

LIVERPOOL VISION

CODE OF PRACTICE FOR BOARD MEMBERS

This document sets out the Code of Practice for Board members of Liverpool Vision.

1. Public Service Values

Liverpool Vision's Board are committed to ensuring that its Board members and staff act in accordance with the highest standards, and have regard to the established principles of public life.

Liverpool Vision Board Members undertake at all times to:

- observe the highest standards of **impartiality, integrity and objectivity** in relation to the stewardship of public funds and management of Liverpool Vision.
- be **accountable** to its Members for its activities; its stewardship of public funds and the extent to which objectives and key performance targets have been met;
- achieve **value for money** through ensuring that activities are undertaken in the most economical, efficient and effective way within available resources; with independent validation of performance wherever practicable.
- In accordance with Government policy on **openness**, comply with the Freedom of Information Act.

2. Standards in public life

Board members should;

- comply with this Code, and ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Liverpool Vision.
- not misuse information gained in the course of their Board membership for personal gain (or for political purpose) nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations; and to declare publicly any private interests which may be perceived to conflict with their public duties;
- ensure that they comply with the Company's rules on the acceptance of gifts and hospitality.

3. The role of the Chairman:

The Chairman has particular responsibility for providing effective strategic leadership in;

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- ensuring that high standards of corporate governance are observed at all times;
- establishing the overall strategic direction of Liverpool Vision;
- overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets set out in the annual Business Plan;
- ensuring that the Board operates within the limits of its authority, Articles and Memoranda;
- formulating the Board's strategy and Annual Business Plan;
- representing the views of the Board to the Members of the company and the general public;
- ensuring that in reaching decisions the Board, takes proper account of guidance provided by its Members;
- ensuring high standards of propriety, and promoting efficient and effective use of staff and other resources;
- that the Board meets regularly throughout the year, accurate minutes of those meetings are maintained to record decisions taken and, where appropriate, the views of individual Board members;
- all members of the Board, when taking up office, are fully briefed on the terms of their appointment, and on their duties and responsibilities; including provision of a copy of this Code of Practice and other relevant background material;
- ensuring that a comprehensive and publicly available register of Board members' interests is in place and an annual return is completed by each Board member.

4. Corporate responsibilities of Board Members:

Members' responsibilities include:

- where Liverpool Vision is the accountable body for public funds, ensuring that the Company complies with all relevant requirements for the use of public funds;
- monitoring and reviewing the risk management strategy;
- promoting equality and diversity within Liverpool Vision;
- promoting learning and development throughout Liverpool Vision;
- ensuring that a 'whistle blowing' policy is in place;
- promoting sound environmental policies and practice

5. Responsibilities of individual Board members:

- Members have a responsibility to prepare for meetings, attend meetings and 'workshops/away days'; apologies should be given where necessary prior to the start of meetings;
- Members should comply with this Code of Practice and with rules relating to the use of public funds act in good faith and in the best interests of Liverpool Vision. Board members must not use information gained in the course of their public service to promote their private interests. All Board members are required to comply with the Board's rules on the acceptance of gifts and hospitality.

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6. Handling conflicts of interests

- The Chairman and other Board members should declare any personal or business interests which may conflict with their responsibilities as Board members.
- In Board meetings, Board members must ensure that their interests are declared as soon as practicable and are minuted as appropriate in Board or Committee resolutions. It is at the discretion of the Chairman whether the individual Board member should withdraw from the meeting during discussions of matters in which they have registered an interest.
- Board members should declare any interests of which they are aware on the part of spouses, children under 18 and of persons living in the same household.
- Board members should declare any shareholdings that are significant or relevant to the work of Liverpool Vision either in terms of volume, value or the nature and dealings of the business, if the said shareholdings represent 3% or more of the share capital of the company concerned.
- Beyond this level, Board members should consider whether they need to disclose relevant non-pecuniary interests or interests of other family members where members of the public might reasonably consider that these could influence the member's judgement or where participation in the discussion or determination of a matter would suggest a real danger of bias.

7. Register of members' interests

- Board members are required to ensure that their interests are recorded in a Register of Interests and that the Register is updated as these changes occur.
- The Register lists all direct or indirect pecuniary interests of Board members which members of the public might reasonably think could influence judgement, non-pecuniary interests of Board members where these have a direct bearing on the business of Liverpool Vision; and interests of spouses and of children under 18 and of persons living in the same household.
- The Register of Member's Interests will be made available to the public on request.

8. Delegation

- The Board has agreed delegations to the executive for day-to-day management of the company. Decisions made under delegated arrangements should be reported to the Board on a regular basis.
- The Board may also decide to delegate responsibility for specified matters to individual members, or committees of the Board. Two committees have been set up to deal with Audit and H.R. The Board reserves to itself issues of corporate strategy; key strategic objectives and targets, major decisions involving the use of financial and other resources.

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9. Strategic Planning

- One of the main tasks of the Board is the oversight of the production of the Annual Business Plan. This is the basis of recommending to Members (NWDA, Liverpool City Council and HCA) the policy and resources framework within which Liverpool Vision will promote the economic regeneration of Liverpool and for determining its key strategic objects and targets.

10. The Board as Employer

The Board shall ensure that:

- it complies with all relevant employment legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by Liverpool Vision;
- all staff are familiar with the Annual Business Plan, including its main aims and objectives, and the internal management and control systems which relate to their work;
- Liverpool Vision's arrangements for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff, and that the rules of conduct for its employees reflect the values set out in this code and management practices which will use resources in the most efficient and economical manner;
- in filling senior permanent staff appointments, an adequate field of qualified candidates is considered, and normally operates full open competition for recruitment of external candidates
- its members, and staff, have access to expert advice and suitable training opportunities which they may require in order to exercise their responsibilities effectively.
- arrangements are in place to monitor the performance of the Chief Executive and Executive Directors. Where the terms and conditions of employment of staff include an entitlement to be considered for performance-related pay, these will be assessed by the H.R. Committee.

11. Annual Report and Accounts

- As part of its responsibilities for the stewardship of public funds, the Board will include a full statement of the use of such resources in its Annual Report and Accounts. Accounts will be prepared in accordance with appropriate standards of accountancy practice.
- The Annual Report and Accounts will provide a full description of the Board's activities; and state the extent to which key strategic objectives and agreed financial and other performance targets have been met.

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12. Personal Liability of Board Members

- Although it is unlikely that legal proceedings initiated by a third party will be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chairman or other individual Members. For example, a Member may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party. Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law.

If legal proceedings are brought against any Board member by a third party, the Company will meet any civil liability which is incurred in the execution of their functions, unless they acted recklessly and provided that they have acted honestly and in good faith. The Company will maintain appropriate Directors Liability Insurance.