



CODE OF CONDUCT FOR COMMITTEE MEMBERS (GOVERNING BODY)

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Contents

1. [Introduction](#)
2. [Who Our Code Applies to and When](#)
3. [How Our Code is Structured](#)
 - a. [Selflessness](#)
 - b. [Openness](#)
 - c. [Honesty](#)
 - d. [Objectivity](#)
 - e. [Integrity](#)
 - f. [Accountability](#)
 - g. [Leadership](#)
4. [Breach of this Code](#)
5. [Acceptance and Signature](#)

1. Introduction

- 1.1. All members of the Management Committee 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 (Oak Tree Housing Association). The Code reflects our Values which are:-

Leadership - Accepting accountability and balancing vision with execution, leading by example and encouraging and developing the staff team to be the best they can be

Customer Focus - When developing and providing our services, our tenants' and other customers' needs come first

Team Working - By working together we will develop our flexibility and resilience to ensure we provide a best value service to our tenants and customers

Communication - Our communication is effective, accurate, up-to-date and easy to understand

Respect - We treat our tenants, other customers and each other with respect and dignity at all times

Integrity - Openness, honesty transparency and trust are at the core of all that we do.

- 1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Management Committee. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Management Committee¹ if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.4 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct². Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations,

¹ Our Rules state that the Management Committee 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 Management Committee to take such action (SHR Regulatory Framework (2024) Constitutional Standard 19

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

which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.

- 1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Management Committee 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. Management Committee 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.
- 1.6 If there is a concern that a member of the Management Committee 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 Management Committee to remove the Committee member(s) involved.
- 1.7 This Code of Conduct was adopted by our Management Committee on 25th August 2025.

2. Who Our Code Applies to and When

- 2.1 Our Code of Conduct applies to all elected, appointed and co-opted members of our Management Committee and its sub-committees.
- 2.2 The expectations of the Code apply in all settings and circumstances where our Management Committee members 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.

3. How Our Code Is Structured

- 3.1 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.³
- 3.2 Each principle is described, as it applies to the activities of OTHA and its Management Committee 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 OTHA and our Management Committee members are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

³ Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

3.2 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 OTHA at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Management Committee 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 OTHA'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 Management Committee member responsibly
- A.3** I will accept responsibility for all decisions properly reached by the Management Committee (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4** I will consider and respect the views of others.
- A.5** I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.
- A.6** I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected⁴ or their business interests.

⁴ See Disclosure of Interest Appendix 1 for definition of "closely connected"

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 OTHA's policy on Entitlements, Payments and Benefits Policy.
- B.5** I will ensure that, in carrying out my role as a Management Committee 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 OTHA 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 Management Committee 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 OTHA has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Management Committee member to report any concerns they have about possible fraud, corruption or other wrongdoing.⁵
- 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 resources⁶ 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 bribery “Farud, Bribery and Corruption” 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.

⁵ 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.

⁶ 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 effectively 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 Committee 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 Committee 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 OTHA 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 Management Committee 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 use⁷ 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 Management Committee 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.

⁷ 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 OTHA'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 Management Committee, 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 Management Committee 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.
- 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 Management Committee, staff or other partners.
- G.9** I will not act in a way that could jeopardise our reputation or bring us into disrepute.⁸

⁸ This includes activities on social media, blogs and networking sites.

4. Breach of this Code

- 4.1 I recognise that each member of the Management Committee 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 Management Committee. 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 Management Committee which could result in my removal.

Signed _____

Date _____

Appendix B

Further Guidance for Governing Body Members

Supporting Guidance to the Code of Conduct for Committee Members

This Guidance has been prepared for members of the Management Committee to support the adoption and explain the terms of our Code of Conduct. All members of the Management Committee must sign the Code of Conduct when they are elected, co-opted or appointed, and then on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean Oak Tree Housing Association "OTHA".

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 Management Committee. You have a personal responsibility to uphold both the spirit and the requirements of our Code.

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 Management Committee member and you are responsible for ensuring that you are familiar with the terms of the Code and that you always act in accordance with its requirements and expectations. Management Committee 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 you have any questions about the Code or your role with us, please speak to Sean Connor, Chief Executive Officer.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct⁹. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations (2024), which the Scottish Housing Regulator (SHR) has confirmed fully complies with its regulatory requirements.

You cannot be a member of the Management Committee 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. Our rules state that the Management Committee 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 Management Committee to take such action.¹⁰

Each year, following the AGM, Management Committee members will be asked to sign and date our Code of Conduct to confirm your commitment to the principles, requirements and expectations that it describes and to meet the requirements of our rules. A copy of our Code, showing your signature throughout your membership of the

⁹ Scottish Housing Regulator (2024) Regulatory Framework, [Regulatory Standard 5.2](#)

¹⁰ SHR Regulatory Framework (2024) Constitutional Standard 19

Management Committee, will be retained by us, in accordance with our Data Protection/Privacy policy.

Our Code of Conduct applies to all elected, appointed and co-opted members of our Management Committee and its sub-committees.

How the Code is structured

The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.¹¹

In the Code, each principle is described, as it applies to the activities of an RSL and its Management Committee Members. This guidance is offered to support the application of the Code of Conduct by providing some illustrations of the practical application of the Code's requirements. **It is emphasised that the guidance is not exhaustive.**

It must be remembered that Management Committee members and RSLs are always responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

The Principles of the Code

The seven principles of the Code are:

- A. [Selflessness](#)
- B. [Openness](#)
- C. [Honesty](#)
- D. [Objectivity](#)
- E. [Integrity](#)
- F. [Accountability](#)
- G. [Leadership](#)

The remainder of this guidance offers some illustrations of how each of the principles may be applied to your role as a Committee member. There are references throughout to the need for Committee members to 'be familiar' with the terms of policies and other documents. This does not mean that you need to know the detailed content of all the documents but rather you should be aware of their key principles and have ready access to them in the event that the detail is necessary.

