

Suffer no one to possess more honesty, probity and rectitude than yourself.  
Samuel Hahnemann Paris 9 Aug 1842

## **Code of Conduct for Directors**

Our Values. Our Standards. The Way We Work.

**February 2014**

### **Introduction**

The Society of Homeopaths is the largest organisation registering professional homeopaths in the UK. It is a not for profit professional membership organisation, voluntary register and regulator of homeopaths. It sets and maintains standards in the public interest.

### **Our aims**

The Society aims to ensure that people who have homeopathic treatment receive the highest level of care from registered homeopaths, who practise ethically, and to promote the benefits of homeopathy to the public.

To achieve this, the Society

- sets and develops the highest standards and values for education, registration and ethical practice
- develops a first class marketing strategy for homeopathy and, where appropriate, does this in conjunction with other like minded organisations
- keeps the public informed about homeopathy and the evidence for the effectiveness of homeopathy
- supports its members with a range of membership services

### **Our values**

The Society aims to be a healthy and sustainable organisation. We continually review and improve our standards and processes in the best interests of the public and our members.

In all our processes and decision-making we are committed to being inclusive, transparent, accountable, responsive and fair.

### **Purpose**

This Code establishes the conduct required of the Society of Homeopaths' Directors in order to maintain the highest standards of integrity and stewardship; to ensure that the organisation is effective, open and accountable and to ensure a good working relationship with each other, the membership and staff.

### **Values**

Directors are required to make themselves familiar with and uphold the Society of Homeopath's explicit statement of values that underpin all aspects of the organisation's activity.

### **Application of the Code**

Each Board member is responsible for reading, understanding and following this code in conjunction with the policies and procedures The Society of Homeopaths has in place. Complying with the code is a condition of Board involvement. Failure to follow its standards can lead to disciplinary action.

### **Working relationships**

Board members are expected to lead by example and show integrity and respect in their dealings with everyone. They should create an atmosphere where fellow Board members and employees can safely and freely ask questions and raise concerns.

### ***As a Board member you have the right to:***

- be spoken to politely and be treated with respect
- be treated fairly and courteously by colleagues, staff, members and the public
- appropriate support and training
- have your private life and commitments outside work respected
- have your point of view listened to and respected
- not be harassed, bullied or intimidated

- speak out if you are the victim of bullying, harassment or intimidation and have your complaint taken seriously and investigated

***As a Board member you have a responsibility to:***

- enhance the standing and good name of The Society of Homeopaths
- act professionally and courteously in your dealings with colleagues, staff, members and the public
- treat all colleagues and staff as individuals and show sensitivity to their needs
- listen to what others say and respect their point of view
- consider others in the exercise of your duties
- express your opinions in a calm and constructive way
- be prepared to learn from your mistakes
- report any unreasonable or inappropriate behaviour
- not harass, bully or discriminate and to challenge attitudes which demean or denigrate others
- take any complaint or disagreement seriously and try to resolve difficulties
- improve performance, take responsibility for your own training, update and refresh skills and knowledge
- where appropriate, collaborate on projects to ensure the necessary skill base, and value the perspective and experience of others
- be a proactive team member
- take ownership of Board decisions

**Integrity**

Directors of the Society of Homeopaths have a general duty to act in the best interests of the Society as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation or interest which they may represent, unless legally authorised.

Directors:

1. Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
2. Should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the organisation.
3. Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

**Objectivity**

Directors should ensure that decisions are made solely on merit, when carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business.

**Openness**

Directors:

1. Should ensure that confidential material, including material about individuals, is handled with due care;
2. Should be as open as possible about decisions and actions that they take. They should give reasons for their decisions and restrict information only when confidentiality clearly demands it.
3. Should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the Society's best interests.

**Honesty**

Directors:

1. Have a duty to declare any interests relating to their role as director and to take steps to resolve any conflicts that may arise. Where the private interests of a director conflict with their duties as a director, they must resolve this conflict in favour of their role as a director or step down.
2. Must make relevant declarations of interest in the different circumstances and roles they play both within and outside the Society of Homeopaths.
3. Should ensure that any information or material which the Board has deemed or the law requires, to be confidential, must remain confidential and must not be discussed outside the Board.

**Reporting concerns**

Any concerns should be promptly raised with the Chair of The Society. If the concern is regarding the Chair of the Society then the Vice Chair should be contacted in the first instance. See the Grievance Procedure for further details of reporting concerns relating to you as an individual.

**Disciplinary and Appeals Procedure**

The purpose of the Disciplinary and Appeal Procedure is to outline a recognised and consistent system to deal with any issues of conduct, capability or other circumstances that may result in disqualification and removal from post,

or action short of this. It is not contractual. If appropriate, informal action will be taken by The Society to resolve any problems.

Before considering any formal action, steps will be taken by The Society to establish the facts.

If it is necessary for the Company to take action under the Disciplinary Procedure you will be issued with a written statement setting out the nature of the issue. You will only be given a disciplinary warning or be subject to disqualification and removal following a formal disciplinary meeting, at which you will have been given the right to be accompanied by another Board member or colleague who works for the Society or an accredited trade union official. You should make every effort to attend the meeting. Throughout the Disciplinary Procedure you will be given the opportunity to respond to any complaint before a decision is taken on the outcome.

