

# Board Code of Conduct

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## Purpose

Our members and other stakeholders have a high expectation of those who serve on the board and the way in which we should conduct ourselves in undertaking our duties. This Code describes the behaviours which we believe are important. It is a guide for new and existing board members, to encourage positive actions and to clearly manage expectations about potential sanctions for inappropriate behaviours.

On joining the board, and annually, each board member will ensure that they are familiar with the contents and meaning of:

- Our [Memorandum & Articles of Association](#)
- [Good governance](#)
- The Nolan Principles<sup>1</sup>
- CEE's strategic plan
- This Code of Conduct

## My Commitment

- As a board member, I acknowledge that I must ensure that my conduct is above reproach. I recognise my responsibility, as an individual and a member of the board, to lead by example and contribute positively to setting the culture, vision and values for the organisation.
- I will support the objectives, mission, values and strategy of Community Energy Association (England) Ltd (CEE), and champion its work.
- I will use any skills or knowledge I have to further CEE's mission and seek expert advice where appropriate.
- I will act within the [Articles](#) and [bye-laws](#) of Community Energy England and the law and abide by the policies and procedures of the organisation. This includes having a knowledge of the contents of the Articles and bye-laws and [relevant policies and procedures](#).
- I will be an active board member, making my skills, experience and knowledge available to CEE and seeking to do what additional work I can outside board meetings, including sitting on sub-committees, attending CEE events and engaging with other CEE members.

- I will develop and maintain a sound and up-to-date knowledge of the organisation and its environment. This will include an understanding of how CEE operates, the social, political and economic environment in which it operates and the nature and extent of its work.
- I will use Community Energy England's resources responsibly, and when claiming expenses will do so in line with Community Energy England procedures.
- I am fully committed to contributing to the continual improvement of our governance processes, and to working to develop an atmosphere that enables us to openly share ideas and think together, with mutual respect.

### **Managing interests**

- I will not gain materially or financially from my involvement with CEE unless specifically authorised to do so.
- I will act in the best interests of CEE as a whole, and not as a representative of any group – considering what is best for CEE and its present and future beneficiaries and avoiding bringing CEE into disrepute.
- Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest I will ensure that this is managed effectively in line with CEE's policy.
- I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.
- I will update the CEE register of conflicts annually.

### **Meetings**

- I will attend all appropriate meetings and other appointments at CEE or give apologies as agreed with the CEO and Chair.
- I will prepare fully for all meetings and work for the organisation. This will include reading papers prior to meetings, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.
- I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- I will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so.

### **Governance**

- I will actively contribute towards improving the governance of the board, participating in induction and training and sharing ideas for improvement with the board.

- I recognise my responsibility to report suspected breaches of the Code (by myself, other board members or staff) in line with CEE's Whistleblowing policy.

### **Relations with Others**

- I recognise that the roles of board members, volunteers and staff of Community Energy England are different, and I will seek to understand and respect the difference between these roles. Where I also volunteer with the organisation I will maintain the separation of my role as a board member and as a volunteer.
- I will uphold and adhere to Community Energy England's Equal Opportunities Policy. Community Energy England promotes inclusiveness and its staff and board reflect diversity in order to enrich its effectiveness. I will take meaningful steps to promote inclusiveness all aspects of my work as a board member.
- I will seek to support and encourage all those I come into contact with at Community Energy England. In particular I recognise my responsibility to support the Chair and the Chief Executive.
- I will communicate in a positive and professional manner, and will focus on solutions rather than problems.
- I will not make public comments about the organisation unless authorised to do so by the CEO. Any public comments I make about CEE will be considered and in line with organisational policy, whether I make them as an individual or as a board member, including comments on my personal social media accounts.

### **Confidentiality**

- I will respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open. I understand that the duty of confidentiality continues after I have left the board.

### **Sanctions**

- I understand that I will be held to account if I do not abide by this Code. I know that sanctions will be applied proportionately as follows:
  - A friendly word from the chair
  - A formal word from the chair
  - A discussion at a board meeting, and decision on action, which could include formal censure, temporary suspension from board duties, or recommendation for removal from the board.

### **Sign up**

- In signing this, I confirm that I am familiar with, and that my actions will comply with, the provisions of this Code.

Signed:

<sup>1</sup> The seven Nolan principles are outlined below:

Selflessness – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other 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 seek to 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 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.

Although drafted for public office, the principles remain appropriate for CEE relationships with members.