



Code of Governance for Board Members (4)

AS WITH ALL OF THE ASSOCIATION'S POLICIES and PROCEDURES, THIS DOCUMENT, IN FULL AND IN PART, CAN BE MADE AVAILABLE IN SUMMARY, ON TAPE, IN BRAILLE, AND IN TRANSLATION INTO MOST OTHER LANGUAGES –

**PLEASE ASK A MEMBER OF STAFF IF YOU WOULD LIKE
A VERSION IN A DIFFERENT FORMAT**

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Introduction

1.1 Bridgewater Housing Association attaches 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.

1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of the Board of Bridgewater Housing Association (BWAH). You have a personal responsibility to uphold the requirements of this Code. ***You cannot be a member of the Board if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually. In addition, each Member of the Board is expected to sign an Annual Declaration, again covering the Code along with Declarations of Interests, Eligibility to Serve and Charitable Status. (Appendix 3)***

1.3 As a Registered Social Landlord (RSL), BWAH is required to adopt and comply with an appropriate Code of Conduct¹ – this Code is based on the Model produced by the Scottish Federation of Housing Associations (SFHA). BWAH places great importance on its duty to conduct its affairs with honesty and integrity.

1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Board are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. 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 the policies which are linked to this code.

1.5 If a member of the Board appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Board to remove the member(s) involved.

1.6 You should refer to the Board Privacy Statement for information relating to the collection, storage and use of the data provided by Board Members in relation to this Code.

Who the Code applies to

2.1 This Code of Conduct applies to all elected, appointed and co-opted members of the Board of BWAH and its sub-committees [and to the governing bodies of all subsidiaries of BWAH].

How the Code is structured

3.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.²

Each principle is described, as it applies to the activities of a RSL and its Board Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements.

¹ Scottish Housing Regulator (2012), Regulatory Framework, Regulatory Standard 5.2.

² Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](#)

The guidance is not exhaustive and it should be remembered that Board Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

The Principles

4.1 The seven principles and what they mean for the purposes of this Code are:

A. Selflessness: you must act in the best interests of BWHHA at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Committee of Management should not promote the interests of a particular group or body of opinion to the exclusion of others.

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.

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

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.

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

F. Accountability: you must take responsibility for and be able to explain your actions and demonstrate that your contribution to the governance of WSHA is effective.

G. Leadership: you must uphold our principles and commitment to delivering good outcomes for tenants and other service users and lead WSHA by example.

4.2 In all of your activities as a Committee of Management Member of WSHA, you are expected to uphold and be seen to uphold these principles and demonstrate commitment to them.

A. Selflessness: You must act in the best interests of Bridgewater 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 You must always uphold and promote the aims, objectives and values of BWhA and act to ensure their successful achievement.

A.2 You should exercise the authority that comes with your role as a Committee of Management 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 Committee of Management (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 Committee of Management, 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 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 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 meet the requirements of this Code for managing any such interest(s).

B.4 You must not accept any offers of gifts or hospitality which might create – or be capable of creating – an impression of impropriety or influence, or which breach any of the other terms of our policy on Entitlements, Payments & Benefits.

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 BWHA 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 Bridgewater Housing Association and that all activities are transparent and accountable.

C.1 You should always act in good faith when undertaking your responsibilities as a Member of BWA's Board.

C.2 You should use your skills, knowledge and judgement effectively to support BWA's activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with BWA's Rules and procedures.

C.4 You must ensure that BWA has an effective 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.³

C.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within BWA in accordance with our whistleblowing policy.

C.6 You must not misuse, or contribute to or condone the misuse of BWA's resources and must comply with WSHA's policies and procedures regarding the use of its funds and resources.⁴

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, 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.

³ 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.

⁴ 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 You must ensure that the decisions that you take are consistent with BWHA's aims and objectives and with the relevant legal and regulatory requirements (including those of SHR, OSCR, FCA 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 BWHA'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 BWHA, its tenants and service users.

D.5 You should ensure that the Board 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 BWHA

D.7 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 BWHA.

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 Board colleagues and BWA's 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; 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 Board.

E.5 You must uphold our equality and diversity, whistleblowing and acceptable use⁵ 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 Board 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, BWA's resources or facilities and must comply with BWA's 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 BWA Board, 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 BWA and must comply with our policies on the matter.

⁵ 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 the governance of Bridgewater Housing Association 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 BWHA's legal obligations are fulfilled.

F.2 You must ensure that BWHA has 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 the activities of BWHA by regularly attending and participating constructively in meetings of the Committee of Management, its committees and working groups.