¹¹ Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

A. Selflessness

This principle emphasises the importance of Committee members acting in our best interests at all times and taking decisions that will support delivery of our objectives. Although individual Committee members bring knowledge and experience to their role, you are not a representative for a specific interest or group: your experience and knowledge should inform your contribution to discussion but your decision-making should be influenced by our aims and objectives and not individual or specific interests. In practice, this means that you must always make a conscious effort to see the bigger picture and not concentrate just on the issues that are important to you.

A1 refers to upholding our values, which are included at 1.1 in the introduction of our Code.

The principle contains a commitment to always support and uphold the Committee decisions and our actions (A3): if a Committee member were to actively undermine or publicly contradict or disagree with decisions that have been properly considered and/or actions that have been approved and/or accord with approved policy or practice, this may constitute a breach. E3 of the Code contains a parallel commitment: if a decision is taken by the Committee that a member fundamentally disagrees with and cannot support, it may be that resignation should be considered if the differences cannot be reconciled. After all, GBMs volunteer for their role because they support the organisation's aims, objectives and activities; if that changes, so too will their commitment and enthusiasm.

This principle is not intended to prevent a Committee member from disagreeing with a proposal during a meeting (as part of their role to exercise scrutiny and challenge) or from recording their dissent from a decision; rather it is intended to ensure that no member of the Committee actively and/or publicly undermines the organisation. In practice, this means, for example, that you should not question in public why a decision was taken or publicly disagree with a decision or action or otherwise criticise the organisation. It is only if a Committee member actively undermines or disagrees with a decision or action that a breach of the Code may arise. A similar provision is contained in the Code of Conduct for staff. It is important to remember that this principle applies to comments made in person and virtually (e.g. via social media).

A4 specifies that Committee members will always be respectful to others: this means, among other things, that you must uphold and be familiar with our policies relating to Equalities, Diversity and Human Rights and Dignity at Work. This requirement relates to all of your engagements with Committee colleagues and staff, tenants and customers, partners and agents, whether in person or virtually. In practice, this means listening to and considering other views and respecting opinions even if they are very different from your own. It also applies to wider conduct: E1, E2 and E3 are specific about the responsibilities of Committee members to ensure that they do not bring the organisation into disrepute. It is important to remember that conduct that wouldn't be considered acceptable face to face will not be acceptable in a virtual environment, either.

The Code stresses that Committee members should not stray into operational matters or seek to use their influence (A6) inappropriately or for personal gain. This means that Committee members should always refer individual matters relating to themselves or someone they know or in which they have an interest to the relevant member of staff or to the CEO for onward delegation.

B. Openness

This principle sets the framework for ensuring that, in all of our activities and in all your actions, transparency and openness are evident. In practice, this means that you must identify and declare all personal interests which are relevant to our work and to your role with us. You must be familiar with the process for declaring interests and you must make sure that the Register of Interests is accurate and up to date at all times. You must ensure that you are well informed about our policy on declaring interests, which forms part of our EPB (Entitlements, Payments and Benefits) Policy (B3).

You must always be careful and cautious about how your actions may be viewed by others and take care to avoid anything which could compromise or embarrass you or us (B2). In practice, this means that you cannot accept gifts or hospitality that are not permitted by our Entitlements Payments and Benefits policy (EPB).

B5 reflects the requirements of SHR's regulatory standard 2 by emphasising the importance of Committee members being well-informed about the needs and priorities of tenants. In practice, this may include considering information from Tenant Scrutiny groups, monitoring tenant satisfaction and landlord performance data, offering/considering insight provided from individual Committee members' experiences of their landlord. Committee members should use this information to inform their consideration of the business that is brought to the Committee.

We are covered by the requirements of the Freedom of Information (Scotland) Act and the SHR's Regulatory Framework requires us to be open and accountable for what we do¹². As a member of our Committee, you are responsible for ensuring that we comply with these legal and regulatory requirements: in practice, this means monitoring our compliance and ensuring that we communicate openly and respond effectively to tenants, customers, regulators, funders and partners.

The Committee should oversee a culture of openness throughout the organisation – in our communications, access to our website, engagement with tenants and customers and willingness to provide information and answer questions. In practice, this means working on the basis that information will be made available unless there is a good reason for it being withheld. At the same time, you must also ensure that confidentiality is respected (B6 and B7 require that information is made available but E6 also requires that confidentiality must be ensured). This means that it is important

¹² Regulatory Standard 2 (SHR Regulatory Framework 2024)

for Committee members to be involved in agreeing the policy framework that supports how we categorise information.

C. Honesty

This principle emphasises the importance of always acting honestly and in good faith in undertaking your role as a Committee member; it also supplements the principle of Openness. To uphold this principle, you should ensure that you are familiar with our rules, standing orders and scheme of delegation, as well as our governance policies and procedures (C3). Of course, you should also ensure that you always act and speak honestly and openly.

C4 requires you to be aware of the terms of our Whistleblowing Policy: in practice, this means that the Committee, collectively, must be assured that the policy is fit for purpose (SHR has issued Statutory Guidance on Whistleblowing) and that there is regular training provided for Management Committee members and staff on its terms. Committee members must also ensure that there are effective procedures in place for whistleblowing allegations to be made and investigated, with adequate safeguards in place to protect complainants. Committee members have an individual duty to report any concerns that you may have about possible fraud, corruption or wrongdoing (C5 and C7). You must, therefore, be familiar with the terms of our Fraud, Bribery and Corruption policy. You are expressly forbidden to accept any gifts or other inducements which might create, or be capable of creating, a sense of obligation to another party. Our EPB policy sets out the framework for considering any offers of gifts or hospitality.

