

# The RHA Board of Directors Code of Conduct

## Key points...

1. This code of conduct applies to all Directors on the Board at the RHA

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Approved by: Laura Taylor

# The RHA Board of Directors Code of Conduct

## Status of this Document

This document sets out the minimum expectations regarding the standards of personal behaviours and conduct of all RHA Directors.

Every Director should sign the acknowledgement at the bottom of the document, accepting that they must comply with this Code of Conduct (the Code) whilst they are a Director of the RHA.

This document should be read in conjunction with the Rules and the Articles of Association.

## Commitment to the RHA's Vision and Values

Each Director will ensure that their behaviours and duties reflect the RHA's [Values](#).

## Director Duties

Each Director will:-

- Ensure they understand fully their legal duties and responsibilities, see Appendix 1 for a summary of those duties and responsibilities.
- Prepare fully for all Board of Directors meetings, ensuring they have read the whole pack prior to the meeting and made a note of any corresponding questions.
- Arrive promptly for all meetings and that they will take an active role in discussions.
- Ensure they pay their RHA membership fees when due.
- Be supportive towards any RHA initiatives and where they can that they showcase that support within their own company or companies within which they work.
- That they guide and advise the RHA Executive Team on matters that they are requested to assist with.

## Behaviours

The RHA needs to ensure that it's good name and reputation is always upheld by those in positions of responsibility. Therefore, Directors are requested to display high standards of behaviours when carrying out their responsibilities. All Directors will commit to the following:-

- To be professional at all times when carrying out any RHA duties.
- To act honestly, in good faith and in the best interests of the RHA.
- To treat others with respect, be civil and courteous at all times.
- To use all due care and diligence in fulfilling their responsibilities and appropriately exercising the powers attached to the position of RHA Director.
- To use the powers of office for a proper purpose, in the best interests of the RHA as a whole.
- A Director must not make improper use of information acquired in their position of a Director of the RHA.
- A Director must not take improper advantage of the position of Director, for example to delay having to pay their membership fees when due.
- A Director must not allow personal interests, or the interests of any associated person to conflict with the interests of the RHA.
- Except as permitted by the prior written consent of the Board of Directors, a Director shall not directly or indirectly render any services of a business, commercial or professional nature, to any other person, firm, or corporation, whether for compensation or otherwise, which are in conflict with the RHA's interests, policies or procedures.

- A Director will stand by decisions sanctioned by the Board and will never contradict those decisions in public forums such as Regional Councils.
- A Director has an obligation to be independent in judgment and actions and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board and the RHA's Executive Team.
- Confidential information received by a Director in the course of the exercise of RHA directorial duties remains the property of the RHA and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board, or is required by law.
- A Director will not use their position to bully, abuse, victimise, harass or unlawfully discriminate against others. See Appendix 2 for definitions.
- A Director will always ensure they direct any RHA enquiries to the appropriate RHA employee and if unsure will liaise with the relevant RHA Director.
- A Director should not engage in conduct likely to discredit the RHA or be detrimental to the interests of the RHA.

## Social Media and Emails

- A Director must always ensure emails or phone messages (including WhatsApp messages) sent regarding RHA matters are professional, respectful and polite in their manner. Any content that may constitute bullying, harassment or any inappropriate behaviour will not be tolerated.
- When posting on social media about RHA matters, the Director must not:-
  - compromise the RHA, disclose confidential or sensitive data
  - damage the RHA's reputation or brand
  - breach laws on copyright or data protection
  - contain content that is of a libellous or defamatory nature (for example criticism of other operators or individuals which might bring the RHA into disrepute)
  - engage in bullying or harassment or inappropriate behaviour
  - contain illegal, inappropriate or offensive content
  - use the RHA's name or reputation to promote any other product or any political opinions unless agreed by the Board.

## Fraternisation

Whilst Directors are encouraged to be friendly towards external RHA stakeholders and RHA employees, it is important that they do not cross the professional boundaries. Directors should maintain professionalism at all times and under no circumstances should become overfamiliar or fraternise with RHA employees, members or any stakeholders in a way that may be seen to disrupt the operations or reputation of the RHA.

## Equal Opportunities Policy

Please see document at Appendix 3. All Directors will adhere to the spirit of the attached Equal Opportunities Policy.

## Breaches of this Code of Conduct

A Director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code. All RHA Directors have a duty to hold each other to account regarding this Code. If anyone believes any of their fellow Directors are not adhering to this Code they must raise their concerns directly to the MD of the RHA and the Chairperson of the Board.



The matter will then be investigated, if appropriate, and a formal warning may be issued and depending on the severity of the breach it may result in the Chairperson invoking a vote to remove a Director as is their right under the Rules and Articles of Association. There must be a majority vote to remove a Director and the meeting at which the vote takes place must have a minimum of 8 Directors present including the Chairperson of the Board.

I ..... (SIGN AND PRINT NAME)

agree to the above Code of Conduct on ..... (INSERT DATE)

## Appendix 1 – Summary of Legal Duties of a Director

The Companies Act 2006 sets out the seven general statutory duties of a director.

