



**Document Title:** Role Description for Committee Members

**Policy Manual Section:** Governance

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**This document will be made available in different languages and formats on request, including Braille and audio formats.**

## **1.0 Aims**

- 1.1 This document provides a statement of the responsibilities of the governing body (The Management Committee) collectively and of its individual members. It is intended to act as a reference for all those involved in the governance of the Association, including new and established committee members and senior members of staff.
- 1.2 The statement is consistent with the principle set out in the Regulatory Code of Governance, that 'good governance means performing effectively in clearly defined functions and roles', and with the associated regulatory requirements (section 2 of Regulatory Code)
- 1.3 The statement is also consistent with the Guidance for Scottish Charity Trustees "Acting with Care and Diligence" 2006, issued by the Office of the Scottish Charity Regulator (OSCR), which sets out the formal responsibilities of trustees in ensuring that the Association acts in line with its charitable objects.

## **2.0 Introduction**

- 2.1 The Management Committee is ultimately responsible for the work of the Association. For the Committee to be effective, it is essential that:
  - Section 3 - Meet their Housing Regulator's expectations and achieve the regulatory requirements as outlined in their Regulatory Framework document.
  - Section 4 - The role and responsibilities of the Committee are understood and observed
  - Section 5 - Being a member of the Management Committee carries important responsibilities; individuals require to understand and accept these responsibilities
  - Section 6 - Being a member of the Committee involves making a time commitment and being willing to learn.
  - Section 7 - In return for that commitment, the Association has a responsibility to support Committee members to enable them to carry out their role effectively.

### 3.0 Regulatory Expectations

3.1 The Scottish Housing Regulator (SHR) was established through the Housing (Scotland) Act to regulate Social Landlords in Scotland. The SHR published their Regulatory Framework in 2012 that set out their approach to regulation to meet their primary objective, which was to, “safeguard and promote the interests of current & future tenants, homeless people and other people who use the services of social landlords”.

3.2 Section 3 of the Regulatory Framework document outlines the Regulatory Requirements of RSLs, which includes compliance with the Standards of Governance and Financial Management, which are:

#### Standard 1

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users

#### Standard 2

The RSL is open about and accountable for what it does. It understands and takes account of the needs, priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities

#### Standards 3

The RSL manages its resources to ensure financial well-being, while maintaining rents at a level that tenants can afford

#### Standard 4

The governing body bases its decisions on good quality information and advice and identifies and mitigates risk to the organisation’s purpose

#### Standard 5

The RSL conducts its affairs with honesty and integrity

#### Standard 6

The governing body and senior officers have the skills and knowledge they need to be effective

#### Standard 7

The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit current and future tenants

3.3 The SHR outline their expectations of the Governing Body and its members, where they are required to:

- Accept collective responsibility for decisions.

- Ensure they and senior officers understand their respective roles, and working relationships are constructive, professional and effective
- Act in the best interests of the Association and its tenants and service users and do not place any personal or other interest ahead of their primary duty to the Association
- Ensure good governance and financial management arrangements in the Association
- Challenge and hold senior officers to account for their performance in achieving the RSL's purpose and objectives
- Declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position
- Manage, support, remunerate and appraise the senior officer and in doing so obtain independent professional advice as required.
- Ensure employee salaries, benefits and pension arrangements are set at a level sufficient to ensure the appropriate quality of staff to run the organisation successfully, which is affordable and not more than necessary for this purpose.
- Ensure continuity in good governance where there is an annual assessment of the skills, knowledge, diversity and objectivity it needs for its decision making.  
All Committee members are required to participate in the appraisal process;
- Review whether governing body members who have been in place for nine years are able to demonstrate objectivity and independent challenge.  
Members with nine years continuous service are required to demonstrate their continues effectiveness in the role, as well as their ability to demonstrate objectivity and independent challenge to the Management Committee, at the time they require to stand for re-election at the AGM.
- Demonstrate they are capable of undertaking the role of Committee member effectively to serve the Association, and the interests of our tenants and other service users and to protect public investment
- Undertake an induction to the Association and the Committee, where they receive necessary information and support to understand their role, powers and duties as a member of the Management Committee.
- Gain, or refresh skills and knowledge, therefore there is a commitment to training and development to be fully aware of their responsibilities associated with the role.
- Adopt and comply with an appropriate code of conduct, which sets out the standards of conduct expected of the governing body, both individually and collectively.
- All Committee members are required to agree to the Code of Conduct to be able to be members of the Management Committee. Section 5 3, of Regulatory Requirements of the new Regulatory Frameworks in Regulatory Standard 5, sub sections 5.2 their expectations in relation to the standards of behaviour and conduct of governing body members and the implementation of the Code by the governing body to attend to any shortcomings.