C6 stresses your commitment to ensure that our funds and resources are used properly and for legitimate purposes. This means that decisions about what we do and how we act must fit with, amongst other things, our permitted purpose, and objectives, our business plan and the terms of our loans and grant-making authorities.

C8 further emphasises¹³ your responsibility to ensure that neither you nor someone closely connected to you is seen to benefit inappropriately from your role with us and to be very open in declaring all relevant personal interests. In practice, this means ensuring that you are not involved in any decisions which personally impact or affect you or someone you are close to. This does not mean, however, that a GBM who is also one of our tenants cannot be involved in deciding matters that affect all tenants or a large group of tenants (e.g. annual rent increase, establishment of a community resource). It would mean, however, that tenant GBMs cannot be party to strategic decisions involving the future of a group of properties which included their own home (such as demolition on the grounds of safety); in a situation like this, any tenant would make their own representations through the consultation process and not take part in the Board discussion. This restriction also reflects the principle of objectivity, which follows.

¹³ A6 and B3 are also relevant

D. Objectivity

This principle is about the need to ensure that you make decisions based on an objective consideration of the information that is presented to you in reports. In practice, this means that you must be satisfied that you have access to all of the information you need to fulfil your responsibilities, whilst – at the same time – being mindful of and respecting the distinct roles of Committee members (strategic) and senior staff (operational). It also means making sure that you put aside any personal views that you might have.

D1 reflects the provisions of Regulatory Standard 1 by committing Committee members to ensuring that decisions are consistent with all legal, constitutional and regulatory requirements. This means that Committee members must be familiar with these provisions. Reports should refer and draw attention to the relevant legal, regulatory and financial constraints/conditions, with Minutes recording that these have been adequately considered.

D2 is explicit about the importance of preparing adequately for meetings – our role description contains an indication of the time that is likely to be involved in meeting preparation. Preparation includes reading all of the reports and also accessing any additional information that may be available (e.g. supplementary reports) and which you feel is necessary to enable you to contribute effectively. This might also involve the Committee requesting that specialist or independent advice is obtained (D5 and Regulatory Standard 4.1) – and individual members being aware of when it is appropriate and/or necessary to do so (D5).

D6 describes the responsibility of Committee members to ensure that the organisation has an effective and robust framework for assessing and managing risk: this includes being satisfied about the delegation of authority, operation and reporting of e.g. the Housing & Technical Services Sub Committee / Finance, Staffing & General Purposes Sub Committee. It also relates to the operation of financial regulations and the effectiveness of financial planning, budget preparation, forecasting and reporting. Regulatory Standard 3 is relevant to this principle.

In order to be objective, Committee members must be well-informed about the organisation's business and operating environments as well as the sector and economic policy and strategy contexts. D7 commits Committee members to participate in regular training to keep their knowledge up to date. Of course, no one is expected to be an expert in everything but there is an expectation that each Committee member will help to identify their own ongoing training needs and the priorities for the Committee collectively – this will be an element of the annual review of the Committee's effectiveness (as required by Regulatory Standard 6.5).

E. Integrity

This principle focuses on the importance of always acting in our best interests and actively promoting our values, aims and objectives and reflects many of the other principles in the Code.

E1 and E2 echo A4: Committee members must be respectful and courteous in all that you do: in practice, this means being prepared to 'agree to disagree' when strong opinions are held and being tolerant of views and perspectives which might be very different from your own. It also means recognising and acknowledging that what's acceptable in terms of language and conduct change and being mindful that differences in cultures, faiths and beliefs can be very significant and sensitive. Equally, it's important to remember that the Code applies in all settings: any conduct that would be questionable in person would also be questionable in a virtual environment.

E3 complements A3 in terms of publicly promoting and supporting us and our activities but it also includes a commitment to notify the Chair as soon as you become aware of anything that might compromise us or our interests. In practice, this might include being associated with, for example, a community council's opposition to a planning application that we have made or being involved in something that may become public and which could embarrass us.

E4 refers to the role descriptions that we have adopted: all Committee members must be familiar with the terms of their role description and, for office bearers, there will be more than one. In practice, this principle seeks to ensure that relationships are professional, amicable and constructive with respect for the boundaries between the strategic role of the Committee member and the operational responsibilities of senior staff.

E5 complements A4 and is a specific commitment to uphold our Equality, Diversity, Inclusion and Human Rights policies. It reflects our statutory and regulatory duties to uphold and promote equalities and human rights and to ensure that our policies and practices are informed by our understanding of our tenants' needs and expectations.

E6 is a commitment to uphold our Whistleblowing and acceptable use policies. This reflects the regulatory requirement for us to have a whistleblowing policy and the Regulatory Standard that requires 'clear procedures for employees and governing body members to raise concerns or whistleblow if they believe that there has been fraud, corruption or other wrongdoing within the RSL.'¹⁴

E7 and E8 relate to confidentiality and the importance of maintaining it. This applies to the content of reports, discussions at Committee and committee meetings and all other business that you have access to in your role as a Committee member. Upholding this principle requires you not to discuss anything that is identified as being confidential with anyone who is not entitled to the information. It also means making sure that any documents are stored securely (e.g. by means of passwords on laptops or other devices, in a locked drawer) and that on-line discussions and your contribution to them cannot be overheard (e.g. if attending a virtual meeting). In applying this principle, you must also be mindful of our duties in respect of safeguarding personal information i.e. anything from which an individual can be identified.

¹⁴ Regulatory Standard 5.6

F. Accountability

This principle is about the importance of taking personal responsibility for your contribution to our governance. In practice, this means being active in your role as a Committee member – asking questions, critically reviewing information and monitoring performance and participating in strategy and planning events (F3).

