

# Code of Conduct for Thorncliffe and Your Shout

Revised April 2020

Our Code of Conduct is strictly observed by all colleagues and has been operating since 2005, continually being revised to ensure it surpasses industry standards:

- Our triple-lock means colleagues have to adhere to the law, their council code (if they are also councillors) and the company code.
- Some of our work affects UK Government. We are registered with the Government (the Office of the Regulator of Consultant Lobbyists - ORCL) to undertake Consultant Lobbying. We have our own register to monitor our communications with national politicians and the UK Government.
- We seek to expand good practice by unilaterally preventing retiring councillors working immediately in their own local area.
- We must be honest towards everyone we interact with – this includes members of the public and stakeholders, not just clients and politicians.
- Conduct within the code is overseen by an Independent Adjudicator, who is a member of the Bar Council or Law Society.

The purpose of this code is to provide a common understanding of expected standards, and to serve as a model in honesty and good practice.

All colleagues must be aware that this code forms part of their terms and conditions of employment and colleagues are required to adhere to this code in its entirety. Failure to adhere to this code will result in disciplinary action under the company's Disciplinary Policy and could result in dismissal.

This code covers all colleagues of the company whether they be employed in a full-time, part-time, fieldwork, freelance, intern, work-experience or casual capacity.

"Anyone" refers to all clients, institutions of government, elected representatives, political parties, public bodies, stakeholders, the local community, activists and groups, the general public, and indeed anyone who colleagues come across in their general business.

Institutions of government include central government, local authorities, regional assemblies, government or local government agencies or associations or any other public body.

All colleagues must sign this Code of Conduct on an annual basis, and make a declaration about their outside interests at that time. Colleagues must inform the company immediately of any changes. The company will make every effort to accommodate outside interests that colleagues declare on this form. However, the company reserves the right to ask colleagues to resign from a position if there is an unacceptable potential conflict of interest.

If colleagues have undertaken no Consultant Lobbying, as defined by the Office of the Registrar of Consultant Lobbyists, then they must make a declaration, on a weekly basis, the “declaration of no consultant lobbying” company register. If colleagues have undertaken Consultant Lobbying, then they must declare this, within the same timeframe to a Director or C-suite member of the company. Failure to make either declaration, by the end of the following week, will be gross misconduct.

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1. In making representations to anyone, colleagues must be open in disclosing the identity of the client on whose behalf they are making a representation. This applies to all communications, whether electronic, written or oral and applies to all clients of the company.
2. Colleagues who are local authority councillors, or who are members of regional assemblies or any other public bodies, should adhere to the letter and spirit of their authority's Code of Conduct, including all protocols adopted by the authority as well as any national code.
  - a. When sitting as a member of a committee which is hearing or deciding upon a scheme which has a material effect on a client of the company, whether or not the company has worked on that project, colleagues should always declare a disclosable pecuniary interest and refrain from taking part in any debate or vote.
  - b. Such colleagues are prohibited from making representations to anyone on behalf of any client of the company to influence a decision of the local authority, assembly, agency or other public body on which they serve.
  - c. Such colleagues should adhere to a ‘cooling off’ period of six months, from the time they leave office as a councillor to the time they may work in a local authority on which they served.
  - d. Such colleagues should insist that any advice obtained from their authority’s Monitoring Officer concerning a client of the company be given in writing.
  - e. Thorncliffe understands that such colleagues may need to be involved in planning decision making. However colleagues must recognise that there is a risk to the company if colleagues are perceived as using this role to gain an advantage for Thorncliffe or any clients. We actively discourage colleagues from being a member or sitting on a planning committee as a substitute.

Consequently, colleagues must seek written permission from the company before sitting on a committee or other body that takes planning decisions.

- f. Such colleagues may be put in a position as a ward councillor to publicly comment on (for or against) planning or related issues, particularly in their ward or local authority area. If a potential conflict of interest arises or could arise, then this must be discussed with your line manager at the earliest opportunity.
3. Before making any representations to anyone relating to any project for a client, colleagues should make themselves aware of the codes of conduct or protocols to which that person is subject.
  4. Thorncliffe is registered with the Office of the Regulator of Consultant Lobbyists (ORCL).

Consultant Lobbying means making communications personally to a Minister of the Crown, Permanent Secretary (or equivalents), regarding the functions, policy or legislation of the UK Government on behalf of a paying client

ORCL has confirmed that this does not include communications to anyone (including Ministers) about policy under the remit of Local Government, such as planning applications. However, ORCL has confirmed that communicating with any Minister or similar about that application, *from the point* that the application is called in to the level of Her Majesty's Government is Consultant Lobbying. Communicating is any direct communication with the Minister, verbal, written or electronic.

