

# Membership of the Management Committee Policy and Procedures

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<b>STANDARD</b>	<b>OUTCOME</b>
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# **MEMBERSHIP OF THE MANAGEMENT COMMITTEE POLICY AND PROCEDURES**

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# **MEMBERSHIP OF THE MANAGEMENT COMMITTEE POLICY AND PROCEDURES**

## **1. INTRODUCTION**

- 1.1 Lochalsh and Skye Housing Association is a registered social landlord first established in October 1983. This Association is controlled by a voluntary, unpaid Management Committee which can have a minimum of 7 and a maximum (including co-optees) of 15 members.
- 1.2 This Membership of the Management Committee Policy is designed to ensure that:-
- As far as is practicable, the Management Committee is broadly representative of the range of diverse persons and groups which make up the communities we serve.
  - The Management Committee is composed of members with a diversity of skills, knowledge and experience which will enable it to discharge its responsibilities efficiently and effectively and deliver good tenant outcomes.
  - The Management Committee is composed of a good mix of established and new members and orderly succession planning can be ensured.
  - The Management Committee is well informed and receives appropriate levels of training and support.
  - The Association complies fully with the requirements of the regulatory framework for social housing published by the Scottish Housing Regulator.

## **2. PROMOTION OF MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- 2.1 The Association will actively promote membership of the Management Committee.
- 2.2 Information on the Association's Membership of the Management Committee Policy will be provided to residents, tenants, community and representative groups, the local authority, advice groups and interested individuals.
- 2.3 Information will be made available in written form and also through the Association's web pages. Written information will include a "Membership of the Management Committee Information Pack" and we will also advertise the availability of these packs through articles in our Newsletters and occasional adverts and articles in the local press. The Information Packs will be made available in our offices and on request. They will also be provided to all new members of the Association on approval of their application for membership.

### 3. **CRITERIA FOR MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- 3.1 The Association seeks to achieve the broadest and most representative membership of the Management Committee possible regardless of age, colour, race, nationality, religion, class, mental health, ethnic or national origins, gender, disability, sexual orientation, family circumstances or marital status.
- 3.2 Individuals must be a member of the Association and aged 18 or over in order to be elected to or to fill a casual vacancy on the Management Committee.
- 3.3 Co-opted members do not necessarily have to be members of the Association but they cannot make up more than one-third of the total number of the Committee.
- 3.4 An employee of the Association or a close relative of an employee may **not** be a Committee Member.

### 4. **APPLYING FOR MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- 4.1 Members can be elected to the Management Committee at the Annual General Meeting by a majority vote of the Members present or voting by proxy in accordance with the Rules.
- 4.2 Applicants who wish to fill a casual vacancy or who may be considered for co-option for particular reasons, will require to be invited by the Management Committee to be APPOINTED and will complete the Management Committee Membership Application Form and return it to the Association.
- 4.3 The Management Committee will consider applications at the meeting following receipt of the application or as soon as possible thereafter. In assessing applications, the Management Committee will consider the objectives of this policy as set out in Paragraph 1.2, the duties set out in the Management Committee Member Job Description and the requirements set out in the Management Committee Member Profile, both of which are included in **Appendix 1**.
- 4.4 Applicants will be advised of the outcome of their applications within 10 working days of the date of the Management Committee meeting. New Management Committee members will be invited to the next scheduled Management Committee meeting. Following their election appointment or co-option, each new Management Committee member will be bound by the Committee Member's Code of Conduct which is attached as **Appendix 2**.
- 4.5 Co-opted members will have their membership of the Management Committee reviewed annually in accordance with the Rules.

## **5. REVIEW OF INDIVIDUAL MANAGEMENT COMMITTEE MEMBERS AND THE COMPOSITION OF THE MANAGEMENT COMMITTEE**

5.1 Each Management Committee member will complete an annual self-assessment Appraisal Form to review their performance against the Management Committee Member Job Description and the Management Committee Member Profile. The Appraisal Forms will be reviewed our Internal Auditors.

5.2 Using the Forms completed by the Management Committee members, the Internal Auditors will report to the Management Committee annually on:-

- the skills, knowledge and diversity that the Management Committee may need for its decision-making;
- their assessment of what is contributed by existing members;
- their identification of the gaps there are that need to be filled.

The Management Committee Member Profile will be reviewed and approved by the Management Committee based on this assessment.

5.3 Based on this assessment process, the Association can then openly publicise the skills it needs to attract new members of the Management Committee and what vacancy opportunities there are.

5.4 The Management Committee may also review their membership as a consequence of vacancies arising outwith the annual review cycle or when issues arise that result in the identification of specific skills or areas of expertise required.

## **6. REMOVAL OF A MANAGEMENT COMMITTEE MEMBER**

6.1 A Committee Member must leave the Committee if the majority of the members voting at a general meeting decide this. The members will then elect someone to take his/her place. If a replacement is not elected at the meeting, the Committee may appoint a Committee Member.

6.2 A Committee Member must leave the Committee if two thirds of the remaining Committee Members vote in favour of this at a special meeting of the Committee convened for the purpose. The vote must relate to one of the following issues:-

- failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or Communities Scotland adopted and operated by the Association;
- failure to sign or failure to comply with the Association's Code of Conduct for Committee Members;
- a serious breach of the Association's Rules or standing orders;

- a breach of Schedule 7 Part 1 of the Housing (Scotland) Act 2001.