3.4 The Regulatory Standards of Governance and Financial Management and the associated guidance for their achievement are listed in appendix 1, with the associated roles and responsibilities for Committee members of the Governing Body highlighted in blue for ease of reference.

#### 4.0 What the Management Committee is responsible for

4.1 The function of the Management Committee as a whole is two-fold:

- ♦ to provide leadership to the Association and determine its strategy, and
- ♦ to control the Association's affairs and ensure compliance.

4.2 The operational management of the Association is delegated to the Association's staff, within a framework of controls established by the governing body. In practice this distinction involves a strong element of partnership between the governing body and staff, and demands mutual respect, trust and support.

4.3 In relation to its **strategic and leadership** function, the core responsibilities of the Management Committee are to:

- Determine the Association's central purpose, its values and its culture, and ensure that they are consistent with the Association's rules.
- Determine and keep under review the Association's strategic direction and its business objectives.
- Develop and maintain an understanding of the operating environment of the Association, and take this into account in assessing the Association's strategy.
- Disseminate and ensure compliance with the values of the Association
- Establish a framework for the development, approval and review of policies and plans to achieve the Association's business objectives.
- Ensure that the organisation is adequately resourced to meet its business objectives.
- Identify and manage the risks associated with the Association's strategy.
- Decide on and keep under review formal partnerships and alliances with other organisations.
- Build up strategic links with external bodies and foster relationships with senior staff to enable them to discharge their strategic and leadership duties.

4.4 In relation to its **control and compliance** function, the core responsibilities of the Management Committee are to:

- Establish and oversee a framework for delegation to office bearers, to sub-committees and to staff.
- Establish and regularly review systems of internal and external control, including Standing Orders, external audit, internal audit, financial control and performance reporting.

- Establish and oversee a framework for the identification and management of risk, in order to protect the Association and its assets.
- Ensure the solvency of the Association, approve the annual budget, and approve the annual accounts prior to publication
- Monitor and assess the Association’s performance against plans, budgets, controls and targets, taking into account customer feedback and the performance of comparable Associations.
- Establish and oversee a framework for the employment of staff.
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- Appoint, support, appraise and (if necessary) dismiss the Director.
- Ensure that the Association meets all its statutory obligations and acts in accordance with regulatory expectations and accepted good practice standards.
- Ensure that the Association acts in accordance with its own rules.
- Assess periodically the Management Committee’s own effectiveness
- Assess how well the Management Committee Members follow its Code of Conduct.

4.5 In both sets of responsibilities, the Management Committee is informed, advised and supported by the staff group.

4.6 The core responsibilities are central to the Management Committee’s role and cannot be delegated.

## **5.0 What the Association expects of individual members**

5.1 Each individual member is expected to contribute constructively to the work of the Management Committee. The effective collective performance of the Management Committee depends on members recognising and fulfilling their individual responsibilities.

5.2 All members share and must accept collective responsibility for the decisions properly made by the Management Committee. All members are equally responsible in law for the decisions made. Each must act only in the interests of the Association and its customers, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected, nominated or appointed by a particular stakeholder group, their overriding loyalty must be to the Association as a whole.

5.3 The Association adopted the Scottish Federation of Housing Association’s model Code of Conduct (Code), which was endorsed by the SHR, where it met with their expectations and requirements of the Regulatory Framework.

5.4 The Code is based on seven principles as providing a framework for good governance and identifying honesty, integrity and probity. The seven principles are as listed:

- Selflessness

- Openness
- Honesty
- Objectivity
- Integrity
- Accountability
- Leadership

5.5 Appendix 2 of this policy outlines Committee members' roles and responsibilities to comply with this seven principles as outlined in the Code.

