

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

Introduction

This Code is intended as a guide, to indicate the standards of conduct and accountability, which are expected of members of the Millom Town Deal Board to assist them in carrying out their role.

This Code is not intended to be a definitive or authoritative statement of the law or good practice.

All Towns Deal Board members have an obligation to act in the best interests of the Town area in which they are operating and the Board and in accordance with its governing documents. Conflicts of interests may arise where an individual's personal, organisational or family interests and/or loyalties conflict with those of the Towns Deal Board. For example, when a Board member is a shareholder in a company that is a potential beneficiary of grant funding. Such conflicts may create problems which can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of the Town Deal Board and
- Risk the impression that the Town Deal Board has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety, to maintain Cumberland Council's high ethical standards and protect our reputation against any allegations of conflict of interest.

The Policy

Introduction

- 1.1. You are a member of the Millom Town Deal Board hence you shall have regard to the following principles – selflessness, integrity, objectivity, accountability, openness, honesty and leadership in your conduct at all times.
- 1.2. All members of the Town Deal Boards in Cumberland Council area agree to accept the provisions of this Code, and sign up to this Code on commencing their Board membership

2. Public Service Values

- 2.1. Public service values are at the heart of Cumberland Council's purpose. High standards of personal and corporate conduct are expected, based on the principles laid down by

the Nolan Committee on Standards in Public Life for those holding public office, namely:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership

2.2. An extract from the report of the Nolan Committee setting out these Principles in more detail can be found in Annex 1. These principles form the basis upon which this Code of Conduct operates.

2.3. Accordingly, when acting in your capacity as a member of the Town Deal Board:

- You must act in a manner consistent with Cumberland Council's equality and diversity strategy and treat your fellow Board Members, members of staff and others you come into contact with when working in their role with respect and courtesy at all times.
- You must act solely in the public interest and should never improperly confer an advantage or disadvantage on any person or act to gain financial or other material benefits for yourself, your family, a friend or close associate.
- You must not place yourself under a financial or other obligation to outside individuals or organisations that might be reasonably regarded to influence you in the performance of your official duties.
- When carrying out your duties you must make all choices, such as making appointments, awarding contracts or recommending individuals for rewards or benefits, based on evidence.
- You are accountable for your decisions and you must co-operate fully with whatever scrutiny is appropriate to your position. You must be as open as possible about both your decisions and actions and the decisions and actions of the Town Deal Board. In addition, you should be prepared to give reasons for those decisions and actions.
- You must declare any private interests, both pecuniary¹ and non-pecuniary,² including membership of any Trade Union, political party or local authority that relates to your Board duties. Furthermore, you must take steps to resolve any conflicts arising in a way that protects the public interest. This includes

¹ The definition of a pecuniary interest is as set out in the Localism Act 2011 and the relevant authorities (Disclosable Pecuniary Interests)

² A Non-Pecuniary interest is any interest which is not listed in the Schedule to the Relevant authorities (Disclosable Pecuniary Interests) Regulations 2012 (No 1464)

registering and declaring interests in a manner conforming with the procedures set out in the section 'Registering and declaring pecuniary and non-pecuniary interests'.

- You must, when using or authorising the use by others of the resources of your Board, ensure that such resources are not used improperly for political or personal purposes (including party political purposes).
- You must promote and support high standards of conduct when serving on the Board, in particular as characterised by the above requirements, by leadership and example.

3. Registering and declaring pecuniary and non-pecuniary interests

- 3.1. You must, within 28 days of taking office as a Board Member notify Cumberland Council of any disclosable pecuniary interest, where the pecuniary interest is yours, your spouse's or civil partner's, or is the pecuniary interest of somebody with whom you are living with as a spouse, or as if you were civil partners.
- 3.2. In addition, you must notify Cumberland Council of any non-pecuniary interest which your Board has decided should be included in the register or which you consider should be included if you are to fulfil your duty to act in conformity with the Seven Principles of Public Life. These non-pecuniary interests will necessarily include your membership of any Trade Union.
- 3.3. Board members should review their individual register of interest before each board meeting and decision making committee meeting. They must declare any relevant interest(s) at the start of the meeting. If an interest has not been entered onto the Board's register, then the member must disclose the interest at any meeting of the Board at which they are present, where they have a disclosable interest in any matter being considered and where the matter is not a 'sensitive interest³'.
- 3.4. Following any disclosure of an interest not on the Board register or the subject of pending notification, you must notify the Chairperson and named contact in Cumberland Council of the interest within 28 days beginning with the date of disclosure.
- 3.5. Unless dispensation has been granted, by the Chair of the meeting, and with the agreement of the Board, you may not participate in any discussion of, vote on, or discharge any function related to any matter in which you have a pecuniary interest.