F1 is a specific commitment to upholding legal and regulatory requirements: in practice, this means that you should feel assured and satisfied, as far as you reasonably can, that we are compliant with our legal and regulatory obligations as well as our own internally set standards. Your assurance will come from your participation in our governance – the reports, discussions, external advice and audits that you are asked to consider and which form the evidence for the Committee annual Assurance Statement (F2).

As a Committee member, you are expected to participate in an annual review of the effectiveness of your own contribution (F4) and of our overall governance (G4). As well as being a principle of the Code, this is also a regulatory requirement (Regulatory Standard 6.3).

F6 places a responsibility on each Committee member to be assured that there is an effective process in place to appraise the CEO's performance: in practice, this also means ensuring that the CEO is adequately supported as well as being held to account for the achievement of both corporate and individual objectives. Committee members must also be satisfied that the CEO's annual appraisal is carried out effectively and that its outcome is reported to the Committee.

Our Scheme of Delegation identifies who is authorised to make public comments on our behalf. It is not normally appropriate for an individual Committee member to speak in public without prior agreement from the Chair. This includes, for example, accepting an invitation to contribute to a conference or event because of your role with us. The Code's principles also extend to social media activities (F6, G8).

F7 is a specific commitment to participate in and co-operate with any investigations that may be instructed relating to the Code, involving you either directly or as a witness. This obligation extends beyond your term of membership of the Committee which means that your co-operation may be requested when you are no longer a member of the Committee. It is unlikely that you would be asked to contribute to any such investigation more than a year after you have left.

As an RSL, we are accountable to our tenants and service users for our actions: F9 requires Committee members to ensure that the best interests of tenants and service users guide planning and decision-making. In practice, this means being informed and taking account of the views of tenants and service users in all aspects of your role and ensuring that reports contain sufficient information to give you assurance that proposals are similarly informed before you make a decision.

G. Leadership

The role of the Committee is to lead and direct the organisation to deliver good outcomes for our tenants and service users¹⁵. This section of the Code sets out some specific expectations about that part of your role. It also stresses the importance of Committee members leading by example and making a positive and active contribution to our governance (G1, G2).

G3 echoes A3 and E3 by specifying your responsibility to be positive in your support for us and our work. In practice, this means representing us positively both when acting on our behalf and in your wider activities.

G4 complements the individual focus of F4 by being explicit that the governing body should review the overall effectiveness of its governance arrangements. This forms part of our annual review process, which also includes a review of the range of skills, knowledge and experience that the Committee collectively needs to fulfil its responsibilities. Committee members have a responsibility to contribute to the process of identifying any gaps and the best means of filling them (D7)¹⁶.

G5 supports G3 (and A3 and E3) by being explicit that you should not criticise us, our people or our actions in public. This does not mean that you cannot be critical or raise concerns – that is a key part of your responsibility as a Committee member – but you should always be constructive and objective in your challenge and criticism, which should be expressed at meetings and in discussions and with the relevant people, in accordance with our structures and procedures.

G6 is a specific commitment not to criticise or undermine (or appear to undermine) members of staff (individually or collectively) in public (including to e.g. tenants or partners). Any concerns which you have should be raised directly and privately with the Chair or CEO.

G7 echoes provisions in the Staff Code regarding bullying and harassment.

G8 supplements the principle at F7 by making specific reference to social media activity: all of the provisions of the Code apply to your presence on all social media platforms.

As someone who is responsible for leading our organisation, it is essential that Committee members are not associated with anything that could compromise us or bring us into disrepute. G9 echoes the provisions that are set out at E3 and E4. In all that you do, you must be mindful of any potential negative impact on us and, if you become aware of anything that could affect us, you must bring it to the attention of the Chair quickly (E3).

¹⁵ Regulatory Standard 1

¹⁶ Regulatory Standard 6.5

Breach of the Code

If a complaint is made or concern is raised that a member of the Committee may have breached any part of our Code, the matter will be investigated in accordance with the Protocol which has been approved by the Committee. The protocol forms part of our governance policies and is accessible within the Resource section on Decision Time.

A potential breach will normally be formally investigated. It is the responsibility of the Chair to decide, in consultation with other office bearers, if an internal or an independent investigation should be conducted. A Committee member who is the subject of a complaint or concern about a potential breach of our Code is expected to take leave of absence whilst an investigation is carried out: (our Rules allow the Committee to require that this happens)¹⁷. Whilst on leave of absence for this reason, a Committee member is not entitled to receive any papers or correspondence (other than in relation to the investigation) or to take part in any meetings in their role as a Committee member. The requirements of our Code of Conduct continue to apply throughout the term of the leave of absence.

A serious breach of our Code may result in action being taken by the Committee to remove the member(s) involved. This is a serious course of action which is provided for in our rules¹⁸. It requires a majority of Committee members who attend a special meeting of the Committee to support a resolution to remove the member because of their failure to comply with the requirements of the Code or our rules, policies or standing orders. If a Committee member is removed as a result of such a resolution, or resigns, having been notified of the Committee's intention to consider such a resolution, they cannot be re-elected or appointed or co-opted to the Committee during the subsequent five years. A Committee member who has been removed cannot be elected, appointed or co-opted to the governing body of another RSL during the same period¹⁹.

¹⁷ Rule 37.8

¹⁸ Rule 44.5

¹⁹ Rule 43.1.5 / 43.1.5 /43.1.7

Model Code of Conduct for governing body members

Appendix C

Model Protocol for Dealing with an Alleged Breach of the Code of Conduct

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Scottish Federation of
Housing Associations

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OTHA 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 OTHA 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 Committee 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 Committee) to instruct, progress and conclude internal and external investigations carried out in accordance with this protocol.

