

# Working for the BHSF Group

---

*Understanding the Board Behaviours*  
*September 2019*



# Welcome to the BHSF Group of Companies

We pride ourselves on the provision of exceptional customer service and the quality and value of the products we provide.

To ensure we maintain our high standards we not only recruit the best available candidates, but we invest in them too. Whilst you bring with you a set of skills and capabilities we hope will add real value to our activities, we plan to develop you as an individual too.

You will no doubt have high expectations of BHSF – you want a challenging role in which you can add value, make a difference with your contribution and you want role satisfaction. We have high expectations of you too.

This document will help you understand more of what is expected of you in your role as a director. The BHSF Board behaviours have been developed in line with the BHSF Core behaviours, which are given to every person within the organisation regardless of their position, and of which you will be provided a copy. These behaviours are linked into:

- **Our culture** – the personality of BHSF defines the environment in which all of our employees and colleagues work. Ask about our culture and you'll likely get an answer closely reflecting our values. We are open, honest and fair in the way we treat everyone, we have genuine care and respect for both internal and external customers and we all want to make a difference. This is what makes BHSF a great place to be a part of.
- **Our purpose** – To have a positive impact on the health and wellbeing of the people we reach.
- **Our mission as a not-for-profit business** – To provide health and wellbeing products and services to help our customers care for their employees; to support colleagues' career aspirations; and to support local communities through our work with good causes.

## • Our values:

- > **Open, honest and fair** – we are honest and fair in all we do.
- > **Genuine care and respect** – we want to do the right thing for our customers, colleagues and communities.
- > **Proactive** – we own the problem and get involved to improve the outcome.
- > **Innovative** – we create products which meet future customer needs and ensure our processes are effective and efficient.
- > **Knowledgeable** – we have expertise in workplace health solutions and services
- > **Our ethics** – BHSF demands and maintains the highest ethical standards in carrying out its business activities. The reputation of the Group and the trust and confidence of those with whom it deals are vital. By demonstrating the expected board behaviours, every director promotes high standards of ethical practice within a set framework for professional behaviour.

Many congratulations on your appointment as a director within the BHSF Group. I wish you every success as you start your journey with us and welcome you to the BHSF family.

With best wishes,

**Andrew Milner**  
Chairman

# Index

---

## Why are behaviours so important?

- Key driver of company culture.
- Understand more clearly what is required of us.
- Ensure as an organisation that we have the right people, doing the right jobs, in the right way.

## Our expectations

- Support the BHSF Group purpose, mission and values.

## Board behaviours

- Vision and strategy.
- Decision making and team working.
- Self-management and personal development.
- Other expectations.



# Why are behaviours so important?

---

Our behaviours, or the way we do things, are one of the key drivers of company culture.

Other key drivers are:

- **'setting the tone'** from the top;
- **'translating'** this into easily understood business practices.
- **'supporting'** the right behaviours through performance management, employee development, and reinforcing through appraisal and reward programmes.

**'Setting the tone'** is all about creating a culture where everyone has ownership and responsibility for doing the right thing, because it is the right thing to do. It is about setting values then 'translating' them into behaviours.

Collectively, this is achieved through the Group Chief Executive, the Executive Committee and the Senior Management Team, who need not only to set out the key company values, but also personally demonstrate they mean them through their actions and behaviours.

The following pages detail the expectations of all directors of the BHSF Group. The BHSF Board Behaviours help to:

- Understand more clearly what is required of us.
- Become more aware of our strengths and development needs.
- Highlight how we should interface with internal and external customers.
- Support the BHSF Group purpose, mission and values.
- Ensure as an organisation that we have the right people, doing the right jobs, in the right way.

# Our expectations - Board Behaviours

---

These are the key behaviours, which we expect every board member to display, and doing so will aid delivery of the BHSF Group purpose: To have a positive impact on the health and wellbeing of the people we reach.

These behaviours are vital if we are to deliver the **BHSF Group mission: To provide health and wellbeing products and services to help our customers care for their employees; to support colleagues' career aspirations; and to support local communities through our work with good causes.** They are important in establishing how we work together and how we treat all our customers, be they internal or external.

The way that we interact with our customers defines us as a business. It is therefore essential that our behaviours support the **BHSF Group values:**

- **Open, honest and fair** – we are honest and fair in all we do.
- **Genuine care and respect** – we want to do the right thing for our customers, colleagues

and communities.

- **Proactive** – we own the problem and get involved to improve the outcome.
- **Innovative** – we create products which meet future customer needs and ensure our processes are effective and efficient.
- **Knowledgeable** – we have expertise in workplace health solutions and services.

Through each of the behaviour sets we have described what a board member needs to be able to do to carry out their role effectively.

By establishing these indicators, all directors will have a common understanding of what is expected. This helps us to improve the way we do business and will also ensure greater fairness and consistency for assessing individual contribution through the appraisal process.