1. To act within powers (regulation 16). This requires a director to comply with the company's constitution and decisions made under the constitution and to exercise the powers only for the reasons for which they were given.
2. To act in a way the director considers (in good faith) is most likely to promote the success of the company for the benefit of its members as a whole (or, if relevant, other purposes specified in the constitution). (regulation 20-24). In performing this duty, a director must have regard to all relevant matters, but the following are specifically identified in legislation:
  - the likely consequences of any decision in the long term;
  - the interests of the company's employees;
  - the need to foster the company's business relationships with suppliers, customers and others; the impact of the company's operations on the community and the environment;
  - the desirability of the company maintaining a reputation for high standard business conduct; and the need to act fairly as between members of the company.
3. To exercise independent judgment, that is, not to subordinate the director's power to the will of others. This does not prevent directors from relying on advice, so long as they exercise their own judgement on whether or not to follow it.
4. To exercise reasonable care, skill and diligence (regulation 25). This requires a director to be diligent, careful and well informed about the company's affairs. If a director has particular knowledge, skill or experience relevant to his function (for instance, is a qualified accountant and acting as a finance director), expectations regarding what is 'reasonable' will be judged accordingly (regulation 25).
5. To avoid conflicts (or possible conflicts) between the interests of the director and those of the company (regulation 30-36). The prohibition will not apply if the company consents (and consent meets the necessary formal requirements).
6. Not to accept benefits from third parties (ie a person other than the company) by reason of being a director or doing anything as director (regulation 31). The company may authorise acceptance (subject to its constitution), for instance to enable a director to benefit from reasonable corporate hospitality; and
7. To declare any interest in a proposed transaction or arrangement (regulation 32-36). The declaration must be made before the transaction is entered into and the prohibition applies to indirect interests as well as direct interests.

## Appendix 2 – Definitions

**Discrimination** includes victimising or harassing any other person because of race (including colour, ethnic or national origin, nationality, citizenship), sex, gender re-assignment, sexual orientation, marital or civil partnership status, disability, age, religion or belief, pregnancy and maternity status.

**Harassment** is any unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive situation or environment for them. A single incident can amount to harassment. Harassment may involve conduct of a sexual nature (sexual harassment), or it may be related to age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories.

**Victimisation** provisions protect certain individuals who do (or might do) acts such as bringing discrimination claims, complaining about harassment, or getting involved in some way with another complaint (such as giving evidence). Victimisation may therefore occur where a person subjects another person to a detriment because either that person has acted in such a way and/or is believed to have acted in such a way or may act in such a way.

**Bullying** is offensive, intimidating, malicious or insulting behaviour involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority, but can include both personal strength, influence and the power to coerce through fear or intimidation. Bullying can take the form of physical, verbal and non-verbal conduct.

## Appendix 3 – RHA Equal Opportunities Policy

This policy applies to all employees or workers within the RHA regardless of their role, seniority or length of service. Any visitors will also be protected by the RHA's Equal Opportunities Policy.

This policy is owned by HR, and will be updated as required, either by a change in the law or business need.

### Policy Statement

The Road Haulage Association is an equal opportunities employer. The RHA wholeheartedly supports the principle of equal opportunities in employment and opposes all forms of unlawful or unfair discrimination on the grounds of colour, race, nationality, ethnic or national origin, sex, sexual orientation, disability, marital status, age, religion or belief, trade union membership or any other matter which is not essential for carrying out the job.

It is in the RHA's and its employees best interests, to ensure that the widest possible range of candidates are considered when employment opportunities arise. Our commitment is not only to adhere to the legislation in relation to Equality, but also to the spirit behind those laws. Victimisation and discrimination will not be tolerated. The RHA affirms this principle of freedom from discrimination in all aspects of the employment relationship and in all its dealings with its members.

Every possible step will be taken to ensure that individuals are treated equally and fairly and that decisions on recruitment, selection, training, promotion and career management are based solely on objective and job related criteria.

### Definitions explained:-

*Direct discrimination* is less favourable treatment of a person compared with another person because of a protected characteristic.

*Indirect discrimination* is the use of an apparently neutral practice, provision or criterion which puts people with a particular protected characteristic at a disadvantage compared with others who do not share that characteristic and applying the practice, provision or criterion cannot be objectively justified.

*Protected characteristics* are the grounds upon which discrimination is unlawful. The characteristics are: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

### Implementation of this Policy

All employees are responsible for playing their own part in the achievement of the RHA's Equal Opportunities Policy. The MD, supported by the Executive Team, takes overall responsibility for the application of the Policy.

The Equal Opportunities Policy will be drawn to the attention of employees as part of the induction process.

### Recruitment & Selection

Through appropriate use of job descriptions and competency based interview questions, selection criteria will be kept under constant review to ensure that they are justifiable on non-discriminatory grounds and will ensure effective performance in the job.

Candidates will be selected strictly on merit. Applicants will be short-listed and/or selected solely on the basis of capability.

Wherever possible efforts will be made to identify and remove unnecessary/unjustifiable barriers and provide appropriate facilities and conditions to meet any special requirements. Reasonable adjustments will be made in the case of disability to allow potential candidates the same opportunities and access to interviews.

Wherever possible, more than one person will be involved in the selection interview and recruitment process. Appropriate training/coaching will be provided to ensure compliance with the RHA's Equal Opportunities Policy.

Further details on all aspects of recruitment and selection can be found in the RHA's Recruitment Policy.

#### Disability

Appropriate action will be taken in the event that an employee becomes disabled, or where a disabled person applies for a role within the RHA. This will involve seeking advice in terms of any reasonable adjustments that can be made to the role.

We are a committed Disability Confident Employer so will take steps to ensure our recruitment process is inclusive and accessible to people with disabilities

#### Further Information

If anyone has any questions or concerns relating to the interpretation of the RHA's Equal Opportunities Policy or its implementation, they should in the first instance advise their line manager. Any issues or complaints in relation to possible breaches of the policy will be taken extremely seriously and should be raised through the RHA's Grievance Policy or Whistleblowing Policy.

Unlawful discrimination, bullying or harassment will not be tolerated and may be considered as gross misconduct under the RHA's disciplinary procedures and may lead to summary dismissal. Further details can be found in the RHA's Anti- Bullying and Harassment Policy.

**If you have any queries about this policy please contact a member of the HR team.**