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CE010

# Code of Conduct for Governing Body Members

## Policy

Last Review December 2024

Next Review December 2027

Lead Officer Governance & Business Support Manager

BOARD APPROVAL

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## 1. Introduction

All members of the Trust 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 Trust Housing Association. The Code reflects our Values which are Believe in Better, Here for Each Other and Love to Learn.

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.

Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Trust Board. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Trust 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.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct<sup>1</sup>. 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.

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 Trust 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. Trust Board Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

If there is a concern that a member of the Trust 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 Trust Board to remove the Board member(s) involved.

This Code of Conduct was adopted by our Trust Board on 05/12/2024.

## 2. Who our code applies to and when

Our Code of Conduct applies to all elected, appointed and co-opted members of our Trust Board and its sub-committees and to the governing bodies of all subsidiaries and members of the Trust Group (i.e. Trust Enterprise Limited – TEL).

The expectations of the Code apply in all settings and circumstances where our Board members are representing us or acting on our behalf and where their conduct could

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<sup>1</sup> Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

reflect on our tenants /organisation and/or their reputation. The Code applies equally to conduct in person, virtually or on social media.

### **3. How our code is structured**

Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.<sup>2</sup>

Each principle is described, as it applies to the activities of Trust HA and its Board members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive, and it should be remembered that Trust HA and 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.

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 Trust HA 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 Trust HA'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 Trust Board member responsibly
- A.3** I will accept responsibility for all decisions properly reached by the Trust 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.

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<sup>2</sup> Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

- 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 Trust HA's policy on Entitlements, Payments and Benefits Policy or equivalent.
- 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 Trust HA 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 Trust 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 Trust has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Trust Board member to report any concerns they have about possible fraud, corruption, or other wrongdoing.<sup>3</sup>
- 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<sup>4</sup> 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 policy on Anti-Bribery 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.

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<sup>3</sup> These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.

<sup>4</sup> Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

## **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, the Financial Conduct Authority, and the Care Inspectorate).
- D.2** I will attend meetings regularly, prepare for them and ensure I have access to all necessary information to enable me to contribute constructively and 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 Trust 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 Trust 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 Trust 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 Trust Board member.
- E.5** I will comply with, support, and promote our policies relating to equalities, diversity, inclusion and human rights.
- E.6** I will uphold our whistleblowing and acceptable use<sup>5</sup> policies.
- E.7** 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 Trust Board and after I have left.
- E.8** 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.

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<sup>5</sup> This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL.

## **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 Trust'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 Trust 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 Senior 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 Trust Board member and after I have left.
- F.8** I recognise that the Governing Body 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 Governing Body'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, any of its people or our actions in public, unless required by law.
- G.6** I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Senior 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 Trust Board, staff or other partners.
- G.9** I will not act in a way that could jeopardise our reputation or bring us into disrepute.<sup>6</sup>

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<sup>6</sup> This includes activities on social media, blogs and networking sites.

## 4. Breach of the code

I recognise that each member of the Trust 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.

## 5. 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 Trust 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 Trust Board which could result in my removal.

Signed \_\_\_\_\_

Date \_\_\_\_\_

**NB. Trust will issue a Microsoft Form Annually for Board Members to digitally sign up to this Code of Conduct. Records will be retained in line with our Privacy Policy.**

## 6. Outcomes & Standards

### 6.1. Scottish Social Housing Charter Outcomes & Standards

- 1 – Equalities
- 2 – Communication
- 3 – Participation
- 4 – Quality of Housing

### 6.2. Regulatory Standards of Governance & Financial Management

- Standards 1 - 6

## 7. Data Protection

We will comply with the provisions of the Data Protection Act 2018, which gives individuals the right to see and receive a copy of any personal information that is held about them by the Association and to have any inaccuracies corrected.

## 8. Anti-Bribery

The Association is committed to the highest standards of ethical conduct and integrity in all its activities and, to ensure compliance with the Bribery Act 2010, it has introduced an Anti-Bribery policy and procedures. These must be adhered to by all

employees, Board Members and associated persons or organisations acting for or on behalf of Trust when undertaking any actions referred to in this policy.

## **9. Statement Equality, Diversity & Inclusion (EDI)**

As leaders of EDI, the Association aims to promote equality and diversity and operate equal opportunities policies which inform all aspects of its business. It will ensure that it adheres to the Equality Act 2010 by being committed to equal and fair treatment for all and opposed to any form of unlawful discrimination. As such, in considering this policy, no one will be treated differently or less favourably than others because of any of the protected characteristics as listed in the Equality Act 2010:

- disability;
- sex;
- gender reassignment;
- pregnancy and maternity;
- race;
- sexual orientation;
- religion or belief;
- marriage and civil partnership;
- age;

or because of any other condition or characteristic which could place someone at a disadvantage were it to be taken into account, unless this can be objectively justified in terms of the legislation.