- 2.3 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 Committee member)
Committee	Chair, CEO
Senior Staff	CEO, Management Team members

- 2.4 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 Committee to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.
- 2.5 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 Committee 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 Committee Member has failed to meet the requirements of the Code of Conduct; is contrary to OTHA's Values, Rules or policies; threatens the reputation of OTHA; risks bringing the organisation into disrepute or undermines OTHA 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 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 Committee 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 Committee. This might be the case, for example, if an anonymous complaint is received which cannot be investigated because of a lack of information.
- 4.3 Anonymous complaints or allegations can be difficult to resolve but, in the event that anonymous information is received or made known, an initial review should be undertaken to establish whether there is the potential for any substance to the concern. If so, an investigation should be undertaken, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.
- 4.4 Minor issues, actions or conduct at an internal meeting or event are unlikely to constitute a breach of the Code of Conduct that warrant investigation. The Chair (and other office bearers) should exercise their judgement in determining which of the

courses of action set out in this Protocol is more appropriate.

- 4.5 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 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 guidance²⁰) in terms of reporting the outcome of the investigation are met.

5. Route A

- 5.1 Route A is an internal and informal process to address potential minor breaches. This is intended to be a relatively informal process, used to address e.g. one-off discourtesy at an internal meeting, isolated or uncharacteristic failure to follow policy. 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

²⁰ Scottish Housing Regulator (2024) [Notifiable Events guidance](#)

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 Committee 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.

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 Committee 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 Committee 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 Our scheme of delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct (see section 2.3)
- 6.8 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.
- 6.9 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 Committee member should be recorded by someone who was not present when the issue arose – this could be a member of staff).

- 6.10 The Committee 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. A Committee 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 Committee 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. Committee members are expected to co-operate with such investigations²¹.
- 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 these circumstances. The Committee 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 Committee, normally by the Chair or Secretary, within seven working days, either of occurring or of receipt of the complaint. The notice (which should be confidential) will not describe the detail of the complaint and will set out the proposed arrangements for investigation, including who will conduct the investigation (if known) and which members of the Committee 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 Committee members responsible for overseeing the investigation.
- 6.14 An internal investigation (when it is decided to be the appropriate response)

²¹ Code of Conduct F7

will be carried out by at least two and not more than three Members of the Committee, who are not responsible for overseeing the investigation. In selecting the Committee members, we will seek to ensure that the investigators represent the profile of the Committee.

- 6.15 Existing and former members of the GB may be identified as being able 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 Committee 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 Committee'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 Committee 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). Committee 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 Committee 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 Committee. 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 Committee's consideration and decision making.
- 8.2 The Committee 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 Committee, which may be called specifically for this purpose. It is the responsibility of the Committee 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 Committee will report the findings of the investigation and any 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 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 Committee

- 9.2 Where, it is concluded that a serious breach has occurred, the Committee may require the member to stand down from their position in accordance with the Rules.
- 9.3 If the Committee proposes to remove a member, following investigation, the member will have the right to address the full Committee 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 Committee, in accordance with Rule²² (44.5)
- 9.4 A record of the outcome of an investigation (whether the complaint is upheld or not) will be retained in the Committee 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. Definitions