5.6 All Members must comply with the Code where the key responsibilities are to:

1. Uphold the values, objectives and policies of the housing association
2. Contribute to and accept responsibility for the governing body's decisions
3. Uphold and promote the principles of equality and diversity in the governance of the housing association.
4. Treat all colleagues on the governing body with consideration, and foster mutual respect and trust
5. Prepare for meetings and attend regularly and punctually
6. Attend relevant training sessions and events
7. Attend and participate in reviews of the performance and effectiveness of the governing body.
8. Represent Cadder Housing Association positively and appropriately
9. Be aware of the restrictions on payments and benefits and follow the housing association's policy on managing these restrictions
10. Not accept any offers of gifts and hospitality which could be seen as a way of exercising an improper influence over decision making
11. Declare any personal or other interests which could potentially conflict with those of Cadder Housing Association
12. Not engage in any activity which could be detrimental to the interests of Cadder Housing Association.
13. Respect confidentiality of information where appropriate
14. Keep his or her own learning and knowledge of their local and national operating environment and the impact that this has on the association, as up to date as possible, in order to make well informed decisions.
15. Adhere to the principles and the expectations set out in the Regulatory Code of Governance and other regulatory codes that apply to the housing association.

5.4 On becoming a member of the Management Committee, each member is given a letter of appointment, containing the Code of Conduct, and are required to sign the Code to confirm their acceptance of the responsibilities. Members are required to re-confirm their acceptance on an annual basis

## 6.0 What Being a Committee Member Involves

6.1 An estimate of the annual time commitment which is expected of Management Committee Members is as follows:

<i>Attendance at up to 8 Management Committee meetings per year</i>	<i>Last Thursday of each month, Provision for additional meeting to attend to Association's business. Committee meeting last approx 2 / 3 hours</i>
<i>Reading and preparation for Committee meetings</i>	<i>2-3 hours per month</i>
<i>Attendance at Sub-Committee meetings: Staffing Sub-Committee Finance, Audit &amp; Performance Sub-Committee Community Centre Sub-Committee Development Sub-Committee</i>	<i>Sub-Committees meet quarterly, bi-annually Members must subscribe to at least one Sub-Committee Provision for additional 2 meeting to attend to relevant business. Usually of up to two hours duration and meetings arrangements are agreed by members and noted on the schedule of meetings</i>
<i>Reading and preparation for Sub-committee meetings</i>	<i>60-90 minutes</i>
<i>Attendance at annual planning days</i>	<i>One day per year</i>
<i>Serving on occasional/ad hoc working groups</i>	<i>Occasional</i>
<i>Training and conferences</i>	<i>Average 6 days per year</i>

6.2 It is stressed that the position of the Management Committee Member is voluntary and the above time commitments are illustrative only and may subsequently vary. Office bearers have additional responsibilities.



## **7.0 How the Association Supports Committee Members**

- 7.1 The Association is committed to ensuring that the Management Committee are able to exercise their roles and responsibilities. It recognises that members require support and assistance to carry out their responsibilities, and to make their role a rewarding and satisfying one.
- 7.2 In return for their commitment and time, the Association provides its Management Committee Members with
- A welcome and introduction when they first join and ongoing support thereafter
  - Clear guidance, information and advice on their responsibilities and on the work of the Association
  - Formal induction training to assist them to settle in
  - The support of a more experienced member as a mentor for a period of six months after joining.
  - Papers which are clearly written and presented, and circulated in advance of meetings
  - The opportunity to put members' experience, skills and knowledge to constructive use
  - The opportunity to develop members' own knowledge and personal skills through delivery of an individual and collective Committee training plan.
  - The opportunity to work in a stimulating and mutually supportive environment
  - The chance to network with others with shared commitment and ideals
  - The opportunity to stand for one of the office bearer positions
- 7.3 All members of the Management Committee are volunteers and receive no payment for their contribution. There are restrictions set out in regulatory guidance and our Entitlement, Payments & Benefits Policy which prevent governing body members or their relatives benefiting personally from their involvement with the housing association. However, all expenses associated with the role of governing body member are fully met in accordance with our Committee Members Expenses Policy and promptly reimbursed. No Management Committee member is expected to be out of pocket as a result of any work on behalf of the Association.
- 7.4 In carrying out periodic reviews of its governance arrangements, the Association examines the effectiveness of these support arrangements.

