



Cranfa Gymunedol Fferm Wŷnt
PEN Y CYMOEDD
Wind Farm Community Fund CIC

CODE OF CONDUCT FOR DIRECTORS

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| Scope of policy | Applies to all PyC CIC Directors |
| Date Approved | 25.4.17 V1, 21.2.19 V2, V3 20.6.19, V4 18.10.21 |
| Review dates | October 2023 |

1. INTRODUCTION

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| Purpose | <p>As a Director of Pen y Cymoedd Wind Farm Community Fund CIC (PyC CIC), I _____ agree to abide by the jointly agreed fundamental values (Appendix 1) that underpin all the CIC's activities, by the terms of this Code of Conduct and by the Conflict of Interest Policy.</p> <p>The Code applies to all the ways in which we as Directors work together and with CIC staff, and to the ways in which we represent and promote the CIC externally.</p> <p>Directors and staff will work together with respect for each other and with integrity, and we will work similarly with external individuals and organisations. We will all conduct ourselves in an open and approachable way – aiming to be an organisation that all stakeholders can trust.</p> <p>I will support the aims of PyC CIC, championing it, using my skills and knowledge to further that mission.</p> |
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2. LAW AND POLICIES

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| 2.1 LAW | <p>I will abide by the law in all aspects of my role as a Director of the CIC. I have received a copy of the CIC's Articles of Association and will always act in accordance with them.</p> <p>I am aware that the Companies Act 2006 gives Directors a duty to:</p> <ul style="list-style-type: none">■ Avoid conflicts of interest■ Not accept benefits from third parties■ Declare interest in proposed transactions or arrangements with the organisation■ Act within powers■ Promote the success of the organisation to achieve its purposes■ Exercise independent judgment■ Exercise reasonable care, skill and diligence |
| 2.2 POLICIES | <p>I will abide by <i>all</i> PyC CIC policies and have regard to <u>Nolan's seven principles of public life</u>: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.</p> |

3. BOARD MEETINGS

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| 3.1 GOVERNANCE PROCEDURES | <p>I will abide by Board governance procedures and practices of PyC CIC.</p> <p>I will respect the authority of the Chair and their role as meeting leader.</p> <p>I will accept a majority vote on any issue as decisive and final and accept collective responsibility for decisions. I will ensure that all decisions and requested exceptions are recorded accurately in minutes (including details of any votes taken) and communicated to staff and other stakeholders and the public in a unified manner.</p> |
| 3.2 ATTENDANCE AT BOARD MEETINGS | <p>I will strive to attend all PyC Board meetings and any other sub-committees and working groups that I have agreed to attend, giving apologies ahead of time to the Chair if I'm unable to attend. I understand that in accordance with the Articles of Association, if I fail</p> |

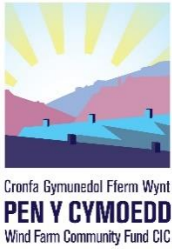
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| | to attend three consecutive meetings or one Fund Allocation meeting without good reason or giving apologies, I may be removed from the Board. |
| 3.3 ACTIVE PARTICIPATION IN BOARD MEETINGS | <p>I will develop and maintain a sound up-to-date knowledge of PyC CIC – how it operates, and the social, political and economic environmental context within which it works.</p> <p>I will be fully present and play an active role in all Board meetings, having read papers, querying anything I do not understand, thinking through issues before meetings, and completing any tasks assigned to me in the agreed time. If I need to deal with urgent personal or other work matters during the course of the meeting, I will discuss this with the Chair and take time out to do this.</p> <p>If I feel that it's necessary for Directors to obtain advice and assistance to enable them to reach a decision on a specific matter, I'll raise the issue with the Chair and Executive Director so that they can obtain guidance from an appropriate source in good time.</p> <p>When reaching decisions regarding the business of PyC CIC, I will consider all evidence and information presented by staff and other Board members, and in accordance with this Code of Conduct.</p> <p>I will engage in discussions and vote according to procedure, maintaining a respectful attitude towards the opinions of others while making my voice heard.</p> |
| 4. CONFIDENTIALITY | |
| 4.1 CONFIDENTIALITY | I will respect organisational, Board and individual confidentiality |
| 4.2 DISCLOSURE | I will not disclose confidential information or information which should reasonably be regarded as being of a confidential nature, without the express consent of a person authorised to give such consent, or unless required by law to do so. |
| 4.3 GRANT APPLICATIONS | I understand that all information relating to grant applications, funding arrangements, tender bids and contracts should reasonably be regarded as confidential. |
| 5. IMPROVING GOVERNANCE | |
| 5.1 TRAINING AND DEVELOPMENT | I will participate in any induction, training and development activities for Directors arranged from time to time. If I feel that I require further guidance or training in my role, it is my responsibility to raise this with the Chair. |
| 5.2 PROMOTING BEST PRACTICE | <p>I will seek ways to improve Board governance practice, sharing good practice and raising issues which I believe are of relevance to PyC CIC.</p> <p>I will support the Executive Director in their role, and work with my fellow Directors to seek development opportunities for them.</p> |
| 6. UPHOLDING THE GOOD NAME AND VALUES OF PyC CIC | |
| 6.1 SPEAKING ON BEHALF ON PyC CIC | <p>I will always seek approval from the Chair (and inform the Executive Director) before accepting an invitation to speak as a PyC CIC Director to the media or in a public forum.</p> <p>Should I speak to the media or in a public forum as a Director of PyC CIC without such prior approval, I will inform the Chair and Chief Executive as soon as possible.</p> <p>When speaking as a Director of PyC CIC, my comments will reflect current organisational policy even when these do not agree with my personal views. When speaking as a private citizen I will strive to uphold the reputation of PyC CIC and its staff.</p> |

