



## Code of Conduct for members Sponsor Board

**Approved by the Sponsor Board on 8 April 2020**

### List of Appendices

*Appendix A: UK Parliament Behaviour Code*

*Appendix B: Board rules on handling conflicts of interest*

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### Introduction

1. The Sponsor Board for the Restoration and Renewal (R&R) Programme of the Palace of Westminster is made up of Parliamentary and non-Parliamentary members. This Code of Conduct (Code) applies to all Board members.
2. This Code was adopted by the Sponsor Board on 8 April 2020.
3. The Code introduces policies of the Sponsor Board as well as a strategy for ethical decision making. It is not intended to be exhaustive; rather, it is an overview of the values of the Sponsor Board and its members' responsibilities. The Code is a living document, and it will be reviewed and updated as required. It is intended to be closely aligned with the Cabinet Office's Code of Conduct for Board Members of Public Bodies<sup>1</sup>. It is the responsibility of Board members to ensure that they are familiar with, and comply with, all the relevant provisions of the Code.

### Scope of the Code

4. The Code applies to all Sponsor Board members in all aspects of their Sponsor Board role. It does not seek to regulate what Sponsor Board members do in their private and personal lives.
5. The obligations set out in this Code are complementary to any other obligations which may apply to the Sponsor Board members including those members of the Sponsor Board who undertake other roles within Parliament. In particular, they are consistent with the two Houses' Members' Code of Conduct<sup>2</sup>.
6. All references in this Code to 'members' include the Board's Chair.

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<sup>1</sup> <https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies>.

<sup>2</sup> <https://www.parliament.uk/business/publications/commons/hoc-code-of-conduct/>;  
<https://www.parliament.uk/mps-lords-and-offices/standards-and-financial-interests/house-of-lords->

Board Code of Conduct



**Purpose**

7. The purpose of the Code is to provide guidance for members of the Sponsor Board on the standards of conduct expected of them in the discharge of their Sponsor Board member duties.
8. Members must abide by the Code when acting in their capacity as Sponsor Board members.
9. If a Sponsor Board member has a concern about a possible breach of this Code, a concern that they or any staff of the body are being asked to act in contravention of the relevant code of conduct, or a concern about misconduct or wrongdoing in any other areas, then they have a responsibility to raise that internally with the Chair of the Sponsor Body or, if the concern is about the Chair, the Houses' Corporate Officers.

**General principles**

10. The Sponsor Board members will follow the 7 principles of public life also known as the 'Nolan principles', which are the basis of the ethical standards expected of public office holders:
  - a) Selflessness: Sponsor Board members should act solely in terms of the public interest.
  - b) Integrity: Sponsor Board members must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. Sponsor Board members must declare and resolve any interests and relationships.
  - c) Objectivity: Sponsor Board members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
  - d) Accountability: Sponsor Board members are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
  - e) Openness: Sponsor Board members should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
  - f) Honesty: Sponsor Board members should be truthful.
  - g) Leadership: Sponsor Board members should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.
11. Board members must treat any staff employed by the Programme with courtesy and respect. It is expected that employees will show Board members the same consideration in return.



12. Board members must not ask or encourage employees to act in any way which would conflict with the employee's own code of conduct.
13. Board members should ensure that the Sponsor Body has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.
14. Members of the Board should observe the principles set out in the Parliamentary Behaviour Code of respect, professionalism, understanding others' perspectives, courtesy, and acceptance of responsibility. The Behaviour Code applies to the Sponsor Body including its Board and staff. It is set out at Appendix A.
15. Parliament's Independent Complaints and Grievance Scheme (ICGS) applies to the Sponsor Body including its Board and staff. The Scheme consists of the Behaviour Code, Bullying and Harassment Policy<sup>3</sup>, and Sexual Misconduct Policy<sup>4</sup>. Following the conclusion of any process or investigation under the ICGS, the Chair of the Board will determine whether the relevant Board member should be suspended or removed, or, in the case of the Chair, the House Commissions will determine the same, in accordance with the terms of the Parliamentary Buildings (Restoration and Renewal) Act 2019.

