



Policy Title:	Board Member Code of Conduct
Owner:	Chair / Business Improvement Manager
Date Approved:	23 rd September 2021
Approved By:	Board
Next Review Date:	September 2024
Regulatory Standards:	<ul style="list-style-type: none"> ▪ Regulatory Standard 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 leadership of the RSL. ▪ Regulatory Standard 1.6: Each governing body members 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 towards the RSL. ▪ Regulatory Standard 2.2: The governing body recognizes it is accountable to its tenants, and has a wider public accountability to the taxpayer as the recipient of public funds and actively manages its accountabilities ▪ Regulatory Standard 5: The RSL conducts its affairs with honesty and integrity.

1. Introduction

- 1.1. All members of the Board must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to ‘we’, ‘us’ and ‘our’ mean Cadder Housing Association. The Code reflects our Values which are Respect, Integrity, People Focused and Excellent Outcomes.
- 1.2. We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3. Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board. You have a personal responsibility to uphold

the requirements of our Code. You cannot be a member of the Board if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.

- 1.4. As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct . Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.
- 1.5. Our Code of Conduct is an important part of our governance arrangements; it is supported by the role description which describes your responsibilities as a Board member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Board members must always ensure their actions accord with the legal duties of the Association and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.6. If there is a concern that a member of the Board may have breached any part of this Code, the matter will be investigated in accordance with the protocol that we have adopted. A serious breach of our Code may result in action being taken by the Board to remove the Board member(s) involved.

2. How Our Code Is Structured

- 2.1. Our Code of Conduct is based on the seven principles that are recognised as providing a framework for good governance.
- 2.2. Each principle is described below as it applies to the activities of Cadder Housing Association and its Board members. This guidance is not exhaustive and it should be remembered that our Board members are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.
- 2.3. The seven principles that you must adhere and commit to by signing this Code are:
 - A. Selflessness
 - B. Openness
 - C. Honesty
 - D. Objectivity
 - E. Integrity
 - F. Accountability
 - G. Leadership

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 Board should not promote the interests of a particular group or body of opinion to the exclusion of others.

- A.1 I will always uphold and promote Cadder Housing Association's aims, objectives and values and act to ensure their successful achievement.
- A.2 I will exercise the authority that comes with my role as a Board member responsibly
- A.3 I will accept responsibility for all decisions properly reached by the Board (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4 I will consider and respect the views of others.
- A.5 I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.
- A.6 I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected or their business interests.

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 I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.
- B.2 I will avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3 I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.
- B.4 I will 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 or influence or place me under an obligation to these individuals or organisations. I will comply with Cadder's Entitlements, Payments and Benefits Policy.
- B.5 I will ensure that, in carrying out my role as a Board member, I am informed about and take account of the views, needs and demands of tenants and service users

- B.6 I will ensure that Cadder Housing Association is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7 I will 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.

- C.1 I will always act honestly and in good faith when undertaking my responsibilities as a Board member.
- C.2 I will use my experience, skills, knowledge and judgement effectively to support our activities.
- C.3 I will ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- C.4 I will ensure that Cadder Housing Association has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.
- C.5 I will 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 I will comply with our policies and procedures regarding the use of our funds and resources and I will not misuse, contribute to or condone the misuse of these resources.
- 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. I will neither accept from nor give bribes or any other inducement to anyone. I will comply with our Bribery and Fraud Policies and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.
- C.8 I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this

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 I will ensure that the decisions that I 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, and the Financial Conduct Authority).
- D.2 I will prepare effectively for meetings and ensure I have access to all necessary information to enable me to make well-informed decisions.
- D.3 I will 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 I will use my 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 I will ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.
- D.6 I will 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.7 I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing 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 I will always treat my Board colleagues our staff, our customers and partners with respect and courtesy.
- E.2 I will always conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.
- E.3 I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect Cadder Housing Association and/or its reputation

