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.

Council is made up of a group of individuals with different views. What all have in common is a commitment to the Institute and to its governance process – a process that is at its healthiest when there is lively debate, a consensual end-result or a decisive vote.

To engage in this process, you must express their views clearly and forcefully when it is their turn to speak, and then allow others to express their opinions in turn. You must listen respectfully to the Chair, to your fellow members, to the secretariat representatives and other speakers. You must not attempt to silence minority opinions; nor should you talk over others, use mobile phones in meetings or leave the room unnecessarily when others are speaking.

I will accept a consensual agreement or a majority vote on an issue as decisive and final.

Following debate, issues are generally decided by means of the Chair placing a decision before the meeting and asking for a consensual agreement. If the debate suggests that such a consensus might not be reached, the Chair will call for a vote and members will vote by a simple show of hands. A majority wins.

Once an issue has received consensual agreement or been put to a vote, the outcome is decisive and final. Individual Council members must accept this outcome as official policy even when it does not reflect their own views. You have the right to have their opposition to a decision made part of the record, but they are duty bound to uphold the decisions of Council as organisational policy.

In rare instances, a Council member may decide to resign in protest to a specific policy or action by the Council. In such instances, you should write a letter stating your reasons for leaving the Council and submit this to the Chair.

I will maintain confidentiality about what goes on in meetings unless authorised by the Chair or Council to speak of it.

The Council often deals with sensitive issues and information. You must maintain confidentiality about all business unless authorised to speak of it by the Chair or by a decision by the Council.

Enhancing governance

I will participate in induction, training and development activities for trustees.

You must make yourself available for development activities aimed at improving individual and group performance. These include a half-day induction programme, away-days etc.

I will continually seek ways to improve Institute governance practice.

One of the duties of any committee is to constantly seek ways to do its job better. This applies both as a body and for the individuals on it. In addition to participating in core training and development activities, all Council members must be on the lookout for ways to improve committee governance practices and their own contribution to them.

I will take an active interest in the work of my Region.

You are an important link between the Council, and the work of the Region that you represent. You must create and maintain an active engagement with the Region, and those on the Regional governance structure. The way in which you should do this has not been prescribed, as there are certain key differences, not least those of geography, from region to region. You are expected to agree appropriate and effective practices, with the Regional chair and committee, and also with any other Council members representing that Region.

Termination of Council membership

I understand that the Byelaws allow for my removal from the Council by a vote at an AGM; I do, however, recognise the authority of the President to request my resignation from Council if my continued membership, after all due efforts to resolve issues, is considered not to be in the interests of the Institute.

A Code of Conduct is meaningless unless it's enforced. You must understand that signing up to this code is more than a gesture. Should you breach the code, you need to know what the consequences will be.

Cross-reference to a proposed protocol in an identified appendix to the Code.

If I resign from the Council, I will inform the President in advance in writing, stating my reasons for resigning.

You owe your organisation the courtesy of letting it know why you are leaving. Such information is useful to that organisation, providing insight into the difficulties faced by members, and flagging areas where procedures and support can be improved.

Approved by Council 24 May 2007

2008 AGM approved a motion that acceptance of this Code was a criteria for acceptance as a candidate in the elections of Council members.

General note added in 2012

Any references in this code to the law should be understood as meaning the law of the country in which the Council member is professionally active.