



## **Board Members Code of Conduct**

Mendlesham Community Land Trust (MCLT) abides by the 'Code of Good Practice for Community Land Trusts'.

MCLT members must abide by the 'Mendlesham CLT Members Code of Conduct'.

This Code of Conduct sets out standards of personal behaviour and conduct required of Board members in addition to those required of the Members. The Board has agreed and adopted this Code of Conduct.

When you stand for election as a Board member, you will be asked to confirm that you have read and understood this Code of Conduct.

When you become a Board member of Mendlesham Community Land Trust, you must sign an acknowledgement accepting your obligation to comply with the whole of this Code of Conduct. The Rules state:

D4.1 The Board shall make available the obligations (including the expected standards of conduct) of every Board Member (including co-optees) to the Board and to the MCLT. The Board shall review and may amend the obligations of Board Members from time to time.

D4.2 Any Board Member or co-optee who has not signed a statement confirming that they will meet their obligations (including the expected standards of conduct) to the Board and to the MCLT without good cause within one month of election or appointment to the Board or, if later, within one month of adoption of these rules, shall immediately cease to be a Board Member or co-optee unless the Board resolves to disapply this rule in respect of any Board Member or co-optee. The Board may vary the form of statement from time to time.

## **Commitment to MCLT Values and Principles**

As a Board member you will carry out your responsibilities in a way which allows the MCLT to continue to operate in line with the values and principles set out in the National CLT Network Code of Conduct.

You are elected by the members of the MCLT to represent the interests of the MCLT and for the benefit of the community.

## **Standards of behaviour**

In addition to fulfilling your legal duties, as a Board member you are expected to show high standards of behaviour in carrying out your responsibilities. This is so that the Board can function properly as a Board; that it can play its part appropriately in the MCLT's overall governance; and that the MCLT's good name and reputation is maintained.

You will observe the following general standards:

1. In your dealings with other Board members, with the MCLT's officers, with the MCLT's members and also with any management executive and employees, you will treat people politely, fairly and with dignity and respect.
2. On public occasions and on all MCLT business, you will behave with integrity and in a way which is appropriate for a Board member of such an organisation. You will not bring the MCLT into disrepute or prejudice its general good standing in any way.
3. You will behave in a way that demonstrates your belief in the values and principles and ethical stance of the MCLT and conduct yourself in a way that does not call these beliefs into question or prejudice the general good standing of the MCLT in any way.
4. You will treat meetings of the Board or of any committee or sub-committee of the Board to which you are appointed as formal occasions; and you will:
  - act appropriately and treat others' contributions with respect
  - allow everyone to take part without interruption or intimidation and treat everyone equally.
  - declare any private interests in the matters discussed.
  - act with complete integrity in any dealings with or on behalf of the CLT.
  - treat the CLT's affairs as confidential and not disclose anything outside of meetings except what is already in the public domain, or what you are expressly authorised by the governing body to disclose.
  - not act or speak in a way that may be perceived as bullying, abusive, discriminatory or derogatory.
  - respect the ruling of the Chair.
  - address the meeting via the Chair.
  - seek advice or clarification where needed
  - express your own views, and come to your own decisions on individual matters in good faith in what you believe to be in the best interests of the CLT, taking into account relevant factors and ignoring irrelevant factors;
  - accept any decision made by the board in accordance with the law and the CLT's rules, even if you disagree with it, and voted against it if a vote was taken. This includes a commitment to support any decision of the board outside of board meetings;
  - keep to the agenda, raise other issues under "any other business" according to agreed procedures, and not engage in discussions during the meeting which are not relevant to the issues of the meeting.

## **Confidentiality**

As a Board member, you will treat all information which you receive in your capacity as a Board member, and all discussions at Board meetings or within committees or sub-committees of the Board, as confidential. If you are also an employee of the MCLT you will take particular care not to disclose to your colleagues any confidential information which you received in your capacity as a Board member.

You will observe the following obligations of confidentiality:

1. You will not disclose any information outside Board meetings unless it is already in the public domain, or you are specifically authorised by the Board to do so. This includes information about the MCLT's business, the deliberations of the Board in reaching decisions, and the way individual Board members voted on issues.
2. If you serve on the Board, or equivalent, of any other organisation you must treat your role as Board member of MCLT and Board member of any such organisation as separate. This means that you must maintain confidentiality in relation to information you receive in one capacity, and not disclose any such information in the other capacity unless you are expressly authorised to do so.
3. You will not use any information for personal advantage.
4. You will not pass information to any representative of the press or media, without the authorisation from the Board.
5. You will take proper care of any documents you receive as a Board member, and store and dispose of them securely.

## **Taking independent advice**

If, as a Board member, you have any questions about any aspect of the MCLT's affairs, you should raise them in the first instance with the secretary.

If you believe that it is essential to seek independent advice on a matter to enable you to properly perform your duties then you should do this through the secretary. If the matter on which the advice is sought directly concerns the secretary, then you should seek advice through the chair.

If you are dissatisfied with advice given by the MCLT's external advisors, or the Board fails to obtain the advice which you requested, you should raise the matter with the secretary. The secretary may take further independent advice if he or she considers it to be in the best interests of the MCLT to do so.

If the secretary is involved in the matter in question and cannot be regarded as independent for the purposes of taking further advice, you must refer it to the National CLT Network.

### **Hospitality and Gifts**

You must not, in your capacity as Board member (or what others might understand to be in your capacity as Board member), receive from or give to any person or organisation any hospitality, gift or any other benefit, except for light refreshments.

### **Breach of this Code**

If, as a Board member, you are found to be in breach of this Code of Conduct, MCLT's Rules set out how a Board member may be removed from the Board: "D9 A Board Member may be removed from the Board:

D9.1 by a special resolution at a General Meeting; or

D9.2 by a resolution passed by two-thirds of the Board Members, excluding the Board Member subject of the proposed removal and excluding co-optees and employees, provided the following conditions are satisfied:

D9.2.1 at least fourteen days' notice of the proposed resolution has been given to all Board Members; and

D9.2.2 the notice sets out in writing the alleged breach(es) of the member's obligations provided pursuant to rule D4.1; and

D9.2.3 the Board is satisfied that the allegation(s) is or are true and justify the removal."

Agreed by Board on	March 2022 reviewed August 2025
CEO and Chair	MJ Exley
Review date	Annually