

## **Appendix 2**

### **The Friends of Southwark Park**

#### **Code of Conduct**

##### **Authority:**

The Friends of Southwark Park trustees are the people who share ultimate responsibility for governing the organisation and directing how it is managed and run. They may be called trustees, the board, the management committee, governors, directors or something else. Patrons are not trustees.

(see <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>)

The Friends of Southwark Park Committee have a duty to administer Friends of Southwark Park on behalf of our members and for the public benefit and to achieve our charitable objects. Our Committee members have Duty of Care to operate in good faith to ensure Friends of Southwark Park is well-run, efficient, efficient and economic.

The Friends of Southwark Park constitution states:

*“5.1 A Committee will be set up to manage the affairs of FoSP on behalf of members and shall meet at agreed intervals, but not less than twice a year.”*

The Friends of Southwark Park Committee are our trustees. Committee may from time to time make such reasonable and proper rules / Codes of Conduct as they may deem necessary or expedient for the proper conduct and management of Friends of Southwark Park, but proper rules / Codes of Conduct must not be inconsistent with any provision of the The Friends of Southwark Park constitution (including our objects and fair administration).

The Friends of Southwark Park Committee automatically have this power and an express power is not needed. Copies of proper rules / Codes of Conduct currently in force are available to any Friends of Southwark Park member on request and from our website [www.southwarkpark.org](http://www.southwarkpark.org). You must agree to abide by the Constitution and any Codes of Conduct to join Friends of Southwark Park and this is clearly stated on our membership application form.

The Friends of Southwark Park Committee reports “Committee proceedings” back to Friends of Southwark Park General Meetings.

Friends of Southwark Park meetings / elections in April 2018 and May 2018 were subject to severe disruption. In addition, Friends of Southwark Park has been subject to an organised malicious campaign of defamation, “fake news” and reputation damage online in 2018. Two of our elected officers have been subjected to inappropriate behaviour including smears and slander. Meeting attendees have been subject to false accusations and endured very unpleasant meetings. This behaviour is not in compliance with our constitution and The Friends of Southwark Park trustees have a duty to act. Failure to produce and implement a Code of Conduct would be unreasonable and irresponsible.

## **Application:**

This Code of Conduct applies to all The Friends of Southwark Park members at all times. This code of conduct applies to invited guests, and all those in attendance at our meetings. This Code applies online and offline.

This Code of Conduct (“Code”) sets out your obligations in conduct and the standards of behaviour expected of The Friends of Southwark Park members (and non-members and public attending our meetings or events). This Code aims to ensure that everyone observes, practices and complies with the highest standards of propriety and acts in the best interests of The Friends of Southwark Park, our members and the public interest at all times. Fiduciary duties arise from The Friends of Southwark Park roles and obligations to others. No Code can foresee or address every issue or ethical dilemma which may arise. You must strive to uphold the intention of the Code as well as its letter.

The Friends of Southwark Park aims to promote, protect and enhance Southwark Park, King’s Stairs Gardens, King George’s Field, Neptune Street Park and West Lane Memorial Gardens. Our purposes are for the public benefit and:

*“Promote - our objectives are to:*

*Promote the parks’ sustainability through investment and high standards of horticulture, arboriculture and wildlife maintenance for the benefit of the local community and other users.*

*Protect - our objectives are to:*

*Protect the integrity of the parks; their boundaries, the different areas that make up the parks; their environment and biodiversity.*

*Enhance - our objectives are to*

*Enhance the parks through practical activities; conservation work; and encouraging a range of activities which reflect the needs of all users.*

*Partnership*

*We will do this by working in partnership with others and engaging with all park users to represent the needs of the whole community.”*

When making an application for membership of The Friends of Southwark Park you must agree to abide by the Constitution and any Codes of Conduct that Friends of Southwark Park has adopted. Your relationship with The Friends of Southwark Park is a contractual one which carries with it legal, as well as conduct, obligations. Contravention of Friends of Southwark Park Constitution and any Codes of Conduct may result in your membership application being refused or termination of existing membership.