- 10.1 OTHA 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

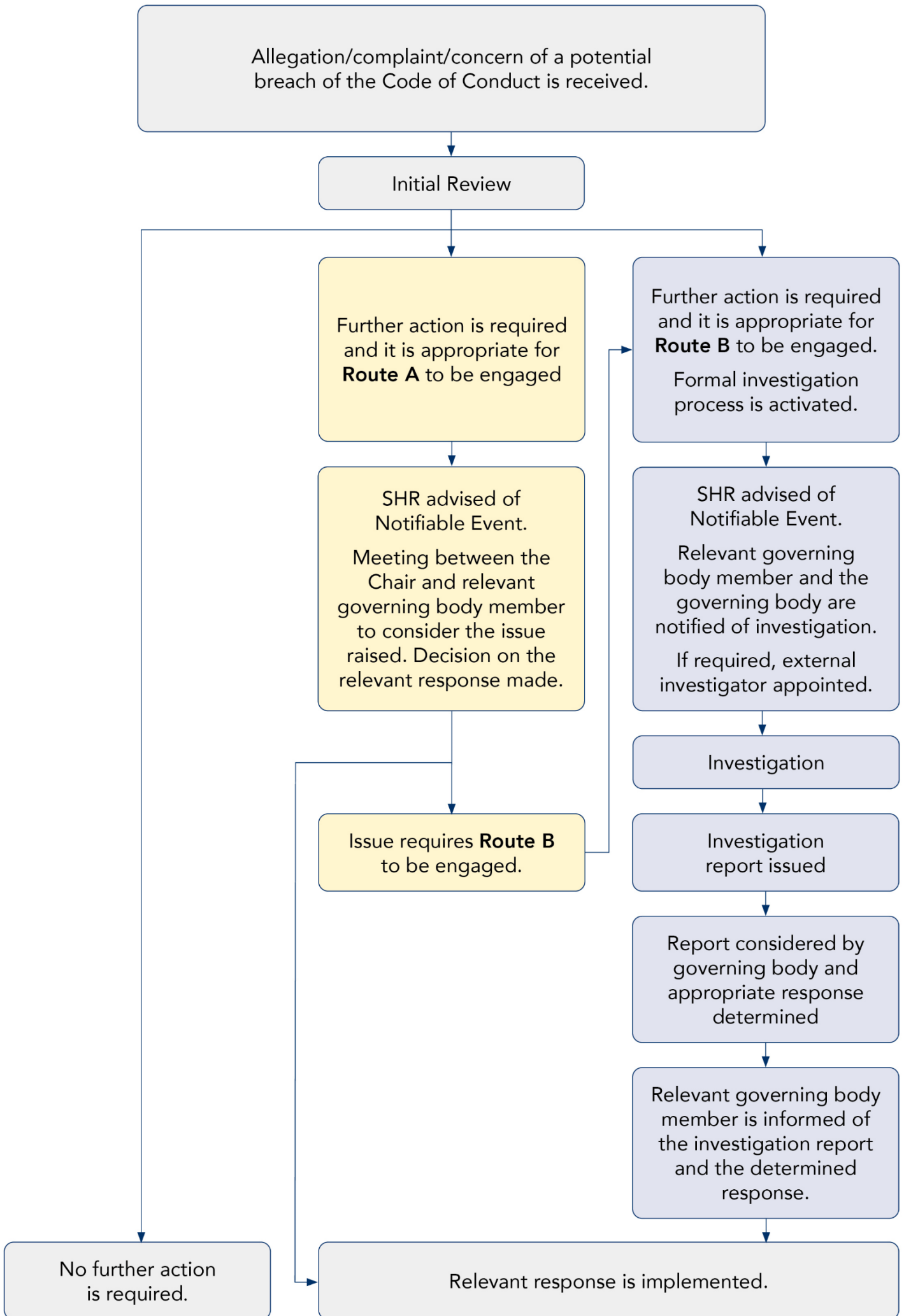
11. Approval and Review

- 11.1 This protocol was approved by the Committee of OTHA on 25th August 2025

²² SFHA Model Rules (2020)

Appendix D

Flowchart Summarising Protocol Process



Appendix E

Guidance on Implementing the Model Protocol

Guidance on Implementing Model Protocol

This Appendix has been produced to support the implementation of the Model Protocol at [Appendix C](#) which can be used when a potential breach of the Code of Conduct has been identified. The references to the protocol are consistent with Appendix C, but please note that your organisation may have amended or customised the Protocol – in which case, references in this guidance may not be consistent. References to rules are to the [SFHA Charitable Model Rules 2020](#).

The Model Protocol sets out a process to deal with and respond to concerns and complaints about alleged failures to comply with and/or potential breaches of the Code of Conduct. It can be customised to fit your organisation's processes, and at several points square brackets are included as a prompt to insert details pertinent to your organisation, e.g. **Committee**. The protocol is offered as a model or template that individual organisations may adapt to meet their own requirements. It is not intended to be prescriptive.

Who Implements the Protocol? (section 2 of the Protocol)

Concerns about a governing body member's conduct should be communicated to the Chair who is then responsible for deciding how to proceed and leading the agreed process. On becoming aware of a concern, the Chair should, in consultation with other office bearers decide on the appropriate way forward.

If the Chair is the subject of the complaint or allegation, the Vice-Chair should lead the process, unless they are also involved. In that event, the other office bearers should take the lead; and if that isn't possible, two other members of the governing body should do so (e.g. members of the Audit Committee). This guidance refers to the Chair throughout but, when implementing the Model Protocol, should be understood to refer to the governing body member who is leading the process.

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, including anyone who may be called on as a witness. Consequently, it may be necessary to ask other members of the governing body to take on the responsibilities that the Protocol allocates to the Chair and other office bearers. Delegated authorities should be sufficiently flexible/comprehensive to support this.

The senior officer will normally provide support to the Chair in implementing the protocol, although this role may be undertaken by another senior member of staff or by an officer with specific governance responsibility.

The Scheme of Delegation should make provision for the implementation of the protocol so that there is an agreed list of authorised people to implement the process.

Describing or Defining the Complaint (section 3 of Protocol)

It is important that there is clarity about what the concern is or the nature of the complaint. Although the complaint or concern may not, initially, be in writing, the

issue should always be recorded to ensure there is clarity and agreement about the issue. This may be achieved e.g. by the Chair producing a note of what has been reported to them or by the senior officer preparing the note.

Some examples might be:

- During a conversation, a concern is raised with the Chair by a governing body member about the conduct of another governing body member at an external event. The Chair subsequently produces a short note describing the conversation/concern which forms the basis of discussion with the office bearers about how to proceed;
- The senior officer has concerns about the conduct of a governing body member towards staff which they communicate to the Chair in an e-mail; this becomes the basis for discussion between the Chair and the office-bearers about how to proceed;
- A written complaint is received about the conduct of a governing body member

When to Use the Protocol (section 4 of the Protocol)

If a concern is raised, the first step is to establish whether there is sufficient information to proceed and, if there is, to determine which route is most appropriate.

It is important to remember that proceeding to investigate an issue may not be the most appropriate response, at least initially: where concerns are essentially performance related (e.g. irregular attendance, lack of preparation), a conversation between the GB and Chair should be arranged where support can be offered and any challenges being encountered by the GBM can be identified and understood. It would only be in the event that the 'performance' did not improve that action relating to a potential breach of/failure to uphold the Code of Conduct may be considered appropriate.

The Model Protocol provides for an initial review (see Section 4) and it is important to stress that this is not a 'mini-investigation'. This should simply be a swift overview of the concern/complaint to establish which is the most appropriate course of action. This could be undertaken by the officer supporting the Chair and is likely to be especially relevant in the event that an anonymous complaint or allegation is made. The purpose of such a review is to

- (a) clarify the complaint/concern/allegation;
- (b) determine whether there is sufficient information to take the matter forward;
- (c) if there is, agree which of the two 'routes' described in the protocol is the most appropriate. This element of the review should always involve the Chair.

If this review concludes that there is nothing to support the matter being pursued (e.g. because the concerns are vague and/or because the anonymity of the allegation(s) make further investigation impossible or because the complaint is obviously malicious), no further action should be taken.

