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**WOKING BOROUGH COUNCIL
MEMBERS' CODE OF CONDUCT****PROTOCOL FOR MEMBERS' ACCESS TO CONFIDENTIAL
INFORMATION OF COUNCIL-OWNED COMPANIES**1. Introduction

- 1.1 The Council has adopted a Members' Code of Conduct that sets out the standards of behaviour expected of Members.
- 1.2 The Council has also adopted "Arrangements for Dealing with Standards Allegations under the Localism Act 2011" ("Arrangements").
- 1.3 This Protocol applies to Members' access to the confidential information of Council-owned companies. Such information includes, but is not limited to, confidential Board papers and confidential information imparted at Board meetings.

2. Confidential Information of Council-Owned Companies

- 2.1 The Members' Code of Conduct imposes obligations on Members in respect of confidential information. In particular, paragraph 2.3 of the Members' Code of Conduct provides:-

"Do not disclose information given to you in confidence by anyone, or information acquired by you which you believe, or ought reasonably be aware, is of a confidential nature, except where:

- (i) you have the consent of a person authorised to give it;*
- (ii) you are required by law to do so;*
- (iii) the disclosure is made to a third party for the purpose of obtaining professional legal advice provided that the third party agrees not to disclose the information to any other person; or*
- (iv) the disclosure is:*
 - (a) reasonable and in the public interest;*
 - (b) made in good faith and in compliance with the reasonable requirements of the Council; and*
 - (c) you have consulted the Monitoring Officer or taken independent legal advice prior to its release."*

- 2.2 The provisions of paragraph 2.3 of the Members' Code of Conduct shall apply to confidential information of Council-owned companies (note: "Council-owned company" shall be substituted for "Council" in paragraph 2.3(iv)(b)).

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3. Breach of Protocol

3.1 Paragraph 2.6 of the Members' Code of Conduct states:-

“Do comply with any Member Protocols that the Council has resolved should be the subject of this paragraph.”

3.2 The Council has resolved that this Protocol should be subject to paragraph 2.6 of the Members' Code of Conduct.

3.3 Failure to comply with this Protocol could constitute a breach of the Members' Code of Conduct.

Adopted by the Council on 30 July 2020.