The Chair will appoint appropriate persons to carry out the process. In most cases action will be taken by the Chair or Vice Chair, or two other members of the Board. Where the outcome may be disqualification and removal from post, at least two directors will be involved in the disciplinary meeting. The Director of Operations will provide support and assistance, attend meetings and ensure the process is carried out properly, records are kept, etc. In some circumstances it may be appropriate for one Director to investigate and another/others to hold the formal disciplinary hearing.

The meeting place and time will be determined after consultation with the different parties; however, the final decision will be at the discretion of the Chair.

During the process you may be suspended whilst investigations are carried out. This will only be done if it is felt to be the most appropriate action at the time, having considered the alternatives. This does not imply any pre-judgement about the outcome.

The Chair of the Board may commence the Disciplinary Procedures, depending on the circumstances, at any of the following levels:

***Verbal warning***

A verbal warning will be issued and a note will be retained by The Society.

***Written warning***

Where there is a significant and reasonably serious breach of the rules or problem with performance or behaviour.

A written warning will be issued and a copy retained by The Society.

***Final written warning***

Where there has not been an acceptable improvement after a written warning, or there is a clear and serious breach of the rules or problem with performance or behaviour that does not warrant disqualification and removal from the Board.

A final written warning will be issued and a copy retained by The Society.

***Disqualification and Removal from the Board***

Where there has not been an acceptable improvement after a final written warning, or there is a very serious breach of the rules or problem with performance or behaviour that makes it inappropriate for the individual to continue as a member of the Board.

May be with or without notice depending on the circumstances, and may occur whether or not warnings have been issued.

You will be entitled to appeal against any disciplinary decision taken, such appeal being held in accordance with the appeals procedure, which is outlined below.

**Appeals**

If you wish to appeal against any disciplinary warning or a decision to disqualify and remove you from post, you should apply in writing within five working days. You will be invited to attend a meeting and you should take all reasonable steps to attend.

You should address your appeal to the Chair of the Board of Directors, who will appoint appropriate persons to carry out the appeal.

The appeal meeting will be held by two directors who (as far as is reasonably practicable) have not previously been involved in the process. This will usually include either the Chair or the Vice Chair. The Director of Operations will also attend and provide support at this stage.

After the appeal meeting you will be informed of the final decision.

You will be given the opportunity to be accompanied at the meeting another Board member or colleague who works for the Society or an accredited trade union official.

### **Grievance Procedure**

The purpose of the Grievance Procedure is to help settle any grievance or dispute fairly, simply and quickly.

Should you have a grievance relating to any aspect of your treatment in the role of Director, we encourage you to initially raise this informally with the Chair or Vice Chair. If your grievance concerns an employee, Director or other person working on behalf of the Society, you should (if appropriate) first discuss and try to resolve the matter informally with the person concerned. If the matter continues to be unresolved or is too serious to deal with informally, you should present the grievance to the Chair or Vice Chair in writing.

Although there is no defined timescale, a grievance matter should generally be raised within one month of the incident or matter to which it refers.

On receiving a formal grievance the Chair of the Board of Directors will appoint (an) appropriate person(s) to carry out the process. In most cases the grievance will be dealt with by the Chair or Vice Chair, or two other members of the Board. The Director of Operations will provide support and assistance, attend meetings and ensure the process is carried out properly, records are kept, etc.

You will be invited you to a grievance meeting as soon as possible. The meeting will enable you to give full details. You are entitled to be accompanied by another Board member or colleague who works for the Society or an accredited trade union official at the grievance meeting. The meeting place and time will be determined after consultation with the different parties; however, the final decision will be at the discretion of the Chair.

After the meeting you will be informed in writing of the outcome of the grievance. You have the right to appeal against this decision.

If you wish to appeal, you must inform The Society in writing, stating the grounds for appeal. You should address your appeal to the Chair of the Board of Directors, who will appoint (an) appropriate person(s) to carry out the appeal. The Director of Operations will also attend and provide support at this stage.

You will then be invited to attend another meeting, at which you will also have the right to accompaniment by a fellow employee or accredited trade union official.

After the appeal meeting you will be informed of the final decision in writing.

### ***Section from the Articles of Association dated 2013***

#### **SUSPENSION, DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 91) A Director shall be suspended from office
- a) where a Director chooses to suspend themselves.
  - b) where a Director is suspended in accordance with the Directors' Code of Conduct.
  - c) where a Director fails to fulfill their duties and obligations as a Director and it is in the interests of the Society for the Board to suspend the Director until the failure ceases or the Director vacates the office.
- 92) The office of a Director shall be vacated if:
- a) the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director.
  - b) the Director becomes bankrupt or makes any arrangement or composition with creditors generally.
  - c) the Director is, or may be, suffering from mental disorder and either admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 2007 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 2007, or an order is made by a court having

jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to personal property or affairs.

- d) the Director resigns office by notice in writing to the Society.
- e) the Director shall for more than six consecutive months have been absent without permission of the Board from

meetings of the Board held during that period and the Board resolve that this office be vacated.

- f) the Director is directly or indirectly interested in any contract with the Society and fails to declare the nature of such interest in manner required by Section 182(1) of the Act.
  - g) the Director is suspended or expelled from membership of the Society.
- 93) The Society may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of the period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between the Director and the Society.

Board of Directors

February 2014