

NPA Code of Conduct for Board Members

Introduction

1. This document sets out the standard of behaviour and conduct required of Board Members of the National Pharmacy Association 'the Association'.
2. All Board Members are required to sign a confirmation, in the form set out in Appendix 1, that they have received and read this Code of Conduct, and agree to comply with it.
3. This Code of Conduct aims to assist Board Members in carrying out their governance role and is not intended to be a comprehensive statement of relevant law and good practice applying to them.
4. In addition to the applicable law this Code of Conduct is based on the seven principles of public life (the Nolan Principles) as modified to apply to the Association (see Appendix 2).
5. Board Members will be subject also as pharmacists to the relevant professional standards laid down by the General Pharmaceutical Council and the Pharmaceutical Council of Northern Ireland, as applicable.
6. If in any doubt on the interpretation of the Code in relation to any particular matter, a Board Member should in the first place seek advice informally from the Chair of the Governance, Review and Risk Committee.

Legal duties and responsibilities as a Board Member

7. Under the Companies Act 2006, Board Members are regarded as company directors in law. In carrying out their role, Board Members are required to obey the law, and to act in accordance with the Association's constitutional rules in its Memorandum and Articles.
8. The Association's Memorandum and Articles set out the criteria by which an individual is qualified and eligible to be a Board Member. A Board Member shall notify the Chair and Secretary of the Board and the Chair of the Governance, Review and Risk Committee immediately on becoming aware that they no longer fulfil or may no longer fulfil any of these criteria.
9. Other legal duties and responsibilities of Board Members include to:

- Act with the utmost loyalty, good faith and in the best interests of the Association.
 - Exercise independent judgment and reasonable care, skill and diligence.
 - Avoid conflicts of interest
 - Declare any interests in proposed transactions or arrangements with the Association
10. In addition, a Board Member must not accept benefits from third parties that are given by reason of their Board Membership role and could be seen as giving rise to a conflict of interest.
11. The following sections of this Code provide further detail on how particular aspects of these duties apply in practice to Board Members of the Association.

Values, relations with others and reputational issues

12. Board members must uphold the values of the Association and promote its success, with reference to protecting and advancing the interests of community pharmacists. This is an overriding responsibility in line with the Association's principal objects and is distinct from the representational role of Board Members through election by the membership.
13. Board Members are required at all times to treat each other, and any staff or other people with whom they have any contact as a Board Member, with dignity, respect and fairness and in compliance with the provisions of equality law.
14. Board members should at all times work collaboratively with the Chief Executive and others involved in the governance of the Association and strive to make the governance arrangements work to promote the best interests of the Association. Board Members also have a duty to support any decision of the Board, whether or not they agree with or voted in favour of it.
15. Board Members must ensure that they do not bring the Association into disrepute, including through public comments and use of social media, and where continuing as a Board Member in the light of their own business or personal circumstances might reflect badly on the Association.

Duty to be diligent and careful

16. Board Members have a duty to take such care in carrying out their responsibilities as a reasonable person would take in relation to their own affairs. This includes attending meetings in full, preparing in advance for meetings by reading papers, asking for advice when it is needed, and completing any training provided by the Association. Members should also participate fully in committees and/or working groups of the Board.

17. Under Article 57(a) of the Articles the term of office of a Board Member may be terminated if he is absent for three or more consecutive Board meetings.

Conflicts of interests, registration of interests, gifts and hospitality

18. Board Members must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Board Member. Board Members must disclose or declare any potential conflict of interest, whether pecuniary or otherwise.
19. If in any doubt about whether an interest should be disclosed or declared, in the first instance, a Board Member should consult the Chair of the Governance, Review and Risk Committee (or the Chair of the Board if the former is conflicted). If necessary, Board Members should absent themselves from discussions or any votes where conflicts are likely to prejudice their views or create a perception that any contribution were in any way biased.
20. In considering whether any conflict of interest may arise, Board members should bear in mind the wide range of activities linked to the Association and its group of companies and the commercial sensitivity of many of these activities.
21. Board Members are required to complete a Register of Interests (see Appendix 3), and are responsible for ensuring that their entries are kept up to date.
22. Board Members must not use their position to secure any personal advantage. They must abide by anti-bribery legislation, and ensure that guidelines around this are adhered to at all times to ensure their compliance and that of the Association.