³ A 'sensitive interest' is described in the Localism Act 2011 as a member or co-opted member of an authority having an interest, and the nature of the interest being such that the member or co-opted member, and the authority's monitoring officer, consider that disclosure of the details of the interest could lead to the member or co-opted member, or a person connected with the member or co-opted member, being subject to violence or intimidation.

Additionally, you must observe the restrictions your Board places on your involvement in matters where you have a pecuniary or non-pecuniary interest as defined by Cumberland Council.

- 3.6. Consideration of conflicts of interest is not reserved for formal decision making meetings and should be applied to any activity or involvement of the Board member in the workings of the Town Deal Investment Planning and Town Deal Board.
- 3.7. A declaration of interests form is provided at Appendix 1 for this purpose, listing the types of interest to be declared. To be effective, the declaration of interests will be updated at least annually and also when any changes occur. The Town Deal Boards will review their register of interest every six months, inform Cumberland Council of any formal changes and update regularly. At the same point each Board member will be invited to sign an updated declaration confirming their acceptance of the code of conduct.

4. Conflict of Interest

- 4.1. Members should seek to avoid putting themselves in a position where there is a conflict (commercial, actual or potential) between their personal interests and their duties to the Town Deal Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement. This policy covers all three types of conflicts of interest.
- 4.2. Members should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. For further information in relation to the receiving of gifts, hospitality and other benefits please see (Cumberland Council guidance).
- 4.3. The administrator/council liaison lead will maintain a Register of Members' Interests which will be open for public inspection and be made publically available on the Council's website. Members must disclose routinely to the Board all business interests, financial or otherwise, which they may have, for entry on the Register. For further information on the Register of Member's Interest please see Appendix 1.

5. Procedure for Managing Conflicts

- 5.1 When an interest materially affects a member's ability to vote without prejudice, this will be deemed to be non-trivial and a conflict of interest. In such circumstances the member will withdraw from the meeting while the discussion and vote takes place.

5.2 Upon the declaration of any conflicts of interest at a meeting of the Board, the non-conflicted members will:

- assess the nature of the conflict;
- assess the risk or threat to member decision-making;
- decide whether the conflict is non-trivial (that is, it is material or has the potential to be detrimental to the conduct or decisions taken by the members); and
- decide what steps to take to avoid or manage the conflict.

5.3 The conflicted member must not take part in the discussion or decision and will not be counted when determining whether the Board meeting is quorate.

5.4 The non-conflicted members will consider whether it is necessary to seek the advice of Cumberland Council on whether the conflict is nontrivial and/or on how to manage the conflict declared.

5.5 Subject to the provisions set out in this policy, if the non-conflicted members consider that the declared conflict is trivial, they may agree that the conflicted Member may continue to participate in discussions and the decision-making process.

5.6 If the non-conflicted members consider that the conflict is non-trivial, the non-conflicted members will determine what action is appropriate in light of the nature and extent of the conflict. A number of steps can be taken to deal with the conflict, including:

- excluding the conflicted member from discussions in relation to the matter to avoid inadvertently influencing the non-conflicted members;
- excluding the conflicted members from decision-making in relation to the matter while the conflict exists;
- delegating the matter to a sub-committee of non-conflicted members;
- seeking independent advice to help with a decision;
- appointing an alternative, non-conflicted member;
- resignation of the conflicted member where the conflict is acute or pervasive; and/or
- applying to the court for directions.

5.7 The Chair of the Board will inform the conflicted member of the non-conflicted members' decision. The secretary to the Board will note in the minutes of the meeting the conflict declared, an outline of the discussion and the actions taken to manage the conflict.

