



Maryhill Housing

Model Code of Conduct for Governing Body Members



Introduction

All members of The Board of Maryhill Housing 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 Maryhill Housing. The Code reflects our Values which are "Think customer first"; "See it through"; Value people's differences; Listen & improve"

- 1.1 Maryhill Housing 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 Maryhill Housing. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Board¹ 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.
- 1.3 As a Registered Social Landlord (RSL), Maryhill Housing is required to adopt and comply with an appropriate Code of Conduct ² – this Code is the Model produced by the SFHA. Maryhill Housing 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 Association and with regulatory guidance. You must also ensure you are familiar with the policies which are linked to this code such as our policy on Payments and Benefits.
- 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 protocol set out at (Appendix 1). A breach of this Code may result in action being taken by the Board to remove the member(s) involved.

Our rules state that the Governing Body can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the Governing Body to take such action (SHR Regulatory Framework (2024_ Constitutional Standard 19

² Scottish Housing Regulator (2024) Regulatory Framework, Regulatory Standard 5.2

Who the Code applies to and when

- 2.1 This Code of Conduct applies to all elected, appointed and co-opted members of the Board of Maryhill Housing and its sub-committees, as well as Maryhill Communities Limited.
- 2.2 The expectations of the Code apply in all settings and circumstances where our Board are representing us or acting on our behalf and where their conduct could reflect on our tenants /organisation and/or their reputation. The Code applies equally to conduct in person, virtually and on social media.

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.
- 3.2 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. 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 Maryhill Housing 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.
 - 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 Maryhill Housing 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 Maryhill Housing is effective.

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

4.2 In all of your activities as a Board Member of Maryhill Housing, 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 Maryhill Housing 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 must always uphold and promote the aims, objectives and values of Maryhill Housing and act to ensure their successful achievement.

A.2 I should exercise the authority that comes with your role as a Board member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

A.3 I must 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 If I am unable to support in public a decision that has been properly reached by the Board, I should resign.

A.5 I must consider the views of others and be tolerant of differences.

A.6 I 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 I must not seek to use my influence for the benefit of myself or my business interests, or 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 should exercise reasonable skill and care in the conduct of my duties.

B.2 I should avoid any situation that could give rise to suspicion or suggest improper conduct.

B.3 I must declare any personal interest(s) and meet the requirements of this Code for managing any such interest(s).

B.4 I must observe the requirements of our policy on payments and benefits.

B.5 I 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 payments and benefits.

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

B.8 I 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 Maryhill Housing and that all activities are transparent and accountable.

C.1 I should always act in good faith when undertaking my responsibilities as a Member of Maryhill Housing's Board.

C.2 I should use my skills, knowledge and judgement effectively to support Maryhill Housing's activities.

C.3 I should ensure that decisions are always taken and recorded in accordance with Maryhill Housing's Rules and procedures.

C.4 I must ensure that Maryhill Housing 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 I must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within Maryhill Housing in accordance with our whistleblowing policy.

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

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 I must ensure that the decisions that I take are consistent with Maryhill Housing's aims and objectives and with the relevant legal and regulatory requirements (including those of SHR, OSCR, FCA and the Care Inspectorate).

D.2 I will attend meetings regularly, prepare for them effectively and ensure I have access to all necessary information to enable me to contribute constructively and make well-informed decisions.

D.3 I must monitor performance carefully to ensure that Maryhill Housing's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

D.4 I should use my skills, knowledge and experience to review information critically and always take decisions in the best interests of Maryhill Housing, its tenants and service users.

D.5 I should ensure that the Board seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.

D.6 I 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 Maryhill Housing

D.7 I should contribute to the identification of training needs, keep my housing and related knowledge up to date, and participate in training that is organised or supported by Maryhill Housing.

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 must always treat my Board colleagues and Maryhill Housing's staff and their opinions with respect.

E.2 I must always conduct myself in a courteous and professional manner; I must not, by my actions or behaviour, cause distress, alarm or offence.

E.3 I must declare any personal interests in accordance with this Code; in the event that I have a continuing personal interest which conflicts with our activities, values, aims or objectives, I should resign.

E.4 I must ensure that I fulfil my responsibilities as they are set out in the relevant role description; that I maintain relationships that are professional, constructive and that do not conflict with my role as a member of the Board.

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 policies⁵

E.7 I must 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.8 I 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.9 I must not make inappropriate or improper use of, or otherwise abuse, Maryhill Housing's resources or facilities and must comply with Maryhill Housing's policies and procedures regarding the use of its funds and resources.

E.10 I must not seek or accept benefits, gifts, hospitality or inducements in connection with my role as a member of Maryhill Housing 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 my involvement with Maryhill Housing.

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 Maryhill Housing is effective.

F.1 I 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 Maryhill Housing's legal obligations are fulfilled.