Trust will make reasonable adjustments for disabled people where necessary and possible to do so and will use Happy to Translate tools and procedures to help overcome a language barrier.

## **10. Policy Review**

This policy will be reviewed on a three-yearly basis. The purpose of the review is to assess the policy's effectiveness and adhering to current legislation and good practice and identify any changes which may be required.

## **11. Document References**

In all of the Association's official documents, where references are made to specific job titles, roles, groups or committees, such references shall be deemed to include any changes or amendments to these job titles, roles, groups or committees resulting from any restructuring or organisational changes made within the Association (or, where this policy also applies to another member of the Trust group, made within that group member) between policy reviews.

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## Appendix A

### Trust Protocol for Managing an Alleged/Suspected Breach of Code of Conduct



# **Appendix A – Trust Protocol for Managing an Alleged/Suspected Breach of Code of Conduct**

**Please note that this protocol must be formally adopted by the RSL before being implemented in order to be recognised as an approved procedure.**

## **1. Introduction**

- 1.1 This protocol will be used by Trust Housing Association to deal with any alleged breaches of our Code of Conduct for Governing Body Members. 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 him/her. 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 Trust Board to take on responsibilities should the allegation relate to both the Chair and Vice Chair. In exceptional circumstances (for example particularly complex or sensitive issues), it may be helpful for the Chair to be supported by the RSL's solicitor or another trusted external adviser. In such circumstances, the solicitor/adviser may by agreement fulfil duties otherwise undertaken by the Chair, but will always be accountable to the Chair and governing body. The references to "Chair" throughout this protocol, as they relate to the investigation and management of complaints, should be interpreted as applying to whoever is charged with carrying out/overseeing the specific responsibilities.
- 2.2 The Chair should consult with other office-bearers (or members of the Trust 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 Trust 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 and/or obtain other external support that may be needed in exercising any or all of the responsibilities associated with this protocol.

### **3. What constitutes a breach?**

3.1 A breach of the Code of Conduct is a potentially serious matter and so any allegation of a breach must be handled and managed carefully. This protocol is a process that will apply to managing and/or responding to alleged breaches of the Code of Conduct. Breaches can include (but are not limited to):

- Conduct by a Trust 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 Trust Board Member has failed to meet the requirements of the Code of Conduct; is contrary to Trust's Values, Rules, or policies; threatens the reputation of Trust; risks bringing the organisation into disrepute or undermines Trust 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, whilst other may involve more significant issues. Consequently, it is important to distinguish between issues that might, at least initially, be relatively minor and/or be described as 'performance related' (e.g. irregular attendance at meetings, regularly disrupting meetings because of mobile phone, failing to prepare for meetings) from unacceptable conduct (such as bullying, offensive or discriminatory behaviour, seeking personal gain/benefit). For these kinds of situations, different approaches are likely to be appropriate, depending on the details of individual circumstances and recognising that it may not always be appropriate to undertake a formal investigation in response to an isolated and/or relatively minor issue (see 4.4 below). Whilst a failure to participate effectively in the RSL's governance is, ultimately, likely to constitute a breach of the Code, it will not be appropriate to resort to that allegation and launch an investigation without, first, engaging with the GBM and seeking to address the issue e.g. by offering additional support.

### **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:

just because the Code of Conduct may be referred to does not automatically require a formal investigation. An initial review of the complaint or allegations should enable a decision to be reached on the most appropriate response: those making the decision must be able to explain the reasons for their conclusion. The review should be carried out by those members of the Trust 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 Trust 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, if 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 Issues or complaints which are dealt with as described above (3.2 – 4.4) do not constitute Notifiable Events to the SHR.
- 4.6 Where an initial review concludes that further investigation is required, one of the two routes described in this Protocol: [Route A and Route B] will be selected by those responsible for dealing with the complaint. The reason(s) for the selected course of action should be recorded as part of the case file, which should be maintained throughout the investigation to ensure there is an audit trail of how the complaint was addressed.
- 4.7 SHR requires that the alleged breaches of the Code which 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 Scottish Housing Regulator, and that the

SHR's requirements (as set out in the relevant guidance<sup>7</sup>) 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 courtesy at an internal meeting, isolated or uncharacteristic failure to follow policy. If repeated, any action under Route A would be material to the decision about how to respond to subsequent complaints, which would most likely require investigation under Route B (see 5.3 below)
- 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 (e.g. offensive language or behaviour), 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 (or sub-committee convenor) may ask the member to leave the meeting, or a vote may be taken to exclude the member from the rest of the meeting. For the avoidance of doubt, any complaint relating to the Chair or Vice Chair should be investigated in accordance with Route B (see 6.4)
- 5.3 After the meeting, the Chair or sub-committee Convenor 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 Trust 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 (Route B), if more significant issues emerge, or actions are repeated.