6. Collective Responsibility

- 6.1 The Town Deal Board operate by Board Members taking majority decisions in a corporate manner at meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not he or she was present at the meeting when the decision was taken.
- 6.2 If a Board Member disagrees with a decision taken, his or her duty is to have any disagreement discussed and recorded in the minutes.

7. Openness and Confidentiality

- 7.1 Because of the Council's public accountability, as a general principle, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection, once they have been approved for publication by the Chair.
- 7.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be circulated in confidence to relevant Board Members. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial project). The relevant Board should consider how long such items should be treated as confidential and such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection.
- 7.3 It is important that the Board has full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Board Members should keep confidential any matter which, by reason of its nature, the Chair or Members of the Board are satisfied should be dealt with on a confidential basis.
- 7.4 Board Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board without first having obtained the approval of the Chair. It is unethical for Board Members to publicly criticise, canvass or reveal the views of other Board Members which have been expressed at meetings of the Board.

8. Non Compliance

Board Members

- 8.1 Every Board Member must comply with the Code of Conduct and are individually responsible for raising concerns regarding breach of policy.
- 8.2 If Cumberland Council or Chair becomes aware of an allegation that a Board Member has acted in breach of this policy, a fact finding exercise to establish the validity of the allegation will be undertaken, before undertaking any further action. Minor, vexatious or unsubstantiated allegations will be dismissed at this point.
- 8.3 Where there is evidence to support the allegation, the Board Members who are considered to be in breach of the policy will be invited to a one to one meeting with the Chair, to discuss the situation. Further action being dependent on the level of the breach. The Chair will determine what further action is necessary depending on the seriousness of the alleged breach. The Chair may reach a resolution of minor breaches of the Code with the Board member at this stage and will report the action taken to the next meeting of the Board.
- 8.4 If the breach relates to a failure to register or declare a registrable interest at a meeting, as opposed to manage a conflict of interest, the Chair will invite the board member to comply with the policy within 14 days of the discussion. Should the Board member fail to comply with the request, then the Chair will consider impeachment action, in line with the Board's terms of reference. The Board's decision is final. If the alleged breach is serious and/or complex in nature, for example a failure to declare a pecuniary interest or to properly manage any conflict of interest, the Chair will commission further investigation.
- 8.5 Following receipt of the report of the investigation, the Chair will invite the Board member to a meeting to discuss the findings and where appropriate the resolution of the breach. The Chair will report the outcome of the meeting to the next meeting of the Board. Where a serious breach of the Code has been established, the Chair will consider impeachment action, in line with the Town Deal Board's terms of reference and Cumberland Council's processes as lead authority.
- 8.6 In the instance of more serious breaches for example failure to manage a conflict of interest or adhere to the code of conduct, the Chair will invite the Board meeting to a one to one meeting to discuss the breach. If it becomes clear that there is no satisfactory explanation then the Chair will consider impeachment action, in line with the Board's Terms of Reference. The Board's decision is final.

- 8.7 In the instance where there is evidence that the Chair may be in breach of the policy, they will be invited to a one to one meeting with the MO from the Accountable Body to discuss the situation. Further action being dependent on the level of the breach. The MO will determine what further action is necessary depending on the seriousness of the alleged breach. The MO may reach a resolution of minor breaches of the Code with the Chair at this stage and will report the action taken to the next meeting of the Board.

Extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996.

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.

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.

REGISTER OF MEMBERS' INTERESTS

As a Board Member of the Millom Town Deal Board, I declare that I have the following disclosable pecuniary and/or non-pecuniary interests.
(Please state 'None' where appropriate, do not leave any boxes blank).

NOTIFICATION OF CHANGE OF CIRCUMSTANCES

Each Board Member shall review their individual register of interests before each board meeting and decision making committee meeting, submitting any necessary revisions to Cumberland Council at the start of the meeting. Any recorded interests relevant to the meeting should also be declared at this point.

Even if a meeting has not taken place a Member must, within 28 clear working days of becoming aware of any change to the interests specified below, provide written notification to the Chair of the Town Deal Board and Cumberland Council of that change.