Thorncliffe will register the names of any clients with ORCL, on a quarterly basis, where the company is conducting Consultant Lobbying.

Thorncliffe has its own Compliance Register, including a "declaration of no Consultant Lobbying" company register. All colleagues must declare, on a weekly basis, whether they have undertaken Consultant Lobbying. This register/s will be kept for five years by the company. Non-compliance with this process will be considered gross misconduct.

5. In making representations to anyone, colleagues must not misrepresent the interests of our clients.
6. Colleagues must not be members of the UK Government (as MPs, Peers, Regional Assembly Members). The company will not have any financial links with such members. Colleagues are permitted (and encouraged) to be local councillors.
7. The company will make every effort to accommodate outside interests. However, we may ask you to consider any outside position if we believe there is a potential unacceptable conflict of interest. All colleagues must sign the Declaration Form on at least an annual basis. Colleagues must inform the company immediately of any changes that would result in a new declaration.

8. All current clients of the company will be entitled, at any time, to have in confidence a list of clients and colleagues employed by the company during the previous year.
9. Any Monitoring Officer (or equivalent position) of any UK Institution of Government will be entitled to request in confidence a list of clients and colleagues currently employed by the company.
10. Bribery and corruption, no matter how minor is illegal in the UK under the Bribery Act 2010 and those who break the law are liable to be prosecuted. Colleagues must not make any award or payment in money or kind, directly or through third parties, to anyone who has a decision-making power on any project the company is undertaking for any client. No colleague may commit, or knowingly assist, another person, to breach this policy – and any breach will be regarded as gross misconduct. Save for reasonable entertainment and token business mementoes, colleagues must not offer or give, or cause a client to offer or give, any financial or other incentive to any person in public life, whether elected, appointed or co-opted, that could be construed in any way as a bribe or solicitation of favour. Colleagues must not accept any financial or other incentive, from whatever source, that could be construed in any way as a bribe or solicitation of favour. Any discussions or activities around Section 106, community fund or any form of sponsorship or other payments made by clients or other third parties must take place within the context of the Bribery Act.
11. Colleagues must take steps to ensure that any suppliers do not encourage modern slavery and human trafficking. Colleagues should act transparently and disclose information about any modern slavery risks they have identified and what actions they have taken in response to them.
12. Colleagues must ensure that they do not benefit unreasonably by actions of any third party that, if undertaken by the colleague would be considered a breach of the Code of Conduct.
13. Colleagues must always adhere to the principles of this Code of Conduct and should never engage in any practice or conduct detrimental to the reputation of a client or the company.
14. Colleagues must always act with fairness and honesty towards anyone with whom they deal.
15. When seeking third party endorsements for client projects – including, but not limited to, letters of support, emails of support and signatures on petitions – colleagues must be certain that the signatory has full understanding of what he or she may be signing. If the Colleague has any doubt, then the signature should be declined. The signatory must be asked to sign the final letter or similar. Entering postal address details is only appropriate if the signatory agrees.

16. All people giving third party endorsements must be made aware that anything they sign may be passed to the relevant local planning authority, that a digital record will be kept by the company and that their details may be used by the company within the provisions of the Data Protection Act and other relevant legislation.
17. Written permission must be sought and received for the use of any testimony by third parties on all material produced in relation to client projects.
18. All colleagues must be transparent as to their identity and the identity of their employer and when contacting stakeholders must always disclose their interest in any communication. If asked, all colleagues must state the name of their employer (either Thorncliffe or Your Shout, as appropriate) and client name and be willing and able to pass on contact details of their Line Manager. Fieldworkers and those at exhibitions must always wear a badge containing their name and, if possible, a company logo.
19. Colleagues must use reasonable endeavours to satisfy themselves of the truth and accuracy of all statements made or information provided to clients or by or on behalf of clients to anyone.
20. Where a client's interactions, or intended interactions, with an institution of government may be illegal, unethical or contrary to professional practice, colleagues must advise clients that these interactions or intended interactions are not permissible. Colleagues should also inform their line manager at the earliest opportunity.
21. Colleagues must not make misleading, exaggerated or extravagant claims to clients about, or otherwise misrepresent, the nature or extent of their access to institutions of government, at whatever level, or to political parties or to persons in those institutions.
22. Colleagues must comply with any statute or resolution from government, at whatever level, and with the adopted recommendation of the Committee on Standards in Public Life in relation to payments to a political party in any part of the United Kingdom.
23. Colleagues must abide by the rules and conventions for the obtaining, distribution and release of parliamentary and governmental documents.
24. If colleagues, because of any voluntary work for MPs etc, hold any pass conferring entitlement to access to the Palace of Westminster, to the premises of the Scottish Parliament or the National Assembly of Wales or the Northern Ireland Assembly or the GLA or any department or agency of government, they must **never** use that pass in any business or professional capacity. The two exceptions are:
  - a. where the relevant institution is a client of the company and requires the colleague to hold a pass to enter the premises;
  - b. where the colleague holds a pass as a spouse or civil partner of a member or as a former member of the relevant institution, in which case the pass must never be used whilst the colleague is acting in a professional capacity.