- E.4 I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Board member.
- E.5 I will comply with, support and promote our policies relating to equalities, diversity and human rights as well as uphold our whistleblowing and acceptable use policies.
- E.6 I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Board and after I have left.
- E.7 I will observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

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 I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and Cadder Housing Association's legal obligations are fulfilled.
- F.2 I will ensure that we have effective systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.
- F.3 I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.
- F.4 I will participate in and contribute to an annual review of the contribution I have made to our governance.
- F.5 I will ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive Officer and that it is implemented effectively.
- F.6 I will not speak or comment in public on our behalf without specific authority to do so.
- F.7 I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Board member and after I have left.
- F.8 I recognise that the Board as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making.

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 I will ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. I will make an effective contribution to our strategic leadership.
- G.2 I will ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3 I will always be a positive ambassador for the organisation.
- G.4 I will participate in and contribute to the annual review of the Board's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5 I will not criticise or undermine the organisation or our actions in public.
- G.6 I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Chief Executive Officer.
- G.7 I will not harass, bully or attempt to intimidate anyone.
- G.8 I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Board, staff or other partners.
- G.9 I will not act in a way that could jeopardise our reputation or bring us into disrepute.

3. Breach of this Code

- 3.1. I recognise that each member of the Board has a personal and individual responsibility to promote and uphold the requirements of this Code. If I believe that I may have breached the Code, or I have witnessed or become aware of a potential breach by another member, I will immediately bring the matter to the attention of the Chair.

Acceptance and Signature

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Board. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Board which could result in my removal.

Signed: _____

Date: _____

Appendix – Protocol for Dealing with Breaches of the Board Member Code of Conduct

1. Introduction

- 1.1. This protocol will be used by Cadder Housing Association to deal with any alleged breaches of our Board Member Code of Conduct. It is based on the Model Protocol provided by SFHA.

2. Who is Responsible?

- 2.1. The Chair has delegated authority to deal with all potential breaches of the Code, unless the allegation relates to the Chair. In that event, the Vice Chair should take on the responsibilities that the protocol allocates to the Chair. It may be necessary to ask other members of the Board to take on responsibilities should the allegation relate to both the Chair and Vice Chair.
- 2.2. The Chair should consult with other office bearers (or members of the Board) to instruct, progress and conclude internal and external investigations carried out in accordance with this protocol.
- 2.3. No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other members of the Board to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.
- 2.4. The Chair may seek advice from our solicitors in exercising all of the responsibilities associated with this protocol.

3. What Constitutes a Breach?

- 3.1. A breach of the Code of Conduct is a serious matter. This Protocol is a process that will apply to managing and/or responding to alleged breaches of the Code of Conduct. Breaches can include:
 - Conduct by a Board member during a meeting (which might involve a member being obstructive, offensive or disregarding the authority of the Chair or failing to observe Standing Orders).
 - Complaints that the conduct of a Board member has failed to meet the requirements of the Code of Conduct; is contrary to Cadder's Values, Rules or policies; threatens the reputation of the Association; risks bringing the organisation into disrepute or undermines the Association and/or its people.
 - Inappropriate behaviour towards colleagues, staff, customers or partners.
- 3.2. Some complaints and/or concerns may relate to relatively minor matters, while other may involve more significant issues. Consequently, different approaches are likely to be appropriate, depending on the details of individual circumstances, recognising that

it may not always be appropriate to undertake a formal investigation in response to an isolated and/or relatively minor issue.