The General Data Protection Regulations came into effect in the UK on 25 May 2018, replacing the Data Protection Act 1998. We process your membership application and membership on the legal basis of legitimate interests and consent. Unless we can show that we have a compelling legitimate reason to continue processing your personal data, we will stop processing it.

If you do not agree to us processing your personal data by positively opting in (e.g. by ticking a box on the membership application form) may not be able to process your application form which will be destroyed securely after three months.

If you do not agree to us processing your personal data by positively opting in (e.g. by ticking or otherwise marking a box or boxes on the membership application form) your membership may be suspended or terminate.

If a dispute arises between members of The Friends of Southwark Park about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

You must:

- a. comply with The Friends of Southwark Park constitution and Codes of Conduct and demonstrate proper personal behaviour and conduct at all times, behave in a proper, lawful and responsible manner;
- b. not behave maliciously, frivolously or make vexatious complaints against The Friends of Southwark Park, our committee members, member or the public;
- c. not make trump up accusations / fake news / blagging against the The Friends of Southwark Park and must ensure any reasonable accusations and concerns you raise are supported with material which that reasonably shows, on the face of it, a case to answer;
- d. not send abusive, rude or inappropriate emails or correspondence to our Committee members, members or volunteers; or make unreasonable demands of our volunteers;
- e. not engage in party political activities. The Friends of Southwark Park is strictly a non-party political organisation;
- f. act within the governing document constitution of The Friends of Southwark Park and the law, and abide by Friends of Southwark Park codes, policies and procedures and proactively gain (have) a knowledge of Friends of Southwark Park codes, policies and procedures;
- g. acknowledge and respect the views of fellow Friends of Southwark Park members and meeting attendees and not make derogatory, disparaging comments, false accusation and threats and maintain the right of others to express their own appropriate views in any meeting of the organisation or online (social media);
- h. not undermine the credibility and legitimacy of The Friends of Southwark Park or fundamentally weaken aspects of our work;
- i. not irresponsibly encourage or incite committee members to resign or poach members for a rival organisation;

- j. not denigrate or belittle others or in the presence of third parties, nor adversely criticise a Friends of Southwark Park member or meeting attendee in the presence of others;
- k. not create or otherwise impose excessive and unreasonable amounts of work of any kind;
- l. support the objects and mission of The Friends of Southwark Park, championing it, using any skills or knowledge you have to further our objects. Committee should seek regulated, insured professional advice where appropriate;
- m. ensure that you and The Friends of Southwark Park carries out its charitable objects (and no other purpose) and act in the best interests of Friends of Southwark Park at all times;
- n. not seek to undermine, outside constitutional objects and procedures, agreed The Friends of Southwark Park policy, nor work against the interests of The Friends of Southwark Park, nor seek to bring The Friends of Southwark Park, its officers, its members into disrepute;
- o. respect the rights, dignity and worth of every person and recognise the rights of everyone to be treated as individuals and uphold the rule of law and the proper administration of justice;
- p. help create an environment where everyone has an equal opportunity to participate;
- q. comply with requirements set out in legislation - including the Equality Act 2010 - as well as the conduct duties contained in this Code of Conduct.
- r. not harass, discriminate against or oppress any group or individual by reference to a person's age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation, a person's socio-economic status or housing tenure, or any other grounds.
- s. act with integrity, openness, honesty, respect and treat others fairly and challenge any form of discrimination or prejudice;
- t. not attempt to deceive or knowingly or recklessly mislead The Friends of Southwark Park or our meeting attendees. Please do not knowingly give poor and incorrect advice to the organisation.
- u. not be complicit in another person deceiving or misleading Friends of Southwark Park or our meeting attendees;