25. Colleagues must always abide by the internal rules on declaration and handling of interests laid down by any public body on which they serve.
26. Colleagues must conduct themselves in accordance with the rules of whichever department or agency of government while within its precincts, and within the rules and procedures of all institutions of government, at whatever level.
27. Colleagues must not exploit public servants or abuse the facilities or institutions of central, regional or local government within both the UK and elsewhere.
28. The company can supply a share register stop list. Colleagues wishing to buy shares of client companies for their own portfolio (as opposed to a managed fund) must seek written prior approval from the company that these shares are not on the stop list. No trades in any shares on this stop list will be allowed during the closing period of that company. Colleagues will adhere to the rules for Personal Dealings in Securities.
29. Colleagues must take all reasonable care that professional duties are conducted without causing offence on the grounds of gender, race, religion, disability, sexual preference, age or any other form of discrimination or unacceptable reference. In so doing, colleagues must adhere to the equal opportunities policy endorsed by the company.
30. Colleagues must take all reasonable care in safeguarding the environment, minimising waste, maximising the reuse of materials and ensuring that activities are carried out in a sustainable way. In so doing, colleagues must adhere to the environmental policy endorsed by the company.
31. Colleagues must take all reasonable care in protecting themselves and colleagues from physical injury or harm, never placing themselves in a position of critical danger. In so doing, colleagues must adhere to the health and safety policy endorsed by the company.

## **Audit and Review**

32. The champion for this Code of Conduct within the company is currently Matt Harmer (the Chief Commercial Officer) who has agreed to look at ways of continuous improvement. This code will be reviewed annually and will be subject to a formal review by the company in 2023.
33. In addition, the Code will be subject to both a consultation with all colleagues, a DQS training event on an annual basis, and included in the Induction Day of all colleagues.
34. The company will undertake an annual compliance procedure in respect of the Code.
35. This code will be placed online on the company's corporate website.

**The form must be completed by all colleagues on an annual basis and whenever circumstances change.**

## Complaints process and procedure

### Terms:

*The Complainant:* the person who makes the complaint, who could be a member of the company (an internal source) or not a member of the company (an external source).

*The Assessor:* the person who first receives the complaint, who can be a member of the company or the Independent Adjudicator.

*The Respondent:* the person or persons about whom the complaint is made, who will normally be an individual within the company or the company itself.

*The Independent Adjudicator:* the person or company that has been employed to act as the Independent Adjudicator.

### Initial process

Complaints about potential breaches of the Code of Conduct should be made, in the first instance, to the Managing Director of Thorncliffe Communications Ltd, by email to [richard.patient@thorncliffe.com](mailto:richard.patient@thorncliffe.com). If the complaint is about the Managing Director, the complaint should be made to either another Director or C-suite member of the company.

Alternatively, complaints can be made directly to the Independent Adjudicator. To make such a complaint direct, please email Richard Patient or another Director or C-suite member of the company for their details.

Complaints may come from both internal and external sources, and both will be treated in the same manner.

Any complaint must be made in writing and cite the rule breach to which it refers. The complainant must also provide evidence, at this stage, that the rule has been breached.

The assessor will review the complaint from the complainant, and assess with the complainant whether the complaint can be resolved without a formal process, or whether a formal process is required. It is a decision for the complainant as to whether a formal process is held.

A formal complaints process will not be held if the assessor (or, if a formal adjudication is required by the complainant, the Independent Adjudicator) deems that civil or criminal legal action has been initiated, until the outcome of that legal action is known.

Similarly, a formal complaints process will not be held if the assessor (or, if a formal adjudication is required by the complainant, the Independent Adjudicator) deems that the complaint is about the reporting of Consultant Lobbying and should more properly be in the hands of the Registrar for Consultant Lobbying to investigate.

A formal complaints process will not be held if, in the opinion of the assessor (or, if a formal adjudication is required by the complainant, the Independent Adjudicator), the complaint has already been the subject of the same or a similar complaint.

