



# Shareholder Code of Conduct

## ***1. Purpose and Scope***

This Code of Conduct sets out the standards of behaviour expected of all shareholders of Notting Hill Genesis (NHG). It reflects our shared commitment to uphold NHG's mission, values, and legal obligations, and to act in the best interests of residents, staff, partners, and the wider community. This Code should be read in conjunction with the Shareholder Policy and in the context of the purpose of shareholding membership as set out in that Policy.

This Code applies whenever shareholders are:

- Exercising voting or other rights under the NHG's Rules;
- Engaging with residents, staff, or board members; or
- Representing NHG in any capacity.

If and when they are representing themselves as shareholders in this engagement. Shareholders are pleased asked to recognise their overriding duty to NHG and to act in the best interests of NHG and its residents and that how shareholders represent themselves will have an impact upon NHG.

All shareholders must:

- Demonstrate integrity, accountability, and professionalism;
- Support effective governance; ;
- Promote equality, diversity, and inclusion

## ***2. Acting in the Best Interests of NHG and Its Residents***

Shareholders must act in the best interests of NHG as a whole and must have proper regard for the interests, wellbeing, and safety of residents and other beneficiaries.

Decisions should promote NHG's social purpose, financial sustainability, and service quality.

Shareholders must not use their position for personal gain.

## ***3. Integrity AND Honesty***

Shareholders must always act honestly and in good faith.

They must not use information or influence improperly for personal benefit or to advantage others.



#### **4. Professional Conduct and Respect**

Shareholders must treat everyone with courtesy, dignity, and respect.

NHG will not tolerate any form of discrimination, bullying, harassment, or victimisation.

Constructive, evidence-based discussion is expected in all meetings.

Shareholders must uphold the good name and reputation of NHG in public and private settings.

#### **5. Equality, Diversity and Inclusion (EDI)**

Shareholders must actively support the NHG's EDI Policy and ensure decisions reflect fairness and inclusivity.

Behaviour or decisions that exclude or disadvantage any person or group will not be tolerated.

#### **6. Accountability and Transparency**

Shareholders must act openly and transparently, recognising their role in the NHG's governance system.

They must support the Board's leadership role and not seek to direct or influence operational decisions. This does not prevent shareholders from engaging in reasonable debate, raising issues and concerns provided it is in accordance with section 8 (where applicable) and the spirit of the Code.

Shareholders must not interfere with internal processes or seek to circumvent established governance procedures.

#### **7. Confidentiality and Use of Information**

Shareholders must maintain the confidentiality of all information obtained through their role unless disclosure is authorised or legally required. This includes not sharing sensitive information obtained through their role as a shareholder on email, telephone, written communications, social media and in the press.

They must comply with data protection laws, including the UK General Data Protection Regulation (UK GDPR).

Information must not be used for political, personal, or financial advantage.

#### **8. Meetings, Decision-Making, and Conduct**

Shareholders must comply with all meeting procedures set out in NHG's Rules and Standing Orders.

Shareholders should confirm their attendance promptly or send apologies if they are not able to attend a meeting or event. They should attend meetings punctually and contribute constructively. At meetings shareholders shall behave professionally and courteously towards their fellow members, Board members and employees of NHG.

Shareholders shall follow the following meeting etiquette:

- Do not interrupt when another person is speaking
- Co-operate with the chair or lead in keeping to the agenda and time allocated for the meeting/agenda items
- Accept that the chair's rule is final
- Do not distract the meeting by holding individual conversation with others.
- Accept other members' rights to speak and respect different points of view.

Repeated failure to comply with meeting etiquette may result in the shareholder being asked to leave the meeting.

Votes must be cast in the best interests of NHG and its residents, based on evidence and judgement.

Shareholders must declare any relevant interests before voting and abstain where appropriate.

### ***9. Reporting Concerns and Whistleblowing***

Shareholders have a responsibility to report any suspected breach of this Code, misconduct, fraud, or malpractice.

Concerns should be reported using the NHG's Whistleblowing or Complaints Procedure.

NHG will protect individuals who raise genuine concerns in good faith from any form of retaliation.

Shareholders must cooperate fully with any investigation.

### ***10. Compliance and Sanctions***

Failure to comply with this Code may result in action under NHG's Rules or governance policies, including suspension or removal of membership.

### ***11. Commitment and Review***

All shareholders must:

- Confirm annually that they have read and understood this Code and agree to comply with it; and
- Support regular review of the Code as and when required by NHG

### ***12. Approval and Adoption***

Approved by the Board of NHG

Date of approval: 16 December 2025

Effective from: 16 December 2025

Next review due: 16 December 2026



### ***Signature of Shareholder Declaration***

I confirm that I have read and understood the Code of Conduct for Shareholders and agree to comply with its principles and obligations.

I understand that failure to do so may result in action under NHG's governance procedures.

Name

Signature

Date

### ***Annex A – Annual Compliance Confirmation***

To be completed annually.

I confirm that I have read and understood the current Code of Conduct for Shareholders.

I agree to act in accordance with NHG's mission, values, and governance standards.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_