4. Initial Review to Determine if Further Investigation Required

- 4.1. When a complaint is received or a concern is raised, consideration should be given as to which is the most appropriate course of action. This may (but may not) require some initial review of the complaint or allegations before concluding on a specific approach. The review should be carried out by those members of the Board appointed in accordance with 2.2 of this Protocol, with support from the CEO if required.
- 4.2. It may be that such a review concludes that there is no substance to the concern or allegation. Depending on the circumstances, it may be appropriate to report the outcome of such a review to the Board. This might be the case, for example, if an anonymous complaint is received which cannot be investigated because of a lack of information.
- 4.3. Anonymous complaints or allegations can be difficult to resolve but, in the event that anonymous information is received or made known, an initial review should be undertaken to establish whether there is the potential for any substance to the concern. If so, an investigation should be undertaken, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.
- 4.4. Minor issues, actions or conduct at an internal meeting or event are unlikely to constitute a breach of the Code of Conduct that warrant investigation. The Chair (and other office bearers) should exercise their judgement in determining which of the courses of action set out in this Protocol is more appropriate.
- 4.5. Two routes are described in this Protocol: Route A and Route B.
- 4.6. The Scottish Housing Regulator (SHR) requires that alleged breaches of the Code that are to be investigated under either Route A or Route B must be regarded as Notifiable Events, in accordance with the terms of the SHR's Statutory Guidance. The Chair is responsible for ensuring that the necessary notifications are made to the SHR, and that the SHR's requirements in terms of reporting the outcome of the investigation are met.

5. Route A

- 5.1. Route A is an internal and informal process to address potential minor breaches. This is intended to be a relatively informal process, used to address e.g. one-off discourtesy at an internal meeting, isolated or uncharacteristic failure to follow policy.
- 5.2. Alleged breaches that occur during the course of a meeting or other internal event (and which have not happened before) will, unless the Chair believes it to be serious, be dealt with by the Chair of the meeting, either during the meeting/event and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting.

- 5.3. After the meeting, the Chair or sub-committee Chair will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate (Route A). Where the Chair regards such behaviour as being serious, it should be investigated in accordance with Route B as will repeated incidents of a similar nature.
- 5.4. It may be appropriate for the Chair to record the terms of the discussion in a letter to the Board member e.g. to confirm the provision of training or support or to record a commitment to uphold a specific policy or to record an apology.
- 5.5. It is possible that a concern that it is initially agreed can be addressed via Route A ends up being the subject of a formal investigation, if more significant issues emerge, or actions are repeated.

6. Route B

- 6.1. Route B will involve formal investigation of repeated breaches or an alleged significant/major breach. Investigations may be conducted internally or independently, according to the circumstances and people involved.
- 6.2. An investigation under Route B will usually be overseen by the Chair and another office bearer or Board member.
- 6.3. The Chair or office bearer, in consultation with the other office bearers, will decide whether to instruct an independent investigation or carry out an internal investigation.
- 6.4. In the event that the Chair or other office bearer is the subject of a complaint, an independent investigation should be conducted, overseen by the Vice Chair and another Board member.
- 6.5. If the Chair is likely to be involved in an investigation (e.g. as a witness), it will be necessary for the office bearers to consider who should be involved in overseeing the investigation.
- 6.6. The CEO can support the implementation of the Protocol (unless involved in the issue, in which case the role should be assigned to another senior member of staff).
- 6.7. Allegations of a potential breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office bearer. Where a complaint is made to the CEO, the matter should immediately be notified to the Chair.
- 6.8. Alleged breaches may be the subject of written complaints or allegations; they may also be witnessed by someone. However the alleged breach is identified, the Chair and Secretary should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation. If no written complaint is made, the statement of the matter should be prepared by someone unconnected to the event/situation (e.g. a verbal complaint made by a Board member should be

recorded by someone who was not present when the issue arose – this could be a member of staff).