- v. help create and maintain an environment free of fear and harassment and you must not discriminate unlawfully, or victimise or harass anyone, or practice bigotry;
- w. avoid engaging in any behaviour that constitutes any form of abuse (verbal, physical, sexual, emotional abuse, neglect, bigotry or bullying) and must avoid giving offence;
- x. not allow your independence to be compromised, your independence and your professional judgement must not be prejudiced by virtue of any arrangement with another person;
- y. act in the best interests of The Friends of Southwark Park as a whole, and not as a representative of any group, clique or cabal;
- z. behave in a way that maintains the trust the public places in Friends of Southwark Park and in the services we provide;
- aa. not make any allegation of fraud, unless you have material which you reasonably believe shows, on the face of it, a case of fraud;
- bb. not suggest that any person is guilty of a crime, fraud or misconduct unless such allegations are supported by evidence and reasonable grounds;
- cc. not publicly criticise or engaging in demeaning descriptions of others. You must not defame, slander or libel any member (or a member of the public attending one of our events / meetings) or bring The Friends of Southwark Park into disrepute;
- dd. ensure your publicity for The Friends of Southwark Park, or for any other business / venture in any way associated with Friends of Southwark Park, is accurate and not misleading, and is not likely to diminish the trust the public places in Friends of Southwark Park;
- ee. not take or publish photographs without consent (including consent of any individual subject) at Friends of Southwark Park meetings or events;
- ff. not make any recordings, video or any form of streaming at Friends of Southwark Park meetings or events without The Friends of Southwark Park Committee permission;
- gg. submit any complaints and suggestions you wish to make by e-mail/letter to the Secretary and not in person to Committee;
- hh. not misuse of alcohol or drugs at Friends of Southwark Park venues, meetings or events;
- ii. not assault any official, member, guest or member of the public at Friends of Southwark venues, meetings or events;

- jj. engage in discussion, debate and voting in meetings in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict;
- kk. not act, claim to act or give the impression they are acting on behalf of The Friends of Southwark Park when undertaking any activity (for a third party, commercial or otherwise) unless authorised by Friends Of Southwark Park Committee;
- ll. not pass off or impersonate The Friends Of Southwark Park.
- mm. Members must not use or attempt to use their position improperly to confer on or secure for themselves or any other person, an advantage or disadvantage;
- nn. not gain materially or financially from my involvement with The Friends of Southwark Park unless specifically authorised to do so by The Friends of Southwark Park Committee.

Any conduct that interferes with, obstructs, disrupts or otherwise damages the purposes of The Friends of Southwark Park is not permitted. You understand that any breach of this code may result in you being asked to leave a venue, meeting / event or being ejected. If the Chair decides to eject you from a venue, meeting or event you agree to leave forthwith. You will accept the Chair's decision which is final. The Friends of Southwark Park will not tolerate our meetings being disrupted.

All meeting attendees must comply with any venue rules (usually displayed at the venue or provided on / attached to the venue booking form). Members must comply with this code at all times including when:

- attending The Friends of Southwark Park events;
- attending The Friends of Southwark Park meetings;
- corresponding with The Friends of Southwark Park;
- when in the vicinity of any venue The Friends of Southwark Park is using (to hold any meeting or event);
- contributing to media (local, national and international) (including social media);

### Complaints and grievances

Anyone who has a complaint against another member or The Friends of Southwark Park committee or Friends of Southwark Park may contact the fospssecretary[at]outlook.com. The committee undertake to make all reasonable steps to resolve the issue within 12 weeks.

Malicious, frivolous or vexatious complaints will be dealt with on a case-by-case basis accordingly.

### **Action to be taken regarding misconduct**

In the event that any member fails to comply with this Code of Conduct or conducts themselves in any manner deemed unreasonable, inappropriate, irresponsible or unethical The Friends of Southwark Park Committee reserves the right to suspend membership, terminate membership, refuse membership or refuse renewal.

The Friends of Southwark Park Committee's decision, by majority vote, shall be final and binding on all organisations and individuals concerned.

The Friends of Southwark Park Committee may, by majority vote, suspend the membership of member for breach of this Code of Conduct.

The Friends of Southwark Park Committee may, by majority vote, terminate the membership of member for breach of this Code of Conduct. The individual concerned shall have the right to be heard (time limit 5 minutes) by the Committee, accompanied by a friend, before a final termination decision is made.