#### **Responsibilities**

16. Sponsor Board members should play a full and active role in the work of the Sponsor Body. Sponsor Board members should fulfil their duties and responsibilities responsibly and, at all times in their role as a Sponsor Board member, act in good faith and in the best interests of the R&R Programme.
17. Sponsor Board members should respect the principle of collective decision-making and corporate responsibility. Once the Sponsor Board has made a decision, that decision should be supported by Sponsor Board members unless the Chair agrees to re-open the discussion.

#### **Allowances**

18. Board members must comply with the rules set by the Board and Sponsor Body regarding any remuneration, allowances and expenses payable to them by the Sponsor Body. It is the Board member's responsibility to ensure compliance with all relevant HM Revenue and Customs requirements concerning payments, including expenses.

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<sup>3</sup> <https://intranet.parliament.uk/Documents/intranet/Cox%20hub/Bullying%20and%20Harrassment%20Policy.pdf>

<sup>4</sup> <https://intranet.parliament.uk/Documents/intranet/Cox%20hub/Sexual%20Misconduct%20Policy.pdf>



**Gifts and Entertainment**

19. Sponsor Board members must not accept any gifts, loans, gratuities, or any other things of value including travel and lodging, which could reasonably be perceived to cause bias or influence their decision-making as a Sponsor Board member or place them under an improper obligation. Sponsor Board members must never canvass or seek gifts or hospitality.
20. Sponsor Board members must comply with the rules set by the Sponsor Body on the acceptance of gifts and hospitality. They must inform the Chief Executive of any offer of material gifts or hospitality that could be perceived as related to the R&R Programme, and ensure that, where such a gift or hospitality is accepted, this is recorded in the Body's public register.
21. Sponsor Board members are prohibited from offering material gifts or entertainment to any person to influence their decisions.

**Conflicts of Interest (see Appendix B)**

22. Sponsor Board members must not seek to profit from membership of the Sponsor Board by accepting or agreeing to accept payment or other incentive or reward in return for providing advice or services relating to the R&R Programme.
23. The acceptance by a Sponsor Board member of a bribe to influence his or her conduct as a Sponsor Board member, including any fee, compensation or reward is prohibited.
24. Sponsor Board members must not use, or attempt to use, the opportunity of public service to promote their personal interests or those of any connected person, firm, business or other organisation.
25. When accepting an appointment to the Board, Board members should consider if any conflicts of interest arise from their private interests or by virtue of any other roles they hold. They should consider, with advice from the Chair or Chief Executive, how these should best be managed, and agree the approach with the Chair (or Chief Executive in the case of the Chair).
26. Sponsor Board members must ensure that no conflict arises, or could reasonably be perceived to arise, between their public duties and their private interests, financial or otherwise. Sponsor Board members shall base their conduct on a consideration of the public interest, avoid conflict between personal interest and the public interest and resolve any conflict between the two at once and in favour of the public interest.
27. Sponsor Board members shall register in the Board's Register of Interests any private financial or non-financial interests of their own, or of close family members, which may, or may be perceived to, conflict with their public duties relating to the Programme. Sponsor Board members shall always be open and frank in drawing attention to any relevant interest.



28. Board members must also declare any specific relevant interests in issues to be discussed at meetings of the Board or as part of any other Board-related business, either in advance of the meeting or prior to the relevant agenda item, discussion or decision. Board members will fully explain the nature of any interest to the Chair who will then decide whether and to what extent the Board member may participate in the discussion and determination of the issue (see Appendix B). The Chair will declare any personal relevant interests to the Chief Executive in advance of the meeting who will provide advice. Such declarations will be recorded in the minutes of the meeting. Members are not required to register or declare membership of one of the Houses of Parliament or interests which flow from that membership and are available to all members of that House.
29. It is the responsibility of Board members to ensure that they are familiar with the Body's rules on handling conflicts of interests, that they comply with those rules, and that their entry in the Body's public register of members' interests is accurate and up-to-date.
30. If Board members have any questions over what should be disclosed, they should raise these initially with the Chair; the Chair will direct his or her own queries or concerns to the Chief Executive. The final decision on whether an interest compromises the independence of the Board member rests with the Chair; as above, the Chair will direct his or her own queries or concerns to the Chief Executive.