***SPOUSE/PARTNER** – In the notice below my spouse or partner means anyone who meets the definition in the [Localism Act](#), i.e. my spouse or civil partner, or a person with whom I am living as a spouse or a person with whom I am living as if we are civil partners, and I am aware that that person has the interest having carried out a reasonable level of investigation. Where your spouse or partner has recently been involved in any activity which would have been declarable, this should be mentioned, with the date the activity ended.

SECTION 1	ANY EMPLOYMENT, OFFICE, TRADE, PROFESSION OR VOCATION CARRIED ON FOR PROFIT OR GAIN	MYSELF	SPOUSE/PARTNER*
1.1	<p>Name of:</p> <ul style="list-style-type: none"> <input type="radio"/> your employer(s) <input type="radio"/> any business carried on by you <input type="radio"/> any other role in which you receive remuneration (this includes remunerated roles such as councillors). 	<p>UK Parliament</p> <p>MP for Barrow and Furness</p> <p>Owner of Pure, retail business in Ulverston</p>	<p>BAE</p> <p>Mayor of Ulverston</p>
1.2	Description of employment or business activity.		
1.3	The name of any firm in which you are a partner.	Pure	
1.4	The name of any company for which you are a remunerated director.		

SECTION 2	SPONSORSHIP	MYSELF	SPOUSE/PARTNER
2.1	<p>Any financial benefit obtained which is paid as a result of carrying out duties as a Member of the Town Deal Board.</p> <p>This includes any payment or financial benefit from a Trade Union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992 (a).</p>		
SECTION 3	CONTRACTS	MYSELF	SPOUSE/PARTNER
	<p>Any contract for goods, works or services with Cumberland Council or the Town Deal Board which has not been fully discharged by any organisation named at 1.1.</p>		
	<p>Any contract for goods, works or services entered into by any organisation named at 1.1 where either party is likely to have a commercial interest in the outcome of business being decided by the own Deal Board.</p>		

SECTION 4	LAND OR PROPERTY	MYSELF	SPOUSE/PARTNER
	<p>Any interest you or any organisation listed at 1.1 may have in land or property which is likely to be affected by a decision made by the Town Deal Board.</p> <p>This would include, within the area of the Town Deal:</p> <ul style="list-style-type: none"> ○ Any interest in any land in the areas, including your place(s) of residency ○ Any tenancy where the landlord is the Council and the tenant is a body in which the relevant person has an interest ○ Any licence for a month or longer to occupy land owned by the Council. <p>For property interests, please state the first part of the postcode and the Local Authority where the property resides. If you own/lease more than one property in a single postcode area, please state this.</p>		

SECTION 5	SECURITIES	MYSELF	SPOUSE/PARTNER
5.1	<p>Any interest in securities of an organisation under 1.1 where:-</p> <p>(a) that body (to my knowledge) has a place of business or land in the area of the Town Deal; and</p> <p>(b) either –</p> <p>(i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which has an interest exceeds one hundredth of the total issued share capital of that class.</p>		

SECTION 6	GIFTS AND HOSPITALITY	MYSELF	SPOUSE/PARTNER
	Any gifts and/or hospitality received as a result of membership of the Town Board (above the value of £50).		

OTHER INTERESTS

Membership of Organisations

I am a member of, or I am in a position of general control, a trustee of, or participate in the management of:

1. Any body to which I have been appointed or nominated by the Board:

2. Any body exercising functions of a public nature (eg school governing body):

Ulverston Town Council

3. Any body directed to charitable purposes:

4. Any body, one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union):

Labour Party, GMB union

5. Any local authority (please state any interests you hold as LA leaders/cabinet members for LA land, resources and the LA's commercial interests):

6. Any other interest which I hold which might reasonably be likely to be perceived as affecting my conduct or influencing my actions in relation to my role.

MEMBER'S DECLARATION AND SIGNATURE

I confirm that having carried out reasonable investigation, the information given above is a true and accurate record of my relevant interests, given in good faith and to the best of my knowledge;

Date	8 th December 2024
Board Member's Name <i>(Capitals – in full)</i>	MICHELLE SCROGHAM
Signature	<i>Michelle Scrogham</i>

RECEIPT BY

Date received by the Town Deal Board	
Signature of xxxxxxxx	

RECEIPT BY S151/S73 OFFICER

Date received by the S151/S73 Officer	
Signature of S151/S73 Officer	