## **8.0 Where to find out more**

8.1 The following documents are relevant to your role as a Management Committee member, and form part of the package given to you when you become a member.

### **i) Rules**

These represent the constitution of the Association. They can only be changed with the agreement of; the shareholding membership of the Association; The Scottish Housing Regulator; The Financial Services Authority; and the Office of the Scottish Charity Regulator (OSCR)

### **ii) Standing Orders**

These are the procedures agreed by the Association for the discharge of its business through the Management Committee, our Sub-Committees and the staff, including the formal arrangements for the delegation of authority.

### **iii) Regulatory Code of Governance**

The Code sets out the Scottish Housing Regulator sets out the regulatory standards which apply to the Management Committee as a whole and to individual Management Committee Members.

### **iv) Membership Policy**

This policy includes details of how Cadder Housing Association recruits new Management Committee Members

### **v) Policy on Payments of Expenses to Committee Members**

This policy sets out how the Association interprets regulatory guidance on payments which Management Committee Members can receive, and the exceptions to those restrictions.

### **vi) Policy on Gifts & Hospitality**

This document sets out how the Management Committee and its members should respond to offers of gifts and hospitality offered by third parties.

### **vii) Policy on Entitlements, Payments & Benefits**

This policy sets out how the Association interprets the statutory restrictions on the payments and benefits which Management Committee members can receive, and the exceptions to those restrictions.

8.2 Finally, the Director, any member of the Senior Staff Team or any current Management Committee Member will be happy to provide any further information if required.

## **9.0 Review**

9.1 This role description for Committee Member will be reviewed in May 2022 and every three years thereafter.

## **Appendix 1 Regulator Standards for Governance & Financial Management**

### **Standard 1**

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

#### **Guidance**

- 1.1 The governing body sets the RSL's strategic direction. It agrees and oversees the organisation's business plan to achieve its purpose and intended outcomes for its tenants and other service users.
- 1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.
- 1.3 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to these Standards and the constitutional requirements set out below.
- 1.4 All governing body members accept collective responsibility for their decisions.
- 1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.
- 1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.
- 1.7 The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

### **Standard 2**

The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.

#### **Guidance**

- 2.1 The RSL gives tenants, service users and other stakeholders information that meets their needs about the RSL, its services, its performance and its future plans.
- 2.2 The governing body recognises it is accountable to its tenants, and has a wider public accountability to the taxpayer as a recipient of public funds, and actively manages its accountabilities.
- 2.3 The governing body is open and transparent about what it does, publishes information about its activities and, wherever possible, agrees to requests for information about the work of the governing body and the RSL.
- 2.4 The RSL seeks out the needs, priorities, views and aspirations of tenants, service users and stakeholders. The governing body takes account of this information in its strategies, plans and decisions.
- 2.5 The RSL is open, co-operative, and engages effectively with all its regulators and funders, notifying them of anything that may affect its ability to fulfil its obligations. It informs the Scottish Housing Regulator about any significant events such as a major issue, event or change as set out and required in notifiable events guidance.

### **Standard 3**

The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.

#### **Guidance**

- 3.1 The RSL has effective financial and treasury management controls and procedures, to achieve the right balance between costs and outcomes, and control costs effectively. The RSL ensures security of assets, the proper use of public and private funds, and access to sufficient liquidity at all times.
- 3.2 The governing body fully understands the implications of the treasury management strategy it adopts, ensures this is in the best interests of the RSL and that it understands the associated risks.
- 3.3 The RSL has a robust business planning and control framework and effective systems to monitor and accurately report delivery of its plans. Risks to the delivery of financial plans are identified and managed effectively. The RSL considers sufficiently the financial implications of risks to the delivery of plans.
- 3.4 The governing body ensures financial forecasts are based on appropriate and reasonable assumptions and information, including information about what tenants can afford to pay and feedback from consultation with tenants on rent increases.
- 3.5 The RSL monitors, reports on and complies with any covenants it has agreed with funders. The governing body assesses the risks of these not being complied with and takes appropriate action to mitigate and manage them.
- 3.6 The governing body ensures that employee salaries, benefits and its pension offerings are at a level that is sufficient to ensure the appropriate quality of staff to run the organisation successfully, but which is affordable and not more than is necessary for this purpose.
- 3.7 The governing body ensures the RSL provides accurate and timely statutory and regulatory financial returns to the Scottish Housing Regulator. The governing body assures itself that it has evidence the data is accurate before signing it off.