F.4 You should always be courteous and polite and behave appropriately when acting on behalf of BWHA.

F.5 You must participate in and contribute to an annual review of the contribution you have made individually to BWHA's governance.

F.6 You must ensure that there is an appropriate system in place for the support and appraisal of BWHA's Senior Officer and that it is implemented effectively.

F.7 You must not speak or comment in public on behalf of BWHA 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 Board 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 Bridgewater Housing Association by example.

G.1 You must ensure that BWHA's strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to BWHA's strategic leadership.

G.2 You must ensure that the aims and objectives of BWHA reflect and are informed by the views of tenants and service users.

G.3 You must always be a positive ambassador for BWHA.

G.4 You must participate in and contribute to the annual review of the Board 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 BWHA or its 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 Senior Officer.

G.7 You must not use social media to criticise or make inappropriate comments about BWHA, its actions or any member of the Committee of Management, staff or other partners.

G.8 You must not act in a way that could jeopardise WSHA's reputation or bring us into disrepute.⁶

⁶ This includes activities on social media, blogs and networking sites.

Declaring and Managing Personal Interests

5.1 Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.

5.2 You must keep your entry in the Register of Interests accurate and up to date.

5.3 More details are included in Appendix 1.

Breach of this Code

6.1 Each member of the Board has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Board believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.

6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Senior Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol.

6.3 Each member of the Board has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct. A failure to do so may in itself be considered a serious breach of the Code.

Equal Opportunities Testing

7.1 In accordance with the Association's Equality & Diversity Policy, this Policy has been consciously considered to judge whether there is any likelihood that its presentation or operation could in any way lead, no matter how inadvertently, to discrimination. The conclusion of this exercise is that it is believed that the Policy should operate in a non-discriminatory way.

Review

8.1 This Code of Conduct was adopted by the Board of Bridgewater Housing Association at their meeting on 29 May 2019. The Code will be reviewed immediately following its implementation to deal with a potential breach or not later than December 2023.

Acceptance

I _____ have read and understood the terms of Bridgewater Housing Association's Code of Conduct for Board Members which was approved by the Board at their meeting on 29 May 2019. I agree to uphold its requirements in all my activities as a member of the Board of BWA. I am aware that I must declare and manage my 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 1: Declaring and Managing Personal Interests

1. Introduction

- 1.1 Being a member of our Committee of Management is of course only one part of your life. Other aspects of your life - such as family, friends and neighbours, voluntary work, causes you support, possibly business or financial interests, possibly your own housing arrangements - may have the potential to cross over into your role as a Board Member.
- 1.2 However, as we are an organisation that works for the community (and uses public funds), it is essential that there is no conflict - and that there can be no reasonable perception of conflict - between your duties as a Board Member and your personal (or personal business or financial) interests.
- 1.3 Any potential conflict between your position as a member of the Board and your other interests must be openly declared and effectively managed so as to protect the good reputation of BWhA and the RSL sector.
- 1.4 Where you have a personal business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.
- 1.5 This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

2. Examples of interests that must be declared

- 2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.
 - Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
 - Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
 - Receipt of care or support services from us.
 - Membership of a community or other voluntary organisation that is active in the area(s) we serve.
 - Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
 - Membership of the governing body of another RSL.

- Being an elected member of Renfrewshire, East Renfrewshire or Inverclyde Councils.
 - If you purchase goods or services from us.
 - If you purchase goods or services from one of our approved contractors or Framework Agreement partners.
 - Significant shareholding in a company that we do business with.
 - Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.
 - Ownership of land or property in our areas of operation excluding for the purpose of your own residential use (i.e. there is no requirement for you to declare any house in which you currently live).
 - Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.
- 2.2 If you are not sure whether a certain matter needs to be declared, you must seek guidance from the Chair or the Chief Executive. If doubt remains, the advice would always be to declare the matter.
- 2.3 You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both yourself and the organisation.
- 3. Definition of 'close connection'**
- 3.1 Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or in law.
- 3.2 The following table outlines those who you should consider when declaring interests:

Table A

Group	Required Response
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<p>1. Members of your household</p> <p>This includes:</p> <ul style="list-style-type: none"> • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home 	<p>We expect you to be aware of and declare any relevant actions of all people in your household. You must take steps to identify, declare and manage these.</p>
<p>2. Partner, Relatives and friends</p> <p>This includes:</p> <ul style="list-style-type: none"> • Your partner (if not part of household) • Your relatives and their partners • Your partner’s close relatives (i.e. parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates) 	<p>Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these circumstances, you must take steps to identify, declare and manage these actions.</p> <p>Where you do not have a close connection and regular contact with someone in this group, we do not expect you to be aware of or to go to unreasonable lengths to identify any relevant actions. However, if you happen to become aware of relevant actions by such individuals, then these should be declared and managed as soon as possible.</p>

- 3.3 If you are aware of any action or involvement relating to **anyone** in the table then you should declare and manage this as soon as possible.
- 3.4 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.
- 3.5 Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.
- 3.6 **You are not expected to be aware of the actions of people that you do not have a close association and/or regular contact with.** We do not

expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

- 3.7 In relation to 3.3 – 3.6 above, when considering your actions you should do so from the point of view of a reasonable and objective observer.