If there is agreement that sufficient information is (or is likely to be) available, a decision should be taken by the Chair as to the appropriate process to respond to the concern.

Routes of Investigation

It is the responsibility of the Chair to determine the most appropriate course of action. The Model Protocol is clear that not every concern justifies formal action. It describes two 'routes' – A and B.

Route A is essentially an informal response to a relatively minor issue e.g. minor discourtesy; inadvertent omission which does not have serious implications; lack of awareness of the impact of a comment; insensitivity towards another person; lack of knowledge in a significant area of the governing body's business. Such matters can appropriately be addressed in a conversation between the Chair and the governing body member concerned and may result in an apology being made and/or training provided. This is described at Section 5 of the Protocol.

For all other concerns, a more formal approach should be adopted as described in **Route B** of the Model Protocol and an investigation carried out. This is described at Section 6 of the Protocol.

[Appendix D](#) provides a flow chart summarising the process under Route A and Route B.

An investigation under Route B will usually be overseen by the Chair and another office-bearer or governing body member. A template description of these responsibilities is provided at [Appendix F](#). This responsibility could be included in the Scheme of Delegation or could form part of the report to, or minute of the GB meeting that receives notice of the complaint.

Who Should Be Informed that the Protocol is Being Implemented?

If either Route A or Route B of the Protocol is implemented, the governing body member whose conduct is being questioned should be informed about the nature of the concern/allegation and the process by which it is to be dealt with. Enough information should be provided to identify the provision(s) of the Code which the complaint relates to. The governing body member should be informed if leave of absence is to be taken and of the likely timescale for the conduct of the process. If there is any change to this timescale, they should be informed at the earliest opportunity, and advised of the amended timeframe. A template letter for this purpose is included at [Appendix G](#).

The person making the complaint should be informed that the matter is being investigated and should also be informed of the outcome.

Where **Route B** of the Protocol is being implemented, the governing body member should also be informed that they should take a leave of absence. Rule 37.8 of the SFHA Model Rules 2020 provides that the governing body can require a governing body member who is the subject of an investigation to take leave of absence until the investigation is complete and the matter has been concluded. If the Chair believes

that this is NOT necessary, the governing body should be advised of the reason(s), which should be recorded as part of the record of the management of the complaint.

A Notifiable Event (NE) should be submitted to the **SHR** providing details of the allegation/complaint and the process by which it is to be investigated.

Investigation Under Route B (section 7 of Protocol)

Under Route B, the investigation may be either internal or independent, but complaints involving the Chair or any other office-bearer should always be investigated independently.

For either, a brief should be prepared, and a template for this purpose is included at [Appendix H](#).

- **Internal Investigation**

Internal investigations will only be appropriate in very limited circumstances. Exceptionally, if an RSL is considering carrying out an internal investigation, it must satisfy itself that all of the following apply:

- the investigation cannot give rise to any conflict of interest (present or future) given the working relationship that exists between governing body members;
- there is no potential for future working relationships to be compromised by an internal investigation being undertaken;
- the concern or complaint relates to a straightforward matter;
- the investigation is unlikely to be extensive;
- all of the required specialist skills are available in-house.

If undertaking an internal investigation, an investigating officer(s) should be appointed. This must be someone who has no knowledge of the matter to be investigated and who does not normally work closely with the governing body member(s) concerned. Please note that the investigating officer should not be a staff member because they would in effect be investigating their employer, which would represent a conflict of interests. For these reasons, in most cases an independent investigation is more appropriate under Route B.

- **Independent Investigation**

An independent investigator should be appointed. The brief should be issued and responses invited. Your solicitors, internal auditors, other external advisers and other RSLs may be able to suggest suitable people to approach.

An alternative might be to consider whether it would be appropriate to ask someone from another RSL to undertake the investigation. The same considerations listed above in respect of an internal investigation would, of

course, apply. There are likely to be additional considerations around reputational impact when considering this possibility.

The Brief should be issued to those selected as being suitable and responses invited. It is not always necessary to seek proposals from more than one source. Often, it will be appropriate to check availability with potential investigators and to issue the brief to those who have indicated their ability to respond within the proposed timescale.

Keeping Everyone Informed

It is important to remember that the conduct of an investigation is likely to be unsettling and potentially stressful for those involved. Care should be taken to ensure that those who are the subject of an investigation are kept informed about its progress. Responsibility for doing this should be identified at the outset of the process. Any delay or change to the process should be communicated swiftly to everyone affected.

Considering the Investigation Report (section 8 of Protocol)

The draft report should be considered by the governing body members responsible for overseeing the investigation. Once they are satisfied that the report meets the terms of the Brief and contains all of the information necessary for the issue to be considered, a governing body meeting should be called. Care should be taken to identify and manage any potential conflicts of interest on the part of other members of the governing body.

The Chair should decide whether or not the report should be issued in advance to the governing body and whether the governing body member concerned should be given access to the report. Individual circumstances will determine the most appropriate approach.

The Investigator will normally be invited to present the report at the meeting and to answer questions but should then leave to enable the governing body to consider the findings, their decision and the proposed response.

Determining Appropriate Response (section 9 of the Protocol)

Although the investigation is intended to establish whether there is sufficient evidence to conclude whether or not a breach of the Code of Conduct has occurred, it is the governing body's responsibility to determine if a breach has actually been committed. If a breach has occurred, it is also the governing body's responsibility to determine how serious a confirmed breach is and what is an appropriate response.

In reaching a decision about the seriousness of a breach, the governing body should take account of its consequences (actual and potential; internal and external). The governing body must exercise good governance and must act in the best interests of the organisation. The response must always be proportionate: not unduly severe but, equally, not capable of being interpreted as overlooking or brushing aside unacceptable conduct. Whilst it is right that mitigating factors should be considered,

care should be taken to ensure that decision-making is not unduly influenced by loyalty.