### **Standard 4**

The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose..

#### **Guidance**

- 4.1 The governing body ensures it receives good quality information and advice from staff and, where necessary, expert independent advisers, that is timely and appropriate to its strategic role and decisions. The governing body is able to evidence any of its decisions.
- 4.2 The governing body challenges and holds the senior officer to account for their performance in achieving the RSL's purpose and objectives.
- 4.3 The governing body identifies risks that might prevent it from achieving the RSL's purpose and has effective strategies and systems for risk management and mitigation, internal control and audit.
- 4.4 Where the RSL is the parent within a group structure it fulfils its responsibilities as required in our group structures guidance to:
  - a) control the activities of, and manage risks arising from, its subsidiaries;
  - b) ensure appropriate use of funds within the group;

- c) manage and mitigate risk to the core business; and
  - d) uphold strong standards of governance and protect the reputation of the group for investment and other purposes.
- 4.5 The RSL has an internal audit function. The governing body ensures the effective oversight of the internal audit programme by an audit committee or otherwise. It has arrangements in place to monitor and review the quality and effectiveness of internal audit activity, to ensure that it meets its assurance needs in relation to regulatory requirements and the Standards of Governance and Financial Management. Where the RSL does not have an audit committee, it has alternative arrangements in place to ensure that the functions normally provided by a committee are discharged.
- 4.6 The governing body has formal and transparent arrangements for maintaining an appropriate relationship with the RSL's external auditor and its internal auditor.

## **Standard 5**

The RSL conducts its affairs with honesty and integrity.

### **Guidance**

- 5.1 The RSL conducts its affairs with honesty and integrity and, through the actions of the governing body and staff, upholds the good reputation of the RSL and the sector.
- 5.2 The RSL upholds and promotes the standards of behaviour and conduct it expects of governing body members and staff through an appropriate code of conduct. It manages governing body members' performance, ensures compliance and has a robust system to deal with any breach of the code.
- 5.3 The RSL pays due regard to the need to eliminate discrimination, advance equality and human rights, and foster good relations across the range of protected characteristics in all areas of its work, including its governance arrangements.
- 5.4 Governing body members and staff declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position.
- 5.5 The governing body is responsible for the management, support, remuneration and appraisal of the RSL's senior officer and obtains independent, professional advice on matters where it would be inappropriate for the senior officer to provide advice.
- 5.6 There are clear procedures for employees and governing body members to raise concerns or whistleblow if they believe there has been fraud, corruption or other wrongdoing within the RSL.
- 5.7 Severance payments are only made in accordance with a clear policy which is approved by the governing body, is consistently applied and is in accordance with contractual obligations. Such payments are monitored by the governing body to ensure the payment represents value for money. The RSL has considered alternatives to severance, including redeployment.
- 5.8 Where a severance payment is accompanied by a settlement agreement the RSL does not use this to limit public accountability or whistleblowing. The RSL has taken professional legal advice before entering into a settlement agreement.

## **Standard 6**

The governing body and senior officers have the skills and knowledge they need to be effective.

### **Guidance**

- 6.1 The RSL has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. The RSL formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.
- 6.2 The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the RSL's purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled.
- 6.3 The RSL ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.
- 6.4 The RSL encourages as diverse a membership as is compatible with its constitution and actively engages its membership in the process for filling vacancies on the governing body.
- 6.5 The RSL ensures all new governing body members receive an effective induction programme to enable them to fully understand and exercise their governance responsibilities. Existing governing body members are given ongoing support and training to gain, or refresh, skills and expertise and sustain their continued effectiveness.
- 6.6 If the governing body decides to pay any of its non-executive members then it has a policy framework to demonstrate clearly how paying its members will enhance decision-making, strengthen accountability and ownership of decisions, improve overall the quality of good governance and financial management and deliver value for money.
- 6.7 The governing body is satisfied that the senior officer has the necessary skills and knowledge to do his/her job. The governing body sets the senior officer's objectives, oversees performance, ensures annual performance appraisal, and requires continuous professional development.