F.2 I must ensure that Maryhill Housing 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 I should contribute positively to the activities of Maryhill Housing by regularly attending and participating constructively in meetings of the Board, its committees and working groups.

F.4 I should always be courteous and polite and behave appropriately when acting on behalf of Maryhill Housing.

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

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

F.7 I must not speak or comment in public on behalf of Maryhill Housing without specific authority to do so.

F.8 I must co-operate with any investigations or inquiries instructed in connection with this Code.

F.9 I recognise that the Board as a whole is accountable to its tenants and service users, and I reflect this in my 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 Maryhill Housing by example.

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

G.2 I must ensure that the aims and objectives of Maryhill Housing reflect and are informed by the views of tenants and service users.

G.3 I must always be a positive ambassador for Maryhill Housing.

G.4 I must 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 must not criticise or undermine Maryhill Housing, any of its people or its actions in public.

G.6 I must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Senior Officer.

G.7 I will not harass, bully or attempt to intimidate anyone

G.8 I must not use social media to criticise or make inappropriate comments about Maryhill Housing, its actions or any member of the Board, staff or other partners.

G.9 I must not act in a way that could jeopardise Maryhill Housing's reputation or bring us into disrepute.⁶

5 Declaring and Managing Personal Interests

- 5.1 Maryhill Housing has a policy on Entitlements, Payments and Benefits which includes our expectations in respect of the management of personal interests, which you are expected to be familiar with and to follow. All declared interests must be recorded in the Register of Interests which is available for public inspection.

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.

Acceptance and Signature

- 7.1 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 1: Protocol for Dealing with a Breach of the Code of Conduct

- 1.0 This protocol sets out the approach that will be taken when a Board member’s conduct breaches the Code of Conduct. The three possible approaches are:
 - a) Managing minor conduct issues at internal Board and Committee meetings.
 - b) Informal process for dealing with potential minor breaches.
 - c) Formal process for investigating potential major or repeated breaches.

- 2.0 Who is Responsible
 - 2.1 Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another Board member office bearer. In the event that an allegation is made anonymously it will be dealt with as thoroughly as possible, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.
 - 2.2 The Chair of the Board has delegated authority, in consultation with the Vice Chair and Chair of Audit & Risk Committee, to instruct, progress and conclude investigations in accordance with this protocol. If the Chair is unavailable, or is the subject of the allegations, this will be delegated to the Vice Chair or Chair of Audit & Risk Committee.
 - 2.3 In exceptional circumstances (for example particularly complex or sensitive issues), it may be helpful for the Chair to be supported by the Association’s solicitor or another trusted external adviser. In such circumstances, the adviser may, by agreement, fulfil duties otherwise undertaken by the Chair, but will always be accountable to the Chair and Board. 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
 - 2.4 The Scheme of Delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct. It is important to ensure that anyone who may be called upon to exercise these responsibilities is provided with appropriate training and/or support.

Delegated Authority to Oversee Potential Breaches	Any Two from the following (must include at least one)
Board	Chair, Vice Chair, Audit & Risk Chair
Senior Management Team	CEO and/or Corporate Services Manager or in absence of either then Director of Resources or Director of Operations

2.5 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

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 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 Maryhill HA's values, Rules or policies; threatens the reputation of Maryhill HA; risks bringing the organisation into disrepute or undermines Maryhill HA 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 others 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 Board member 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 Board appointed in accordance with this Protocol, with support from the Chief Executive / Corporate Services Manager 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/ or the Vice Chair/ A&R Chair 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 are 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 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 guidance²⁵) in terms of reporting the outcome of the investigation are met and will be supported by the Chief Executive / Corporate Services Manager to do this.

Route A

Informal process for potential minor breaches

- 5.1 A minor breach of the Code of Conduct may include:
 - ♦ Repeated or more serious minor issues with conduct at internal meetings.
 - ♦ A single example of inappropriate conduct during any other activity in their role as a Board member.
 - ♦ A single failure to follow the requirements of an approved policy.
 - ♦ Making comments on social media that go against the ICT Acceptable Use Policy.
- 5.2 The details of these types of potential breaches will be recorded in writing and a copy shared with the Board member within five working days of the incident occurring or of receipt of the complaint, including information on how the informal process is to be taken forward. These written details will be drafted by someone unconnected to the incident, usually this will be the Corporate Services Manager or CEO.
- 5.3 The Corporate Services Manager, or CEO will provide support on procedural matters to the Chair.
- 5.4 The Chair will then meet with the Board member to discuss the issue of concern. The Corporate Services Manager will attend the meeting as note taker. A letter will be sent within five working days of this discussion to confirm the outcome of the matter and any agreed action. This letter will be drafted and issued by the Corporate Services Manager with content agreed with the Chair (or other relevant Office Bearer).
- 5.5 This type of minor issue will not require notification to the Board or to the Scottish Housing Regulator. The Board member will not be required to take a leave of absence while this process is underway.
- 5.6 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.