#### **Appointments**

31. If during the period of membership of the Sponsor Board a member wishes to take up new employment or appointments which may give rise to a conflict of interest or the perception of one, the Chair of the Sponsor Board must be informed in advance and allowed the opportunity to comment (or the Houses' Corporate Officers in the case of the Chair). Care should be taken if Board members accept additional public appointments to ensure that they are not being paid twice from the public purse for the same time. On leaving office, Board members must comply with the rules of the Sponsor Body on the acceptance of future employment or appointments.

#### **Convictions etc**

32. Sponsor Board members must inform the Chair (or the Houses' Corporate Officers in the case of the Chair) of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment, or should any such instances occur during their appointment. They must also inform the Chair (or the Houses' Corporate Officers in the case of the Chair) of any change in their circumstances which results in them becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from becoming a company director.



### Political Activity

33. This paragraph relates to non-Parliamentarian Board members. Non-Parliamentarian Board members, in their public role, should be, and be seen to be, politically impartial. They should not occupy a paid party political post or hold a particularly sensitive or high-profile role in a political party. They should abstain from all controversial political activity and comply with the principles set out in Cabinet Office rules on attendance at party conferences<sup>5</sup> and on conduct during the period prior to elections and referendums, whether local or national<sup>6</sup>. On matters directly related to the work of the Sponsor Body, they should not make party-political statements or engage in any other party-political activity. They should inform the Chair or Chief Executive before undertaking any significant political activity which is not prohibited above. Subject to the above, they may engage in political activity but should, at all times, remain conscious of their responsibilities as a Board member and exercise proper discretion.
34. Parliamentarian Board members are exempt from the requirements set out in paragraph 33 above. They are not barred from political activities, but would be expected not to hold Ministerial or front-bench office for their parties, and not to behave in a party-political fashion in dealing with issues affecting the Programme's work, either during Board discussions or elsewhere.
35. In their official capacity, all Board members should be even-handed in all dealings with political parties.
36. The House of Lords Registrar of Members' Interests has confirmed in writing that the Addison Rules<sup>7</sup> do not apply to members of the House of Lords who serve on the Sponsor Board.

### Media

37. If a member of the Sponsor Board is asked for information about the R&R Programme by a journalist, they should not respond to these inquiries without consulting the R&R Communications team.
38. Sponsor Board members should not respond to electronic inquiries (e.g. email or blogs), which could be attributed to the R&R Programme, unless authorised to do so.
39. Social media is a public forum and the same considerations apply as would to speaking in public or writing for publication, either officially or in a personal capacity. When engaging with social media Sponsor Board members should respect confidentiality, financial, legal and personal information. Where any Board member's personal social media accounts make reference or link to their public role, they should take care to ensure that it is clear in what capacity they are acting.

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<sup>5</sup> <https://www.gov.uk/government/publications/civil-servants-and-party-conferences-guidance>

<sup>6</sup> <https://www.gov.uk/government/publications/election-guidance-for-civil-servants>

<sup>7</sup> See the House of Lords Companion to the Standing Orders, paras 4.68-4.69. The Addison Rules are guidance about participation in the Lords by Lords members who are members of or employed by public boards, executive agencies or other public bodies.



40. When speaking at industry events, on expert panels or elsewhere, Sponsor Board members should be aware that anything relevant to the R&R Programme discussed may be quoted by media without prior knowledge or consent. As a Sponsor Board member, there should be sensitivity around discussing R&R Programme matters.