Suspension shall require the membership rights of the individual member concerned to be confined to (non-voting) participation in Special General Meetings, General Meeting Meetings and Annual General meetings unless the reason for the suspension in part or in full is their conduct in The Friends of Southwark Park meetings or there are concerns that their presence at The Friends of Southwark Park meetings may be detrimental to The Friends of Southwark Park. The suspended member shall not be eligible to seek any office in The Friends of Southwark Park, nor shall s/he be eligible for nomination, nor to represent The Friends of Southwark Park. A suspended member will not be eligible to vote at The Friends of Southwark Park meetings.

### **Code of Conduct for The Friends of Southwark Park Committee members**

This Code sets out the standards of behaviour expected of The Friends of Southwark Park Committee members. The Code incorporates the Nolan principles of standards in public life. It aims to ensure that all observe the highest standards of propriety and act in the best interests of Friends of Southwark Park and its members at all times;

#### 1. Selflessness

Holders of public office should act solely in terms of the public interest.

#### 2. Integrity

Holders of public office 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. They must declare and resolve any interests and relationships.

#### 3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### 4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### 5. Openness

Holders of public office 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.

#### 6. Honesty

Holders of public office should be truthful.

#### 7. Leadership

Holders of The Friends of Southwark Park office 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.

<http://www.gov.uk/government/publications/the-7-principles-of-public-life/>

### Respect

Committee members must treat each other with respect and courtesy at all times and behave in a responsible manner in all dealings with the general public.

### Commitment

You should be an active trustee, making your skills, experience and knowledge available to The Friends of Southwark Park and seeking to do what additional work you can outside of Committee meetings, including contributing to committees or working groups where possible.

You should develop and maintain a sound and up-to-date knowledge of The Friends of Southwark Park, its constitution and relevant policies and procedures. This will include an understanding of how The Friends of Southwark Park operates, the social, technical, legal, political and economic environment in which it operates, and the nature and extent of its work.

You must attend all appropriate meetings and other appointments at The Friends of Southwark Park or give apologies. If you find that you cannot deal with business on a regular basis, or will be unavailable to attend meetings for a period of six months or more, you should stand down from Committee or suggest other ways you can engage with The Friends of Southwark Park.

Committee members must devote sufficient time preparing for and attending meetings to ensure they add value to the committee's work. You should do your utmost to prepare fully for all meetings and work for the organisation, including reading papers, querying anything you do not understand, thinking through issues before meetings and completing any tasks

assigned to you in the agreed time. You should participate in decision-making processes that take place between meetings, including those via email or telephone.

You must accept your responsibility to ensure that The Friends of Southwark Park is well run and raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

You must participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so.

While you are a trustee you must keep you're Friends of Southwark Park membership up to date.

### Conflicts of interest

Committee members must identify and promptly declare any actual, potential or perceived conflicts affecting them. They must absent themselves from any discussion where there is any such conflict. You understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

### Probity

Committee members must comply with any rules agreed by the committee including those relating to the acceptance of gifts and hospitality and the avoidance of activities which might compromise the Friends of Southwark Park position, reputation and public standing.

### Openness and accountability

You will respect organisational, committee and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.

Committee members should be open, responsive and accountable about their decisions, actions and work, including their use of The Friends of Southwark Park name and resources. Committee members are accountable for their decisions and actions to The Friends of Southwark Park Committee and The Friends of Southwark Park membership at General Meetings and Special General Meetings.

You will seek to be accountable for your actions as a trustee of The Friends of Southwark Park, and will submit yourself to whatever scrutiny is reasonably appropriate.

Where any person is behaving maliciously, frivolously or making vexatious complaints against The Friends of Southwark Park, or otherwise breaking this Code of Conduct, our Committee members do not need to engage or communicate with them.

### Integrity

Committee members are required to use their knowledge, expertise and experience to take the best decisions they can in the interests of The Friends of Southwark Park. They are equally responsible for all decisions of the Committee. Committee members should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organisation or individual.

You will act in the best interests of Friends of Southwark Park as a whole, and not as a representative of any group, clique or cabal – considering what is best for The Friends of Southwark Park and its present and future beneficiaries and avoiding bringing The Friends Of Southwark Park into disrepute.

#### Confidential information

Committee members must respect the status of confidential issues they read and discuss. They are bound to maintain the status of this material and any discussions.