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<sup>7</sup> Scottish Housing Regulator (2019) [Notifiable Events guidance](#)

## 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 Trust 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 Trust 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 as no one who may be party to the investigation can be responsible for its oversight.
- 6.6 The CEO can support the implementation of the Protocol, including providing advice to the Chair (unless involved in the issue, in which case the role should be assigned to another senior member of staff) or to the organisation's solicitor or other specialist adviser).
- 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 or to another office bearer, if the Chair is involved.
- 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 Trust 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 Trust Board member(s) who is/are 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.

- 6.10 A Trust Board member who is subject to an investigation should take leave of absence until the matter is resolved. Rule 37.8 of the 2020 Model Rules contain the provisions to secure this. The letter will inform the Trust Board member of the nature of the potential breach (making reference to the specific part(s) of the Code that the complaint relates to) the arrangements for the investigation and will advise that leave of absence will be in place for the duration of the investigation. Trust Board members are expected to co-operate with such investigations<sup>8</sup>.
- 6.11 Leave of absence is recommended when a complaint is being investigated, and is especially important in cases where the complaint raises serious issues. Where a complaint is being investigated that relates to a number of GBMs, there may be practical issues to consider – for example forming and maintaining a quorum. However, if this is a consideration, there are likely to be significant governance issues that require to be managed and seeking legal advice and/or specialist help is recommended in the circumstances. The Trust Board must record any decision to grant any leave of absence or not grant a leave of absence.
- 6.12 An alleged breach of the Code of Conduct which is being dealt with via Route B will be notified to the Trust 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 (if known), including who will conduct the investigation and which members of the Trust Board are responsible for its oversight.
- 6.13 The appointment of an external Investigator (when it is decided to be the appropriate response) should be approved by the Trust Board members responsible for overseeing the investigation.
- 6.14 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 Trust Board, who are not responsible for overseeing the investigation. In selecting the Trust Board members, we will seek to ensure that the investigators represent the profile of the Trust Board.
- 6.15 Existing and former members of the GB may be identified as being able

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<sup>8</sup> Code of Conduct F7

to contribute relevant information to an investigation: the Code of Conduct requires current and former GBMs to contribute to an investigation and a failure to co-operate (by either the subject of a complaint or a GBM asked to contribute) would, itself, constitute a breach of the Code. Former members of the GB who left more than a year before the complaint is made should not, usually, be approached.

## **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 Trust Board member(s) who are 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 (i.e. the investigator's recommendations) at the end of the investigation, before reporting to the Governing Body.
- 7.5 All investigations will be the subject of a written brief which sets out the Trust Board's requirements and which 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 Trust Board member(s) who is/are 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). Trust 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 Trust Board member to fulfil this role nor is it appropriate for the RSL 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 Trust 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 Trust Board's consideration and decision making.

- 8.2 The Trust Board member(s) 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 Trust Board, which may be called specifically for this purpose. It is the responsibility of the Trust Board to consider the report and findings from the investigation and to determine:
  - Whether there has been a breach
  - If there has, how serious a breach it is
  - What action should be taken and the outcomes achieved.
- 8.4 The Trust Board will report the findings of the investigation and any the proposed action to the member concerned, in writing, within seven days of the meeting at which the report of the investigation was considered. The investigator will be expected to provide written conclusions that can be incorporated into this communication. The Chair should ensure that, in addition to the formal notification, there is a personal contact with the GBM(s) whose conduct has been investigated to explain the GB's conclusion, any action and the outcome to be achieved (e.g. training). If the complaint is not upheld, it will be important to make this very clear: it would be appropriate, for example to formally welcome the GBM(s) back from leave of absence at their first meeting.

## **9. Action to deal with a breach**

- 9.1 If, following investigation, a breach of the Code is confirmed, the GB should determine what action will be taken in response. This action will reflect the seriousness of the circumstances and will be informed by the findings and recommendations of the investigation. Action 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 Trust Board

- 9.2 Where, it is concluded that a serious breach has occurred, the Trust

Board may require the member to stand down from their position in accordance with the Rules.

- 9.3 If the Trust Board proposes to remove a member, following investigation, the member will have the right to address the full Trust 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 Trust Board, in accordance with Rule<sup>9</sup> (44.5)
- 9.4 A record of the outcome of an investigation (whether the complaint is upheld or not) will be retained in the Trust Board member's file for [insert period – 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 Trust 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. Approval and Review

- 11.1 This protocol was approved by the Board of Trust Housing Association on the 5 December 2024.

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<sup>9</sup> SFHA Model Rules (2020)

## 12. Summarising Flowchart