**Diversity and Inclusion**

41. Each member of the Sponsor Board must do their part by promoting an inclusive work environment that takes advantage of different backgrounds, talents and strengths.

**Non-Discrimination**

42. Sponsor Board members must work together to eradicate and prevent discrimination within the Sponsor Body and more widely across the R&R Programme. Discrimination or unequal treatment of any person or group because of certain characteristics such as: race, colour of skin, national origin, age, religion, gender, gender identity, sexual orientation, disability, or any other status protected by law will not be tolerated.
43. Sponsor Board members should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of their ability. They must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.

**Confidentiality**

44. Members of the Sponsor Board will treat all information which they receive in their capacity as Sponsor Board members, and all discussions at Board meetings or within committees, sub-committees or groups of the Board, as confidential. Information which Sponsor Board members receive in confidence in the course of their duties should be used only in connection with those duties. Such information must never be used for the purpose of personal gain or for political profit. Board members must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after Board members have left the Board.
45. Sponsor Board members who are engaged in other areas of Parliamentary work will take particular care not to disclose to their colleagues any confidential information which comes to them in their capacity as a member of the Sponsor Board.
46. Sponsor Board members who serve on the Board of any other organisation must treat their roles on the Sponsor Board and as Board member of any other organisation as distinctly separate.
47. Sponsor Board members must comply with information security advice provided by the Programme staff. If Sponsor Board members employ any staff who have access to any Programme information, the Board member is accountable for the confidentiality and security of any Programme information to which their staff have access.



**Use of Public Funds**

48. Sponsor Board members have a duty to ensure the safeguarding of public funds<sup>8</sup> and the proper custody of assets which have been publicly funded. Sponsor Board members must take appropriate measures to ensure that the Sponsor Board uses resources efficiently, economically and effectively, avoiding waste and extravagance.
49. Board members must not misuse official resources<sup>9</sup> for personal gain, or for political purposes other than in support of the Sponsor Body's mission. Parliamentarian Board members may, however, use digital devices supplied by the Programme for their Parliamentary work, but should follow the rules about the use of devices for political purposes as if those devices were instead supplied by the Parliamentary Digital Service. Deployment of official resources must be in line with the Sponsor Body's rules on their usage, including any rules agreed by the Sponsor Body on the acceptable use of Programme-issued devices.

**Enforcement of the Code**

50. The Chair of the Sponsor Board shall be responsible for the enforcement of this Code. Where a question of conduct arises about the Chair, enforcement of this Code falls to the House Commissions. The available sanctions are as provided for in schedule 1, paragraph 11 of the Act.
51. The Chair has additional responsibilities in leading the Board and in ensuring that the principles covered in the Codes of Conduct for Board members and staff are upheld.
52. Members are expected to raise any concerns about conduct with the Chair, or if they concern the Chair, with the Corporate Officers of both Houses.

**Compliance with Laws, Rules and Regulations**

53. In addition to the provisions outlined in this Code, it is expected that Sponsor Board members will abide by all applicable laws, rules and regulations.

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<sup>8</sup> This should be taken to include all forms of receipts from fees, charges and other sources.

<sup>9</sup> This includes facilities, equipment, stationery, telephony and other services.



**Appendix A**

 **UK Parliament**

## Behaviour Code

**Whether you are a visitor or working in Parliament at Westminster or elsewhere, there are clear guidelines in place on how you should be treated, and how you should treat others:**

- Respect and value everyone – bullying, harassment and sexual misconduct are not tolerated**

*If you have experienced bullying, harassment or sexual misconduct, you are encouraged to report it and/or seek support by contacting:*

  - *Independent Sexual Misconduct Advice Service – 0800 112 4318*
  - *Independent Bullying and Harassment Reporting Service – 0800 028 2439*
- Recognise your power, influence or authority and don't abuse them**
- Think about how your behaviour affects others and strive to understand their perspective**
- Act professionally towards others**
- Ensure Parliament meets the highest ethical standards of integrity, courtesy and mutual respect**
- Speak up about any unacceptable behaviour you see**

**Unacceptable behaviour will be dealt with seriously, independently and with effective sanctions**



## **Appendix B**

### **Board rules on handling conflicts of interest**

These rules are supplementary to the section of the Code of Conduct entitled 'Conflicts of Interest'.