- 6.9. The Board member who is the subject of the complaint/allegation that is to be investigated will be notified in writing of the alleged breach within seven working days, either of occurring or of receipt of the complaint. A Board member who is subject to an investigation should take a leave of absence until the matter is resolved. Rule 37.8 of the Association's Rules contains the provisions to secure this. The letter will inform the Board member of the nature of the potential breach, the arrangements for the investigation, and will advise that a leave of absence will be in place for the duration of the investigation. Board members are expected to co-operate with such investigations.
- 6.10. An alleged breach of the Code of Conduct that is being dealt with via Route B will be notified to the Board, normally by the Chair or Secretary, within seven working days, either of occurring or of receipt of the complaint. The notice (which should be confidential) will not describe the detail of the complaint and will set out the proposed arrangements for investigation, including who will conduct the investigation and which members of the Board are responsible for its oversight.
- 6.11. The appointment of an external Investigator (when it is decided to be the appropriate response) should be approved by the Board members responsible for overseeing the investigation.
- 6.12. An internal investigation (when it is decided to be the appropriate response) will be carried out by at least two and not more than three members of the Board, who are not responsible for overseeing the investigation. In selecting the Board members, we will seek to ensure that the investigators represent the profile of the Board.

7. Investigation Under Route B

- 7.1. The conduct of an investigation should remain confidential, as far as possible, in order to protect those involved (witnesses, complainant(s)) and the Board member who is the subject of the complaint.
- 7.2. All investigations will be objective and impartial. Investigations will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate.
- 7.3. Investigations should not usually take more than six weeks to conclude.
- 7.4. The investigator(s) will be supported by the CEO (or other senior member of staff if the CEO is involved in the complaint). The Chair and other office bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Board
- 7.5. All investigations will be the subject of a written brief that sets out the Board's requirements and includes the statement of the alleged breach (scope, timescale,

reporting requirements, access to information etc.). The brief may refer to any action previously taken that is relevant.

- 7.6. All investigations will include at least one interview with the Board member who is the subject of the allegation, who will be invited to provide any relevant information. The interview(s) may be conducted face to face or remotely (by telephone or video call). Board members may be accompanied during an interview by a friend (at their request), as a companion to provide support and not to represent. It is not appropriate for another Board member to fulfil this role nor is it appropriate for the Association to meet any costs (other than reasonable expenses as provided for in the relevant policy) in respect of a companion's attendance.

8. Considering the Outcome of the Investigation

- 8.1. The advisor/investigator will normally present their report to the Board. Before doing so, the report will be reviewed by those overseeing the investigation to ensure that the brief has been met and that the report is adequate to support the Board's consideration and decision making.
- 8.2. The Board member whose conduct is being investigated will not be party to any of the discussions relating to the investigation.
- 8.3. The report will be considered at a meeting of the Board, which may be called specifically for this purpose. It is the responsibility of the Board to consider the report and findings from the investigation and to determine:
- Whether there has been a breach.
 - How serious a breach is.
 - What action should be taken.
- 8.4. The Board will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.

9. Action to Deal with a Breach

- 9.1. If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:
- A discussion with the member concerned (which may be confirmed in a subsequent letter).
 - Advice and assistance on how their conduct can be improved.
 - The offer of training or other form of support.
 - A formal censure (e.g. in the form of a letter setting out the conclusions, expressing concern and specifying that there must be improvement/no repetition etc)
 - A vote to remove the member from the Board.
- 9.2. Where it is concluded that a serious breach has occurred, the Board may require the member to stand down from their position in accordance with the Rules.

- 9.3. If the Board proposes to remove a member following investigation, the member will have the right to address the full Board before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority of the remaining members of the Board, in accordance with Rules (44.5)
- 9.4. A record of the outcome of an investigation will be retained in the Board member's file for at least 12 months.
- 9.5. The outcome of any investigation will be notified to the Scottish Housing Regulator, in accordance with the requirements of the Notifiable Events Statutory Guidance.

10. Definitions

- 10.1. Cadder Housing Association will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):
- Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
 - Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
 - Accepting a bribe or inducement from a third party designed to influence the decisions we make.
 - Consistent or serious failure to observe the terms of the Code of Conduct.
 - Serious inappropriate behaviour towards a colleague, member of staff, tenant, customer, partner or stakeholder.

11. Flowchart Summarising Protocol Process