Protection of confidential information exists as a concept both as a matter of law and as a matter of conduct. Keep the affairs of The Friends of Southwark Park confidential unless disclosure is required or permitted by law or Friends of Southwark Park Committee consents.

#### Personal and commercial interests

Committee members must not benefit from their position. Committee members must take decisions solely in terms of the The Friends of Southwark Park and public interest.

Committee members must not use their position in order to gain financial or other material benefits for themselves, their family, their friends or other committee members.

Expense refunds of legitimate payments (which a trustee has had to meet personally in order to carry out his or her trustee duties) are permitted. Expense claims must be supported by bills or receipts, except where it is impractical to expect this. Reimbursement of trustees for purchases they have personally and properly made on behalf of the charity are not counted as expenses in the accounts and are accounted for as part of the charity's general expenditure (see <https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11/trustee-expenses-and-payments>)

#### Blank cheques

Michelle Russell, Head of Investigations and Enforcement at the Charity Commission, says:

“Our message to trustees is clear; do not sign blank cheques”

No member of Friends of Southwark Park is permitted to sign a blank cheque, receive a blank cheque or pay a blank cheque into their bank account.

#### Expectations of Friends of Southwark Park committee members

include:

Talk to the Chair before any meeting if you need to clarify anything;

Arrive on time. Stay to the end. Participate in the meeting;

Listen to what others have to say and keep an open mind;

Try to be concise and avoid soliloquies;

Do not engage in side conversations;

Have the best interests of the organisation in mind at all times;

Draw attention to any potential conflicts of interest that may arise in the meeting;

Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.

### Breaches of this code

You understand that any significant breach of this code may result in you being asked to resign from the Committee. In the event Committee resolves by majority decision to seek your resignation, you will offer it forthwith. In the event that the board resolves by majority decision to eject you, you will accept its decision without question.

You understand that in any such event the Committee will, where it is in the interests of Friends of Southwark Park to do so, seek to provide advance notice of any resolution asking for your resignation or to eject you, and that you will have a right to be heard. In the event that it is not possible to provide advance notice, or where advance notice would not be in the interests of Friends of Southwark Park, you understand that you will have a right to be heard retrospectively and to argue that any decision should be rescinded.

If you wish to cease being a trustee of The Friends of Southwark Park at any time, you should inform the Chair in advance in writing, stating your reasons for leaving.

You confirm that after you have left the Committee, for whatever reason, you will continue to respect organisational, Committee and individual confidences that you acquired during your trusteeship. You understand that the terms of this agreement that relate to confidentiality will continue to remain in effect even after you cease to be an active signatory.

You confirm that you are legally eligible to act as a Friends of Southwark Park trustee. You confirm that you:

are not disqualified to act as a company director;

do not have an unspent conviction for an offence involving dishonesty or deception (such as fraud);

are not an undischarged bankrupt (or subject to sequestration in Scotland), nor do you have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors;

have not been removed as a company director or charity trustee because of misconduct or mismanagement;

If you become ineligible after appointment, or there is a real possibility that you may become so, you will immediately inform the chair and if requested you will promptly stand down as a trustee.

You understand that while trustees acting competently and in good faith are not normally exposed to personal liability, there are circumstances in which the court may hold a trustee personally liable, including:

breach of trust under charity law - for example spending the charity's funds on an activity which is outside its legal objects, holding unreasonably speculative investments, engaging in non-permitted political activities;

breach of fiduciary and statutory duties - for example using the charity's assets to procure a benefit for a trustee, or making a loan to a trustee;

wrongful trading - continuing to trade where the board knew, or ought to have known, that the company is insolvent;

fraudulent trading;

acting as a company director when disqualified;

failure to comply with certain statutory requirements - for example in areas such as health & safety, data protection, trade descriptions, some employment laws;

Committee Member Signature .....

Name .....

Date .....

**This Code of Conduct was agreed and adopted on 11<sup>th</sup> June 2018 by Friends of Southwark Park Committee.**

*Barry Duckett*

Chair

*Jerry Hewitt*

Secretary