## **Standard 7**

The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

### **Guidance**

Where an RSL is considering organisational or constitutional change, or acquisition or disposal of land or assets:

- 7.1 The governing body discusses and scrutinises any proposal for organisational change and ensures that the proposal will benefit current and future tenants.
- 7.2 The RSL ensures that its governance structures are as simple as possible, clear and allow it to meet the Standards of Governance and Financial Management, Constitutional Requirements, and Group Structures guidance.
- 7.3 The RSL ensures adequate consultation with, and support from, key stakeholders including tenants, members, funders (who may need to give specific approval) and local authorities as well as other regulators.
- 7.4 The governing body is satisfied that the new (or changed) organisation will be financially viable, efficient and will provide good outcomes for tenants.
- 7.5 The RSL establishes robust monitoring systems to ensure that delivery of the objective of the change and of commitments made to tenants are achieved (for example in relation to service standards, operating costs and investment levels).
- 7.6 Charitable RSLs seek consent/notify OSCR of changes to their constitution and other changes as appropriate.
- 7.7 The governing body ensures that disposals, acquisitions and investments fit with the RSL's objectives and business plan, and that its strategy is sustainable. It considers these taking account of appropriate professional advice and value for money - whether as part of a broader strategy or on a case by case basis.
- 7.8 The RSL complies with regulatory guidance on tenant consultation, ballots and authorisation.
- 7.9 The RSL notifies the Regulator of disposals in accordance with regulatory guidance.
- 7.10 The RSL only agrees fixed or floating charges where the assets are used to support core activities. This should exclude providing security in relation to staff pensions.



## Appendix 2 Seven Principles of the Code of Conduct

**A. Selflessness:** You must act in the best interests of Cadder Housing Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Governing Body should not promote the interests of a particular group or body of opinion to the exclusion of others.

to ensure their successful achievement.

- A.2 You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.
- A.3 You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.
- A.4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.
- A.5 You must consider the views of others and be tolerant of differences.
- A.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).
- A.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected<sup>1</sup> or their business interests.
- A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

**B. Openness:** You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

- ~~B.1 You should exercise reasonable skill and care in the conduct of your duties.~~
- B.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.
- B.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with the Association's Gifts and Hospitality Policy on the matter.
- B.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.
- B.6 You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

**C. Honesty:** You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

as a Member of our Governing Body.

- C.2 You should use your skills, knowledge and judgement effectively to support our activities.
  - C.3 You should ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
  - C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Governing Body member to report any concerns they have about possible fraud, corruption or other wrongdoing.<sup>2</sup>
  - C.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
  - C.6 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.<sup>3</sup>
  - C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.
  - C.8 You, or someone closely connected to you (see Appendix 1, p14), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.
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**D. Objectivity:** You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

- D.1 You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- D.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.
- D.3 You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- D.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.
- D.5 You should ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.
- D.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.
- D.6 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by us.

**E. Integrity:** You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

- E.1 You must always treat your Governing Body colleagues, our staff and their opinions with respect.
- E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.
- E.3 You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.
- E.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Governing Body.
- E.5 You must uphold our equality and diversity, whistleblowing and acceptable use<sup>4</sup> policies.
- E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Governing Body and after you have left.
- E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.
- E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.
- E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

**F. Accountability:** You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

- F.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that the Association's legal obligations are fulfilled.
- F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.
- F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.
- F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.
- F.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.
- F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- F.7 You must not speak or comment in public on our behalf without specific authority to do so.
- F.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.
- F.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

**G. Leadership:** You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

- G.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.
- G.2 You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3 You must always be a positive ambassador for the organisation.
- G.4 You must participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5 You must not criticise the organisation or our actions in public.
- G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Director.
- G.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Governing Body, staff or other partners.
- G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.