Route B

Formal process for potential major or repeated breaches

- 6.1 A major breach of the Code of Conduct may include:
- ♦ Repeated minor breaches by the same Board member.
 - ♦ Consistent or serious failure to observe the terms of the Code of Conduct
 - ♦ A breach by a Board member office bearer that undermines their responsibilities as an ambassador and leader.
 - ♦ Serious misconduct during any other activity in their role as a Board member.
 - ♦ Repeated or more serious examples of failing to follow the requirements of an approved policy.
 - ♦ Failure to act in the Association's 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 the interests of the Association or those of our customers, or our contractual obligations.
 - ♦ Accepting a bribe or inducement from a third party designed to influence the decisions made by Board
 - ♦ Serious inappropriate behaviour towards a colleague, member of staff, tenant, customer, partner or stakeholder
- 6.2 The Chair will ensure a written statement is prepared that provides a detailed description of the potential breach, usually this will be drafted by the Corporate Services Manager or Company Secretary. This may be based on a written complaint from a third party or may be agreed by the Chair and the person making the complaint, where relevant. A summary of this statement will then be shared with the Board member who is the subject of the allegation including information on how the formal process is to be taken forward. This statement will be shared by the Corporate Services Manager within five working days of the incident occurring or of receipt of the complaint.
- 6.3 The Chair, in consultation with the Vice Chair and Chair of Audit & Risk Committee, and with support as required from the Corporate Services Manager and/or CEO, will then instruct an independent investigation. The Chair will recommend a suitable external person to carry out the investigation and may seek advice from the Association's solicitors to do so. The Chief Executive and/or Corporate Services Manager may support the Chair to do this.

- 6.4 The potential breach will then be notified to the Board and Scottish Housing Regulator by the Chief Executive within two working days. The Corporate Services Manager will notify the Scottish Housing Regulator about any potential breaches involving the Chief Executive. This notification will be prepared in consultation with the Chair. The notification will include the proposed arrangements for investigation but will not describe the full detail of the complaint.
- 6.5 For all investigations a written brief will be prepared that sets out the nature of the complaint and of the investigation to be carried out, as well as the timescale for completion and reporting. This brief will always be drafted by someone unconnected to the matter. The brief may refer to any action previously taken that is relevant to the Board member concerned.
- 6.6 The independent investigation will normally be overseen by the Chair plus either the Vice Chair or Audit & Risk Chair. Investigators will be supported in the conduct of the investigation by a Senior Officer. Investigations should not usually take more than six weeks to conclude.
- 6.7 The Board member who is the subject of the allegation is expected to co-operate with the investigation but will not be party to any of the discussions relating to the investigation. The Board will grant a leave of absence to a member who is the subject of a complaint while the investigation is carried out.
- 6.8 At the end of the investigation the Chair, Vice Chair and Chair of Audit & Risk Committee will consider the recommendations, before reporting to the Board. The investigator themselves will normally present their report at the next suitable Board meeting. Board members will then consider the report and its recommendations to determine what action should be taken against any individual who is found to have breached the Code of Conduct.
- 6.9 The Board will report a summary of the findings of the investigation and the proposed action to the Board member concerned within five working days of the meeting.
- 6.10 The outcome of any investigation, including the action being taken as a result, will be notified to the Scottish Housing Regulator. The Chief Executive or Corporate Services Manager will be responsible for this notification unless this involves the Chief Executive when the Corporate Services Manager will be responsible.

6.11 Existing and former members of the Board may be identified as being able to contribute relevant information to an investigation: the Code of Conduct requires current and former Board members to contribute to an investigation and a failure to co-operate (by either the subject of a complaint or a Board member asked to contribute) would, itself, constitute a breach of the Code. Former members of the Board 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 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 / Corporate Services Manager (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 Board.

7.5 All investigations will be the subject of a written brief which sets out the Board 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 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). 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 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 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 consideration and decision making.
- 8.2 The 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 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
 - If there has, how serious a breach it is
 - What action should be taken and the outcomes to be achieved
- 8.4 The 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 personal contact with the Board member whose conduct has been investigated to explain the Board'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 Board Member 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 of Conduct is confirmed, the Board 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 It may take the form of some or all of the following:
- ♦ an informal discussion with the Board member concerned.
 - ♦ 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.

- 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 the decision is taken at a special meeting called for that purpose, in accordance with Rule (44.5).
- 9.4 A record of the outcome of an investigation (whether the complaint is upheld or not) will be retained in the Board member's file for 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. Additional Information
- 10.1 Further guidance and template documents for managing a breach of the Code of Conduct are available in the SFHA Model Code of Conduct for Governing Body Members and Accompanying Guidance.