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| 6.2 EQUAL OPPORTUNITIES | I will discharge my duties and responsibilities with regard to the Equality Act 2010 – ensuring that all activities of PyC CIC support equality of opportunity for all people, regardless of gender, race, disability, sexual orientation, age or religious belief. |
| 6.3 MAINTAINING RESPECTFUL RELATIONSHIPS | I will strive to establish respectful and courteous relationships with all those with whom I come into contact in my role of Director. I will show respect and consideration for others. |
| 7. REGISTRATION OF AND MANAGING CONFLICTS OF INTEREST | |
| 7.1 | I will always strive to act in the best interests of PyC CIC and to avoid situations where there may be a conflict of interest. |
| 7.2 DECLARATIONS OF INTEREST | I will declare my interests in the prescribed form to PyC upon appointment and at the beginning of each calendar year and notify the Executive Director in writing of any change whenever that change arises. |
| 7.3 CONFLICTS OF INTEREST | I will observe the provisions set out in the Articles of Association of PyC CIC and abide by the Conflict of Interest Policy adopted by PyC CIC from time to time |
| 8. PERSONAL GAIN | |
| 8.1 GIFTS AND HOSPITALITY REGISTER | I will receive no financial or non-financial advantage or benefit from my role as a PyC CIC Director, unless explicitly authorised by the Articles of Association, nor will I permit others to do so as a result of my actions or negligence. When requested or appropriate, I will submit details of any Gifts and Hospitality received, taking account of guidance in the Conflict of Interest Policy. |
| 8.2 AVOIDING PREFERENTIAL TREATMENT | I will not exert any influence to garner any preferential treatment for myself, my family, or any connected person or organisation as defined by the CIC's Conflicts of Interest Policy. |
| 8.3 ORGANISATIONAL RESOURCES | I will use PyC CIC's resources responsibly, when authorised, in accordance with procedure. When claiming fees and expenses I will do so in line with PyC CIC procedures and the protocol attached at Appendix 2. |
| 9. LEAVING THE BOARD | |
| 9.1 | Should I resign from the Board, I will inform the Chair in writing, stating my reasons for resigning. |

Signature: _____

Date: _____

Appendix 1



Pen y Cymoedd Wind Farm Community Fund What's Important to Us

Pen y Cymoedd Community Fund has been established by wind energy developer Vattenfall for the benefit of communities hosting the wind farm in the upper reaches of the Neath, Afan, Rhondda and Cynon Valleys.

The Fund is managed on behalf of local communities by an entirely independent, locally based and locally accountable Community Interest Company.

It's no ordinary Fund. Over several years through local conversations, residents and communities themselves have defined the priorities they want the funding to support.

The Fund is in place until 2043. This means that community benefit activities can be supported *now*, and we can all also plan and deliver for the *long-term*.

Working closely with local communities and organisations, Directors of the Company aim to provide excellent stewardship of the Fund and ensure that:

- the Fund is widely promoted so that people know about it and how to apply
- it's as straightforward as possible to make an application
- it's clear how decisions are made, and funding is awarded
- we make the best and most appropriate use of funds
- the Fund makes a positive and measurable difference to people, the economy and the environment - both now and in years to come
- the way in which we work, and the activities supported are evaluated, and changes are made as a result of learning and feedback
- additional resources are secured to ensure that the Fund continues to deliver community benefits well into the future
- information about grants awarded and activities supported are published and promoted on a regular basis
- we continue to talk to and engage actively with local people and communities.

The Community Interest Company Board

We'll ensure that the process for appointing Directors to the Board is transparent and that membership reflects the make-up of our communities.

Directors will strive to manage the Fund and the Company responsively and with integrity. We'll hold

ourselves to uncompromising ethical and legal standards and will learn from and act on your feedback.

How we'll work with you

To ensure that you have the best possible experience of working with us, Pen y Cymoedd CIC will:

- ensure that Directors and staff are welcoming and helpful
- provide advice and information promptly, and signpost you to other organisations when needed
- keep in regular contact with you, answering queries promptly
- ensure that our decision making is consistent, fair and clearly communicated
- make decisions within published timescales
- provide you with clear feedback at an early stage if we are unable to support an application
- request and act on your feedback
- provide all information in plain English and Welsh, easy to understand and use, and available in a range of formats