4. Declaring personal interests

- 4.1 Each year, all Board Members must complete and sign the Committee Members' Annual Declaration. Section C, of this document, Board Members Interests, includes a pro forma with a series of questions on potential interests; detail must be provided for all of these which are answered "Yes".
- 4.2 You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.
- 4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting Chair at the start of the meeting, or as soon as you become aware that this is the case. You may then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Board – both internal and external.
- 4.4 Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

Appendix 2: Protocol for Dealing with a Breach of the Code of Conduct

A.1 This procedure sets out the arrangements that will normally apply to potential breaches of the Code of Conduct, which are defined as follows:

- (a) Breaches of the Code of Conduct (the Code) that occur during a meeting and involve a Member being obstructive, offensive or disregarding the authority of the Chair
- (b) Other complaints about the conduct of a Member of the Board.
- (c) Information that suggests that there may have been a breach of the Code by a member of the Board.

A.2 The Chair has delegated authority to deal with potential breaches of the Code, subject to Clause A.4 below. The Chair has delegated authority, in consultation with

other office-bearers, to instruct, progress and conclude investigations carried out in accordance with this protocol.

A.3 A breach of the Code is a Notifiable Event, The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirements (as set out in the relevant guidance⁷) in terms of reporting the outcome of the investigation are met.

Conduct at meetings

A.4 Matters of conduct that occur during the course of a meeting (and which have not happened before) will normally be dealt with by the Chair of the Board or sub-committee Chair, during 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. After the meeting, the Chair or sub-committee Chair (who may be accompanied by the Chief Executive or another Board member) will raise such behaviour with the member. Where such conduct is considered a potential breach of the Code, it may also be investigated subsequently in accordance with the terms of this protocol, as will repeated incidents of a similar nature.

Other Complaints

A.5 It is recognised that potential breaches of the Code of Conduct may occur beyond BWA's premises (e.g. whilst a Board member is at an external meeting, attending a training event or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

A.6 A potential breach of the Code, including repeated instances of poor conduct at meetings, will be the subject of an investigation, which will normally be managed by the Chair.

A.7 Not all potential breaches will be the subject of complaints or allegations. Where they are, they do not have to be made in writing but the Chair and Secretary/Senior Officer should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation.

A.8 In the event that an allegation is made anonymously, it will be investigated as thoroughly as possible, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.

Investigation of a potential breach

A.9 Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. Whenever possible, no one who has any material involvement in the complaint or the circumstances surrounding it will play any part in conducting the investigation.

⁷ Scottish Housing Regulator, April 2012, [Notifiable Events Guidance](#).

A.10 A potential breach of the Code of Conduct (other than that which is being dealt with as described at A.4) will be notified to the Board by the Chair within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation (but will not describe the detail of the complaint) and a recommendation of a suitable person to carry out the investigation. This recommendation should usually be made with the assistance of the Senior Officer, where considered appropriate, who may also seek advice from our solicitors.

A.11 All investigations will be objective and impartial. A potential breach of the Code of Conduct will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate (as set out at A9).

A.12 An internal investigation will be carried out by three Members of the Board, not including the Chair, who will make a report and recommendations to the Board. They will be supported in the conduct of the investigation by the Senior Officer.

A.13 Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.

A.14 An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will normally act to fulfil the responsibilities ascribed to the Chair. In the event that it is not appropriate or reasonably possible, any independent investigation may also be overseen by a working group/sub-committee of Board Members.

A.15 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. BWA should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude with full co-operation and participation required from all parties. The advisor/investigator will normally present their report to the Board.

A.16 Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Board must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.

A.17 The Board Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Board Member who is the subject of a complaint is expected to co-operate with any investigation carried out. In the better interests of the Association, all Members involved in an investigation (including the person/s being investigated) must co-operate such as to ensure the conclusion of the investigation within a reasonable time (i.e. normally within the maximum six-week period generally expected). If any member (including the person/s being investigated) is found to have been unreasonably obstructive, or to

be acting to deliberately and unreasonably delay or frustrate the investigation, this will be considered a serious breach of the Code in itself. In respect of any such breach, the Association may deal with and take action in relation to it notwithstanding that the investigation may not yet be concluded in relation to any other matters under investigation.