The complainant must agree to meet the costs of the Independent Adjudicator, and the costs of selecting the Independent Adjudicator, if the Independent Adjudicator finds against the complainant. If the complainant requires formal adjudication from the Independent Adjudicator about the Initial Process, the complainant must agree to meet the costs of the Independent Adjudicator, and the costs of selecting the Independent Adjudicator, if the Independent Adjudicator deems that a formal complaints process will not be held.

The complainant must agree to bear their own costs of bringing the complaint, and abide by any order as to costs made by the Independent Adjudicator.

The complainant must agree to respect the confidential nature of the procedure.

The complainant must agree that the decision of the Independent Adjudicator is final, and that there is no right of appeal, or any other rights of remedies against the company.

### **Selection of Independent Adjudicator**

The company may not retain the services of an independent adjudicator, and may have to appoint that person or company as part of the approved process.

The Independent Adjudicator will be a qualified solicitor or barrister, and be a current member of either the Law Society or Bar Council.

The company will ask our current appointed solicitors to put a selection process in place for an Independent Adjudicator. Our current appointed solicitors will act in an appropriate manner according to their code, and their decision on the appointment will be final. The Independent Adjudicator shall not be a current or former partner, director, or employee (or relative thereof) of Thorncliffe or its appointed solicitors.

### **The complaints process**

The complaint will be given to the Independent Adjudicator and to the Respondent. The Respondent will have five working days to respond to the Independent Adjudicator, and this response will also be given to the complainant.

The Independent Adjudicator will assess the complaint and the response. The Independent Adjudicator may ask clarification questions of either party, as well as clarification questions from the company.

The complaints process will normally be conducted by written representations. Should the Independent Adjudicator require a Hearing in person, they will ask the company, in consultation with the Complainant, to fix a time and place for this Hearing. The Independent Adjudicator will provide a process for that Hearing.

The Independent Adjudicator will determine if:

- a) There is no case to be heard, and the complaint dismissed.

b) The complaint is accepted

### **Complaint accepted**

If the complaint is accepted, the following process will occur:

If the Respondent is a member of staff at Thornccliffe, that staff member will go into the Disciplinary Process of the company. The Independent Adjudicator may require remedial action from the Respondent, and may require the determination of the Independent Adjudicator and the outcome of the Disciplinary Process to be published on our website for 30 days, or for longer if the Independent Adjudicator deems the complaint sufficiently serious to merit this.

If the Respondent is the company Thornccliffe itself, it will be for the Independent Adjudicator to require remedial action to minimise the risk of future breaches of the Code. The Independent Adjudicator may require remedial action from the Respondent, and may require the determination of the Independent Adjudicator and the outcome of the Disciplinary Process to be published on our website for 30 days, or for longer if the Independent Adjudicator deems the complaint sufficiently serious to merit this.

Any outcome and disciplinary process or remedial action will be deemed confidential by both parties if or until it has been published on the website, which shall happen if it is required within 5 days of the remedial action / disciplinary process having concluded.

### **Complaint dismissed**

Unless both parties agree otherwise, any outcome must remain confidential by both parties for 5 days after the remedial action / disciplinary process having concluded.

# Code of Conduct Declaration

NAME

## Elected representatives

Are you a district, county or parish councillor? Are you a representative, elected or otherwise, on any Public Body, or have you been in the past six months?

NO | YES (If yes, please give details)

Do you hold responsibility, perhaps as a portfolio or shadow portfolio holder or similar, on any of these bodies? Please give details:

On which committees or similar do you sit?

Please provide written evidence that you have declared your employment to these public bodies.

Are you proposing to be a candidate or are you presently a candidate for a district, borough, county or parish council, regional assembly, elected mayoralty or parliamentary seat? Are you proposing to be a representative, elected or otherwise, on any Public Body?

**Elected representatives – Spouse/partner**

**Do you have a spouse/partner who is a district, county or parish councillor? Are they a representative, elected or otherwise, on any Public Body?**

NO | YES (If yes, please give details)

Do they hold responsibility, perhaps as a portfolio or shadow portfolio holder or similar, on any of these bodies? Please give details:

On which committees or similar do they sit?

Please provide written evidence that they have declared your employment to these public bodies.

**Are they proposing to be a candidate or are they presently a candidate for a district, borough, county or parish council, regional assembly, elected mayoralty or parliamentary seat? Are they proposing to be a representative, elected or otherwise, on any Public Body?**

**Are you a member of any organisation, such as a residents association or similar, that might become a conflict of interest should you be asked to work in the area to which this organisation represents?**

NO | YES (If yes, please give details)

**Are there any other potential conflicts of interest that you may be aware of that might prevent you from doing your job properly?**

NO | YES (If yes, please give details)

I understand and I agree to abide by the Code of Conduct

Signed

Date