# Board Behaviours

*Subject: Vision and strategy*

*Level: All directors*

*Purpose: Understands the organisation's values, strategy and objectives; and provides challenge to help drive the business forward.*

<p><b>Indicators/ expected behaviours</b></p>	<ul style="list-style-type: none"> <li>• Understands organisational values and how they need to be practically reflected in our work</li> <li>• Able to quickly absorb key information and apply new knowledge</li> <li>• Actively supports the company strategy and strives to achieve its objectives</li> <li>• Always works towards win-win solutions</li> <li>• Recognises when it is appropriate to persist with a course of action even when faced with obstacles and setbacks</li> <li>• Sees the long-term implications and takes a broad view</li> <li>• Understands the Group's objectives and the role of the Board in achieving them</li> <li>• Offers creative ideas or perspectives</li> <li>• Understands long-term strategic direction, supported by clear policies, procedures and objectives</li> <li>• Suggests short-term improvements, growth areas and new opportunities for business by understanding current business needs/industry trends</li> <li>• Understands market and competitive pressures and proactively takes action as required</li> <li>• Challenges business strategy to ensure the business always performs at its maximum</li> <li>• Challenges reports and recommendations which do not seem to further strategic objectives and to ensure that decisions are well-founded</li> <li>• Has the confidence to express suggestions to help move the business forward without being constrained by current practice or policy</li> <li>• Contributes to activities that involve planning, controlling and monitoring</li> </ul>
<p><b>Ineffective behaviours</b></p>	<ul style="list-style-type: none"> <li>• Openly criticises company direction and leadership</li> <li>• Creates strategy in isolation from the business plan</li> <li>• Confuses tactics with strategy</li> <li>• Creates a plan without clear and agreed outcomes, makes assumptions</li> <li>• Fails to identify and mitigate potential risks</li> <li>• Promotes own agenda at the expense of others and the business</li> <li>• Is insular in outlook</li> </ul>

*Subject: Decision making and team-working*

*Level: All directors*

*Purpose: Encourage decisive debate, acting as a critical friend to executive directors and working together as a strong unit.*

<b>Indicators/ expected behaviours</b>	<ul style="list-style-type: none"><li>• Supports decisions made by the Board even if you personally disagree with it</li><li>• Influences others through persuasive discussions</li><li>• Sticks to the point, does not waste discussion time and knows when not to speak to avoid irrelevancies</li><li>• Allows others to contribute - does not dominate the discussion and contributes at the appropriate time</li><li>• Confronts and challenges without appearing aggressive and can express opinions that contradict those of others</li><li>• Provides a reasoned and well thought through contribution</li><li>• Can take part in long, detailed or complex debate</li><li>• Displays passion and a 'can-do' attitude</li><li>• Supports the Group's aims and goals</li><li>• Respects the roles of others - inside and outside of the board</li><li>• Is open and honest with colleagues but delivers their view with respect</li><li>• Challenges freely and constructively</li><li>• Compromises when appropriate</li><li>• Does not let personal relationships/feeling interfere with fulfilling the board's purpose</li><li>• Respects the authority of the Chairman</li><li>• Recognises the efforts of the Executive Team as well as being a critical friend (NED only)</li></ul>
<b>Ineffective behaviours</b>	<ul style="list-style-type: none"><li>• Fails to support decisions made by the board, putting own views ahead of others</li><li>• Unnecessarily procrastinates</li><li>• Displays hostility and/or aggression in discussions</li><li>• Works to own agenda; unwilling to co-operate with others</li><li>• Makes commitments on behalf of others without consultation/agreement</li><li>• Own behaviour/negativity adversely affects others</li><li>• Only sees things from their own point of view and/or is unnecessarily secretive</li><li>• Forges ahead at the expense of working relationships/compliance/quality</li></ul>



**Subject:** *Self-management and personal development*

**Level:** *All directors*

**Purpose:** *Obtain the best outcome from own time investment being fully prepared for discussions. Self-evaluating and improving own skills and capabilities to add further value.*

<p><b>Indicators/ expected behaviours</b></p>	<ul style="list-style-type: none"> <li>• Attends all board/board committee meetings as required by membership unless unable to attend through illness or similar reason and ensures an early apology is provided if absence is known</li> <li>• Arrives promptly for meetings and rings if delayed citing reason</li> <li>• Studies papers in advance so that it is possible to ask for clarification of any items you are unsure of before the meeting and thereby avoiding irrelevancies</li> <li>• Reads papers thoroughly in order to ask pertinent questions or identify that no further discussion is required</li> <li>• Ensures questions and concerns are raised appropriately, including clarifying points prior to the meeting and raising substantive issues in the meeting</li> <li>• Monitors and self-regulates own contributions to ensure: reasonable share of the agenda time             <ul style="list-style-type: none"> <li>- focus on relevant points</li> <li>- balance between expressing opinion and seeking clarification</li> <li>- appropriate constructive challenge of others views</li> <li>- support and respect for others views</li> </ul> </li> <li>• Is in touch and up-to-date with relevant issues</li> <li>• Undertakes any learning required for the role including being open to learning and completing learning actions and projects</li> <li>• Prepared for the annual appraisal with the Chairman/SID (NED only)</li> <li>• Identifies and agrees development needs through the appraisal process with the Chairman (NED only)</li> <li>• Actively participates in development by attending training, conferences and away day events</li> <li>• Attends calendared Board development events unless unable to attend through illness or similar reason</li> <li>• Actively participates in discussions about Board development needs</li> <li>• Regularly review personal contributions and ongoing membership/attendance on the Boards and Committees</li> </ul>
<p><b>Ineffective behaviours</b></p>	<ul style="list-style-type: none"> <li>• Poor attendance and/or timekeeping</li> <li>• Asks inappropriate questions which clearly displays the papers have not been adequately read</li> <li>• Raises questions/concerns in meetings that should have been asked in private, thereby facilitating point-scoring</li> <li>• Hogs the agenda and fails to focus on relevant points</li> <li>• Inappropriate challenging of others around the table</li> <li>• Fails to keep abreast of relevant issues; displays gaps in knowledge that should be there</li> <li>• Does not self-develop and/or partake in calendared board events</li> </ul>

