

## Church Commissioners For England

# CODE OF CONDUCT

### FOR COMMISSIONERS AND ALL WHO SERVE AS MEMBERS OF THE BOARD OF GOVERNORS AND THE COMMITTEES

#### Introduction

1. The Church Commissioners work on behalf of the Church of England and are an integral part of Her Christian witness to the nation. Living out this witness implies that:-
2. Members of the Board of Governors and its Committees ('members') must at all times
  - observe the highest standards of impartiality, integrity and objectivity in relation to the business and management of the Church Commissioners for England; and
  - be accountable to the General Synod and Parliament, and to the Church and public more generally for the activities of the Church Commissioners and for the standards of service it provides.

#### Standards in Public Life

3. All members must
  - follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (as annexed);
  - comply with this Code of Conduct, and ensure that they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Board of Governors and/or of any of its Committees on which they serve;
  - keep confidential and not misuse information gained in the course of their service to the Church and public for personal gain, nor seek to use the opportunity of such service to promote their private interests or those of connected persons, bodies or other groups or organisations to which they belong.

#### Role of Members

4. Members have collective responsibility for the activities and decisions of the Board of Governors and/or the Committees on which they serve. They must engage fully in collective consideration of the issues, taking account of the full range of factors, including the statutory and other powers under which they operate and, in the case of Committees, any guidance issued by the Board of Governors. They must abide by the decisions reached.
5. Members will receive much information that has not yet been made public and is still confidential for proper reasons (e.g. matters awaiting final decision by the Board or a committee). Some members will receive information that must always remain confidential for proper reasons (e.g. commercial terms). Members must not breach such confidences.

## Handling Conflicts of Interest

6. The purpose of these provisions is to avoid any danger of members being influenced, or appearing to be influenced, by their private interests (or the interests of those persons or bodies they are closely connected with) in the exercise of their duties as a member.
7. Prospective trustees should consider possible conflicts of interest before they are appointed. All trustees should advise of actual or potential conflicts of interest as soon as they become aware of them.

### *Registration of Interests*

8. All members should register in the Members' Register of Interests any personal interest which might influence their judgement or which could be perceived (by a reasonable member of the public) to do so.
9. In particular, members should register:
  - a) relevant personal direct and indirect pecuniary interests;
  - b) relevant direct and indirect pecuniary interests of close family members of which members could reasonably be expected to be aware; and
  - c) relevant personal non-pecuniary interests, including those which arise from membership of Church, and other bodies, groups or organisations.

In this paragraph:

“relevant” interest, whether pecuniary or non-pecuniary, and whether direct or indirect, means any such interest which might influence the judgement of a member, or which could be perceived (by a reasonable member of the public) to influence his or her judgement, in the exercise of his or her duties;

“indirect pecuniary interest” means an interest which arises from connection with bodies which have a direct pecuniary interest; and

“close family members” include spouses, personal partners, parents, children (adult and minor), brothers, sisters and the personal partners of any of these.

10. Where a trustee is also a beneficiary of the charity's activity, there is a clear *prima facie* conflict. A common case will be that of senior clergy who stand to benefit from the Commissioners' decisions on, say, dignitaries' stipend levels (or of clergy members of a diocesan board of finance who are interested in the diocese's decisions about stipends). The Charity Commission helpfully takes the view that this is not a position in which trustees have, in relevant respects, placed themselves; that such conflict arises out of proper constitutional arrangements that require senior and other clergy membership of the relevant bodies; and that a declaration of interest before the discussion in question will suffice.
11. In the case of a more specific interest, for instance that of a bishop on the Commissioners' board or a committee in prospective work to the see house he or she occupies, it would be usual for the bishop both to declare an interest and withdraw from the discussion.
12. The Members' Register of Interests should be kept up-to-date and it will be open to inspection on request by Church Commissioners, MPs, government officials and members of the General Synod.

### *Oral declaration of interests*

13. An oral declaration of a relevant interest should be made at any meeting of the Board of Governors or of its Committees (and notwithstanding its inclusion in the Members' Register of Interests) if it relates specifically to a particular issue under consideration and should be recorded in the minutes of the meeting.

### *Withdrawal from meetings*

14. If the outcome of any discussion at a meeting of the Board of Governors or of any of its Committees could have an effect on any relevant pecuniary interest of a member or person or body connected to a member, or an effect on a non-pecuniary interest that is more than the generality of those affected, that member should not participate in the discussion or determination of the matters that might affect that interest and should withdraw from the meeting.<sup>1</sup>

### *Lobbying of other members*

15. A member should not seek to lobby fellow members about a matter in which he or she (or a connected person or body) has a relevant interest.

### **Conflicts of loyalties**

16. Relevant to point 7(c), under 'non-pecuniary interests', is the question of conflicts of loyalty. Under charity law, people appointed or elected to the Commissioners' board or committees by another organization have the same duties and responsibilities as other members, must act independently of the appointing body and in the best interests of the Commissioners' beneficiaries. Where on occasion the interests of the two bodies may conflict, the Charity Commission confirms that the best interests of the Commissioners and their beneficiaries must be the overriding consideration. Each and every Commissioner must act personally so as to promote the objectives of the charity and not as the representative of any group or organisation; this applies regardless of how that person was nominated, elected or selected to become a trustee.<sup>2</sup>
17. Commissioners appointed or belonging *ex officio* to other bodies, such as another national church institution, must similarly serve the interests of that body and manage conflict by declaration and/or withdrawal.

### **Gifts and Hospitality**

18. Members must treat with great care any offer or gift, favour or hospitality that is made personally and in connection with their service as a member. Members should only accept gifts of nominal value and be declared to the Secretary who will keep a record of such gifts.
19. Members should only accept hospitality in connection with their service as a member where it is commensurate with the style, presentation and value which it would be appropriate for a public body to provide on a reciprocal basis when acting as host.

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<sup>1</sup> On 25 May 2000 the Board authorised a proviso to paragraph 10 of the Code for **the Bishops and Cathedrals Committee**. When discussing the stipends of dignitaries, members of the Bishops and Cathedrals Committee with a direct pecuniary interest need not withdraw from the meeting but should refrain from voting on that decision. This was the Committee's existing practice.

<sup>2</sup> Code of Governance for the Voluntary Sector (published by the Governance Hub, 2005)

## **Non-compliance with the Code of Conduct**

20. The Commissioners will investigate alleged breaches of the Code and take appropriate action if necessary. Their process for doing so will provide for:
- a prompt and clear statement of the allegations;
  - effective fact-gathering with key statements recorded;
  - the opportunity to be heard in person and to call and examine witness;
  - and the opportunity for legal advice and assistance. There will be some involvement of officers/trustees at a remove from the alleged breach of conduct and, if necessary, of external representatives in order to ensure an element of independence in the process. There will be an appeal stage. The Commissioners will meet the reasonable costs of any person under investigation in relation to a potential or actual breach of the Code, subject to possible reimbursement where deliberate breach is proven.
21. Disciplinary sanctions are likeliest to take the form of publication of the offence, investigation and findings and/or the removal from office of the member concerned. Serious or criminal wrongdoing would of course bring external processes into play.

**Adopted by the Board of Governors 24 February 2000, revised and most recently endorsed Feb 2010.**

### **The Seven Principles of Public Life**

#### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.