The response will depend on the specifics of the issue but the options can include:

- Request to make an apology: in this case, the governing body should be provided with confirmation that an apology, in appropriate terms, has been given/made
- Requirement to undertake training: the governing body should be informed of the completion of the required training
- Formal censure: the letter stating the outcome of the investigation should include the censure (e.g. “The board/committee is very disappointed that **XXX** and expects you to ensure that this does not occur again. In the event of any further breaches occurring during the remainder of your term on the board/committee, we may ask you to resign”)
- Request to resign from an office-bearing or representative role
- Request to resign from the governing body
- Removal from the governing body

The decision of the governing body should be communicated to the governing body member as soon after the meeting as possible. It may be appropriate for the Chair to contact the governing body member to provide an initial indication before the formal written decision is issued, whether or not the complaint has been upheld.

It is possible for an interim meeting to be held, which the governing body member who has breached the Code is invited to attend to respond to the conclusion, before the governing body determines its final response. This is likely to be particularly appropriate if the governing body is minded to seek to remove the governing body member.

If the governing body intends to seek to remove one of its members because of a breach of the Code of Conduct, a special meeting must be called for that specific and sole purpose (Rule 44.5). The process for calling a special meeting is set out at Rule 55. The GBM has the right to attend and make representations to any such meeting.

Model Code of Conduct for governing body members

Appendix F

Template Description of Oversight Role

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Template Description of Oversight Role

The Chair and Vice-Chair will be responsible for overseeing the investigation. Their responsibilities include:

- Agreeing the brief for the investigation
- Appointing a suitably qualified/experienced person to conduct the investigation
- Agreeing a timetable for the investigation that balances the need for thorough investigation with the importance of resolving the matter and reaching a conclusion without undue delay
- Ensuring that all necessary correspondence and communication is issued to the GBM(s) involved in the investigation
- Ensuring that the SHR is kept informed, in accordance with their requirements
- Overseeing the investigation to ensure that timescales are met, the brief is fulfilled and the report contains all necessary information
- Ensuring that the necessary arrangements are made for the GB to consider the report and its conclusions and to agree a consequent course of action, appropriate to the findings – which may or may not uphold the complaint(s)
- Advising the GBM(s) who is/are the subject of the complaint(s) of the outcome of the investigation, the decision of the GB and any proposed action

Appendix G

Template letter to inform Governing Body Member of an Investigation

Template Letter to Inform Governing Body Member of an Investigation

This template should be customised to reflect the particular circumstances. Ideally, the governing body member should first be made aware of the issue by the Chair (e.g. by telephone) and the letter is to confirm and formalise the process. It would be appropriate to make reference to the terms of any such phone call e.g. be referring to agreement to take leave of absence and not to discuss the matter.

Dear

Allegation of a Breach of the Code of Conduct

I write to inform you of the Committee's intention to commission an independent investigation into an alleged breach of the Code of Conduct.

The Committee has been made aware that it has been alleged that you [insert details, including the relevant section(s) of the Code].

This allegation must be independently investigated. The Committee is aiming to conclude the matter by [insert target completion date]. Until the outcome of the investigation is confirmed, it is expected that you will take leave of absence from the Committee and you should not discuss the matter with anyone other than the Investigator or someone who will accompany you to any meeting(s) with the Investigator.

Your e-mail address [or other contact details] will be provided to the Investigator so that they can contact you. I will confirm the appointment of the Investigator as soon as possible. I trust that you will co-operate fully with the investigation.

The Committee is being informed today of the allegation and your leave of absence, as is the SHR.

Your sincerely

Chair

Model Code of Conduct for governing body members

Appendix H

Template Brief for the Conduct of an Independent Investigation

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Allegation of a Breach of the Code of Conduct Brief for the Conduct of an [Independent] Investigation

Background: [insert details of the concern / allegation or complaint – the written description referred to in the MP]

The Committee member has been informed of the allegation and has taken leave of absence. The SHR has been notified.

Purpose and Scope of the Investigation: To investigate an allegation that [specific allegation e.g. breach of confidentiality; unacceptable behaviour] and to report to the Committee on the findings and conclusions. The investigation should establish the facts of the allegation, determine whether or not the allegation is substantiated and determine whether or not a breach of the Code of Conduct may have occurred. The investigation should report on whatever facts and circumstances are relevant to the allegation and should identify the conclusions reached. The final report should include a section that can be extracted and used in communication with those whose conduct is being investigated, at the conclusion of the process.

Conduct of the Investigation: The investigation should be conducted by means of [e.g. a desk-top review of relevant documents and interviews with relevant people (who should be defined)]. All interviews will be conducted by [e.g. in-person meetings, phone or video-conferencing] and the report will be presented to the Management Committee [e.g, date of the meeting or virtually]. Liaison with OTHA and its representatives will be via [insert details e.g, telephone, other virtual means, meetings].

Two members of OTHA's Committee (including the Chair) will oversee the conduct of the Investigation; they will be supported by [insert relevant Officer], who will be the primary point of contact for the Investigator.

The Investigator will have full access to all relevant documents and OTHA will assist with administrative arrangements relating to the conduct of the investigation.

Timescale: [Specify, including dates by which any drafts are required and taking account of MP's 'normal' expectation that investigations should be concluded within six weeks]

For Independent Investigations Only

A suitably experienced person is required to undertake an investigation in accordance with this Brief. Proposals should be submitted which outline your experience of similar assignments, your availability and capacity to meet the required timescale and your anticipated fee. Details of potential referees should also be provided (OTHA will inform you before approaching any referee)

Please submit your proposal to [insert details] by [specify]