*Subject: Other expectations*

*Level: All directors*

*Purpose: Display the positive behaviours and attributes expected of a strong director.*

<b>Indicators/ expected behaviours</b>	<p><b>Representation</b></p> <ul style="list-style-type: none"><li>• Attends events, such as the Board away days, in addition to board meetings</li><li>• Acts responsibly and appropriately at all times</li><li>• Makes contact with people, both inside and outside the organisation, through appropriate channels</li><li>• Demonstrates loyalty to the organisation and is positive about the organisation and its people</li><li>• Creates and maintains a good image of the organisation in all dealings.</li><li>• Does not express own views which are contrary to organisation values and policies</li><li>• Does not speak to the media unless agreed in advance with either the Chairman or Group Chief Executive</li></ul> <p><b>Analysing and scrutinising</b></p> <ul style="list-style-type: none"><li>• Analyses data to determine key issues</li><li>• Explores the implications of a proposal or action</li><li>• Takes an original perspective, and offers appropriate and relevant comparisons or parallels</li><li>• Keeps to an appropriate level of detail</li></ul> <p><b>Managing diversity</b></p> <ul style="list-style-type: none"><li>• Promotes and appreciates the principles of diversity</li><li>• Considers and seeks to address diversity issues when making decisions</li><li>• Displays consistency in treatment of others</li><li>• Recognises when the organisation develops processes that fail to address diversity needs</li><li>• Privately points out ineffective behaviour to fellow board members and requests change if required</li></ul> <p><b>Declarations and conflicts of interest</b></p> <ul style="list-style-type: none"><li>• Understands the legal and regulatory requirements in relation to declaring interests</li><li>• Makes a full declaration relating to any interests to the Company Secretary</li><li>• Avoids getting into conflict situations</li><li>• Declares all new and any potential conflicts at the start of each meeting</li></ul> <p><b>Confidentiality</b></p> <ul style="list-style-type: none"><li>• Does not discuss commercially sensitive and/or confidential issues outside the Board, except with senior officers concerned and other Board members</li><li>• Ensures the safe disposal of old Board papers (if applicable)</li></ul>
--	--

<p><b>Indicators/ expected behaviours</b></p>	<p><b>Grievances and whistle blowing</b></p> <ul style="list-style-type: none"> <li>• Raises any issues of concern with the Chairman, SID or Company Secretary</li> <li>• Requires major concerns to be formally minuted</li> <li>• Ensures written records of issues are kept</li> </ul> <p><b>Gifts and hospitality</b></p> <ul style="list-style-type: none"> <li>• Does not accept gifts and hospitality as a Board member other than through organisation-sponsored events where disclosure should be made and recorded in the register</li> <li>• Reports any inappropriate offer of gifts or hospitality to the Company Secretary</li> </ul> <p><b>Fraud, theft and bribery</b></p> <ul style="list-style-type: none"> <li>• Does not tolerate or condone any acts of fraud, theft or bribery</li> <li>• Reports any inappropriate actions by staff, board members, suppliers etc. to the Chairman and/or Company Secretary</li> </ul>
<p><b>Ineffective behaviours</b></p>	<ul style="list-style-type: none"> <li>• Fails to demonstrate the values expected/speaks poorly of the organisation to others</li> <li>• Digs too deep into operational management elements of the organisation (NED only)</li> <li>• Disregards diversity considerations during discussions and/or decisions</li> <li>• Fails to declare conflicts of interest which may cause serious repercussions for the Board</li> <li>• Speaks openly with friends/own business colleagues about the business and discussions of the Board</li> <li>• Raises issues of concern with fellow directors rather than through correct channels</li> <li>• Accepts gifts/hospitality on behalf of the organisation without declaring it</li> <li>• Fails to report any inappropriate actions by anyone connected to or working for the organisation</li> </ul>



BHSF Employee Benefits Ltd,  
2 Darnley Road, Birmingham, B16 8TE

[www.bhsf.co.uk](http://www.bhsf.co.uk)

0121 629 1084

Authorised and regulated by the  
Financial Conduct Authority