Confidentiality and data protection

23. Board Members must treat any information which they receive in consequence of their role, whether in Board papers or otherwise, as confidential and must not disclose such information to any third party without the express permission of the Association through the Chief Executive or Board. Board Members must comply with data protection legislation at all times.

Non-compliance with this Code of Conduct

24. All instances of alleged non-compliance with this Code of Conduct should be resolved informally if possible, with the involvement of the Chair of the Governance, Review and Risk Committee (or Chair of the Board if the former is conflicted). However if any such instances cannot be resolved, the Governance, Review and Risk Committee and ultimately the Board may need to consider the matter formally.

25. Before proceeding to a formal resolution, the Board may refer the issues in question to a Panel chaired by an independent person with appropriate professional expertise, together with a member from the Nominations and Remuneration Committee and a member from the Governance, Review and Risk Committee:

- Full details of the alleged non-compliance with the Code of Conduct shall be put in writing and sent to the Member or Members concerned, who shall be given the opportunity to respond, in writing or in person at a meeting. Any such meeting should take place no less than 14 days after the details of the alleged non-compliance have been sent to the Member or Members concerned.
- The Panel will consider the matter further in the light of the response of the Member or Members concerned and decide whether or not to make recommendations for formal consideration to the Board. This could include recommendations as to immediate further action potentially leading to the Board Member being asked to resign or to the termination of their term of office.

Appendix 1

The National Pharmacy Association Limited

Code of Conduct for Board Members – approved/revised on 7th March 2020.

I confirm that I have received and read the Code of Conduct for Board Members. I agree to comply with it in carrying out my role as a Board Member of the Association, and understand that if I fail to do so, I may be asked to resign or my term of office may be terminated.

Name:

Signed:

Date:

Please return this completed, signed form to:

Gareth Jones,

g.jones@npa.co.uk

Appendix 2

The Seven Principles of Public Life outlined by the Nolan Committee, modified to apply to the National Pharmacy Association

Selflessness:

Board Members should take decisions solely in terms of the Association's interests. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends

Integrity:

Board Members 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 the Association's business, including making appointments, awarding contracts, recommending products and services to members, or recommending individuals for rewards and benefits, Board Members should make choices on merit

Accountability:

Board Members are accountable for their decisions and actions to the Association and its Members. They must submit themselves to whatever scrutiny is appropriate to their office

Openness:

The Board should be as open as possible about all the decisions and actions that it takes. The Board should give reasons for its decisions and restrict information only when the Association's interests clearly demands it.

Honesty:

Board Members have a duty to declare any private interests relating to their office and to take steps to resolve any conflicts arising in a way that protects the Association's interests.

Leadership:

Board Members should promote and support these principles by leadership and example.

REGISTER OF INTERESTS, GIFTS AND HOSPITALITY

Name:

Item	Category	Entry
1	EMPLOYMENT List full and part-time employment and give details of employer and brief description of duties	
2	OTHER PAID ACTIVITY Including for example: <ul style="list-style-type: none">• Locum work• Consultancy• Paid Office• Contributions to pharmaceutical or trade publications• Any other paid activity which might be considered relevant to your role as a Board Member	

Item	Category	Entry
3	<p>REMUNERATED DIRECTORSHIPS</p> <p>List any remunerated directorships of private and public companies owned personally or in partnership</p>	
4	<p>SIGNIFICANT SHAREHOLDINGS</p> <p>List any significant shareholdings in any company likely to be perceived as relevant to your position as a Board Member</p>	
5	<p>UNPAID ACTIVITY</p> <p>Any other work undertaken or membership of other committees (including PSNC, RPSGB and AIM) which may have an impact on your role as a Board Member</p>	

Item	Category	Entry
6	FAMILY INTERESTS List any financial interest you, your spouse, partner, children or other close family may have which might be considered relevant to your position as a Board Member (including any companies in which you or your close family have share holdings exceeding 10% of share capital)	
7	GIFTS AND HOSPITALITY Record any gifts or hospitality that are of any significant value. Gifts or hospitality that could be perceived as influencing your conduct as a Board member must not be accepted	

Signed _____

Date _____