Whilst an investigation is carried out, the Committee of Management should offer leave of absence to a member who is the subject of a complaint and who should accept the leave of absence. A failure to observe the leave of absence for the period of the investigation will be taken into account by the Investigator and, in the absence of reasonable justification, may be considered as a breach of the Code.

A.18 A meeting of the Board will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.

A.19 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.

A.20 Where, following an investigation, 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.

A.21 If the Board proposes to remove a member, following investigation, the member will be afforded a reasonable opportunity 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 Rule 13.1

Action to Deal with a Breach

A.22 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 and will always be presented in writing. It may take the form of some or all of the following:

- ♦ advice and assistance on how his or her conduct can be improved
- ♦ the offer of training or other form of support
- ♦ a formal censure
- ♦ a vote to remove the Member from the Board

A.23 The outcome of any investigation will be notified to the Scottish Housing Regulator.

Definitions

A.24 BWAHA 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 Governance.
- ♦ Obstructing or acting deliberately and unreasonably to delay or frustrate any investigation or action to deal with a breach.

Appendix 3: Procedures and Guidance for Investigations into Alleged breaches of the Code of Conduct

A.25 Unless they are involved, the Chairperson will oversee the investigation with the support of the Chief Executive and the Vice-chairperson (or the Secretary or chair of a sub-committee if the Vice-chairperson is indisposed). Taking advice from the Association's solicitors, the Chairperson (or deputy) shall identify and recommend a suitable, independent person to carry out the investigation (generally expected to be drawn from consultants with experience in governance of Scottish Registered Social Landlords).

A.26 The Chairperson shall notify the Board within seven working days of identifying that the complaint needs to be formally investigated. This will propose the arrangements for the investigation, but not the details of the alleged breach, together with a recommendation for a suitable person to conduct the investigation. The Board will also be asked to grant a leave of absence to the subject of the investigation.

A.27 The Member who is the subject of the investigation will be notified of this within seven working days, identifying the nature of the alleged breach. They will be advised that they have been granted a leave of absence and reminded that it could be viewed as a breach of the Code of Governance if they do not accept this. Likewise, they will be reminded that in subscribing to the Code, they have effectively agreed to fully participate in an investigation and not to do so is also a breach while not actively seeking to help bring the matter to a timeous conclusion may also be deemed a breach.

A.28 From the outset of the investigation, Members should be advised that they should not have any contact with the subject regarding the matter under investigation and the subject likewise informed.

A.29 The investigator shall be provided with a brief that identifies the subject and nature of the alleged breach and the names of potential witnesses they may wish to interview. They shall be provided with a copy of the Association's Code of Conduct and their attention drawn to the expected timescale (up to six weeks) and the expectation that failure to reasonably participate should be given consideration as a potential breach in itself and should not be allowed to hold up proceedings.

A.30 Where the subject of the investigation has a disability which may affect their full engagement and co-operation in the investigation process, they and the investigator will both be directed towards the relevant sections of the Association's Equality & Diversity Policy covering reasonable adjustments. The Member who is under investigation will be allowed to be accompanied to meetings with the investigator but on the explicit understanding that this is for support (expected to be by a fellow Committee Member, personal friend or relative) and in no way will they be allowed to represent, speak or advocate for the Member in question. It is to be expected that if reasonable adjustments are requested that these will reflect what has already been asked for and are in place for the member's effective participation as a Board

Member. However, any new request will be treated in line with the expectations of the Equality & Diversity Policy.

A.31 To ensure as far as possible that all correspondence should only be with the Member under investigation, this shall at all times be in hard copy letter to their known postal address, all envelopes to be marked *Private and Confidential*.

A.32 On conclusion of the investigation, the investigator shall provide a report and a meeting of the Board held to consider the findings and recommendations and to determine what action should be taken against any individual who is found to have been in breach of the Code. Ideally, the author of the report should be present and in some circumstances, the Association's solicitor may be invited to attend.

A.33 The findings of the investigation and any proposed action will be reported, in writing, to the Member concerned within seven days of the meeting at which the report of the investigation was considered. These action will be fully in accordance with the Rules of the Association.

Approval and Review

A.34 This protocol was approved by the Board. On 29 May 2019. It will be reviewed immediately following its implementation to deal with a potential breach or not later than May 2023.