It is the Board member's responsibility to be aware of, register and/or declare, and take steps to avoid any potential conflicts of interest. When considering what interests should be registered or declared, members should ask themselves whether a member of the public, acting reasonably, would consider that the interest in question might influence the member's words, actions or decisions. In the case of registration, this means the member's words, actions or decisions with regard to the Programme in general; in the case of declaration, the member's words, actions or decisions in respect of the particular matter under discussion. This might include an expected future interest (or exceptionally a former interest if it might be thought to continue to influence the member).

#### Registration

The purpose of the Register of Interests is to record and publish any private financial or non-financial interests of the Board member's own, or of their close family members, which may, or may be perceived to, conflict with the member's public duties relating to the Programme.

Board members are requested to register only relevant information, about actual and perceived conflicts. Trivia and other personal information that do not constitute a conflict of interests should not be registered.

Board members must **register**:

- 1) Relevant remunerated interests – other paid work and self-employment: any relationships with a named company with which any part of the Programme might do business, including ownership or part-ownership, directorships, paid employment (including self-employment), consultancy etc.
- 2) Relevant unremunerated interests – trusteeships, governorships or voluntary roles with any relevant charities or voluntary organisations, relevant public appointments.
- 3) Relevant shareholdings, share options or interests in partnerships – members should indicate if they hold, either by themselves or with or on behalf of their spouse, partner or child(ren), or through a trust which is not a blind trust: (i) more than 15% of the issued share capital of a relevant organisation (or more than an equivalent interest in the partnership), or (ii) an interest in a relevant company/organisation which amounts to 15% or less of the issued share capital (or equivalent) but is worth more than £70,000.



- 4) Relevant miscellaneous interests – members should register any interests which do not clearly fall into one of the above categories if they believe they could potentially conflict with their Programme role. Examples include property ownership, memberships, potential clients, contractors and customers, or the interests of close family members. Close family members include personal partners, parents, children (adult and minor), brothers, sisters and the personal partners of these. Board members do not need to register political party or trade union memberships, and should avoid individual reference to third parties such as close family unless there is a clear conflict of interest to declare.

#### Declaration

Board members must also **declare** any specific relevant interests in issues to be discussed at meetings of the Board or as part of any other Board-related business, either in advance of the meeting or prior to the relevant agenda item, discussion or decision. These interests may already appear in the Register, or they may be additional (e.g. because a shareholding is below the threshold for registration but is particularly relevant to the matter in hand).

#### Participation

Board members should not participate in the discussion or determination of matters in which they have a direct pecuniary interest.

When an interest is not of a direct pecuniary kind, Board members will consider whether participation in the discussion or determination of a matter would suggest a real danger of bias: that is that a Board member might unfairly regard with favour, or disfavour, the interests of someone who is a party to the matter under consideration. In considering whether a real danger of bias exists in relation to a particular discussion or decision, the assessment should be whether they, a close family member, a person living in the same household as the Board member, or a firm, business or other organisation with which they are, or have recently been, connected, are likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a decision to invite tenders for a contract where a firm with which a Board member was connected was significantly better placed than others to win it. Where participation in the discussion or determination of a matter would suggest a real danger of bias, the Board member should not participate.

Where, in accordance with the above, Board members do not participate in the discussion or determination of a matter, they should normally withdraw from the meeting. This is because the continued presence of someone who had declared an interest might be thought likely to influence the judgement of the other members present.