## **7. INELIGIBILITY FOR, AND TERMINATION OF MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

7.1 You cannot become or remain or be re-elected as a Committee Member if one of the following happens to you:

- you are declared bankrupt under the Bankruptcy (Scotland) Act 1985;
- you have made an arrangement with your creditors;
- in the opinion of a qualified medical doctor, you are unable to go to Committee Meetings for 12 months because of incapacity due to a physical or mental illness;
- you are sent to prison for a month or more or have been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;
- you are a party to any legal proceedings in any Court of Law by or against us;
- you are or will be away for a period of 12 months and are thus unable to attend the Committee Meetings;
- you have been removed by Communities Scotland from the Committee of another registered social landlord;
- you have been removed from a charity under Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (in connection with the power of a Court to remove or suspend any person who is concerned in the management or control of a charity); or
- a Disqualification Order has been made against you under the Company Directors' Disqualification Act 1986 (which relates to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company).

7.2 You will no longer be a Committee Member if you:

- resign your position in writing; or
- leave the membership of the Association or have your membership withdrawn; or
- miss four Management Committee meetings in a row without special leave of absence previously granted by the Committee.
- Are excluded under Rule 44.1.

7.3 No Committee member may act as such until they have agreed to and signed a Code of Conduct for Committee Members.

## **8. TRAINING**

- 8.1 The Association will provide an Induction Training Pack for all new members which will be available in written form and on the Association's web pages. In addition, the Association will arrange appropriate courses for identified training needs of new Management Committee members.
- 8.2 A skills audit and training needs appraisal of all Management Committee members will be carried out annually and identified training needs will be included within the Association's Training Plan.

## **9. REVIEW**

- 9.1 This document will be reviewed by the Management Committee or Sub-Committee set up for that purpose in accordance with the requirements of the Association's Register of Policies and Procedures.
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BUIDHEANN TIGHEADAS LOCH AILLSE AGUS AN  
EILEIN SGITHEANAICH  
LOCHALSH AND SKYE HOUSING ASSOCIATION

# **Membership of the Management Committee**

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## **Information Pack and Application Form**

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EILEIN SGITHEANAICH  
LOCHALSH AND SKYE HOUSING ASSOCIATION

**MANAGEMENT COMMITTEE MEMBERSHIP**

**INFORMATION FOR PROSPECTIVE MEMBERS**

**INTRODUCTION**

Lochalsh and Skye Housing Association is a registered social landlord first established in 1983. The Association is registered with the Scottish Housing Regulator, the Financial Services Authority and with the Office of the Scottish Charity Regulator. It is also a member of the Scottish Federation of Housing Associations.

**OUR AIMS**

To work in partnership to provide access to high quality affordable housing solutions and related services and to contribute to the improvement of the social, economic and cultural wellbeing of the whole community.

**MEMBERSHIP OF THE ASSOCIATION**

The Association is formed from a membership base of individuals and organisations who hold one-off share subscriptions of one pound. We encourage the widest possible membership to reflect the interests of the community we serve. We particularly encourage residents, our tenants, sharing owners and community and representative groups to become members and to participate in the activities of the Association.

All members of the Association are entitled to:-

- attend the Annual General Meeting
- receive a copy of our Annual Report and Financial Statements
- have voting rights in respect of the election of the Management Committee.

**MANAGEMENT COMMITTEE**

The Association is controlled by a voluntary, unpaid Management Committee which can consist of up to 15 members.

The main responsibilities of the Committee include:-

- setting the Association's Aims and Objectives
- agreeing strategies to achieve the Aims and Objectives
- considering and approving policies and procedures
- ensuring adequate resources to carry out the activities of the Association
- taking legal responsibility for the Association and its actions.

The Management Committee employ staff to provide information and advice to them and to carry out the day to day administration of the Association's activities.

A copy of the Job Description for Management Committee members and the Management Committee Member Profile is included in this Information Pack.

### **CRITERIA FOR MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

The Association's policy on membership of the Management Committee is designed to ensure that:-

- As far as is practicable, the Management Committee is broadly representative of the Association's geographical area of operation.
- The Management Committee is composed of members with a diversity of skills, knowledge and experience which will enable it to discharge its responsibilities fully.
- Opportunities are provided for tenant, sharing owner and equity sharer membership.

In addition, the following criteria also apply:-

- Individuals must be a member of the Association and aged 18 or over in order to be elected to or to fill a casual vacancy on the Management Committee.
- Co-opted members do not necessarily have to be members of the Association but they cannot make up more than one-third of the total number of the Committee.
- An employee of the Association or a close relative of an employee may **not** be a Committee Member.

### **APPLYING FOR MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

Members can be **elected** to the Management Committee in accordance with Rules at the Annual General Meeting.

Applicants who wish to be appointed to fill a **casual vacancy** or be **co-opted** to the Management Committee will complete the Membership of the Management Committee Application Form and return it to the Association.

The Management Committee will consider applications at the meeting following receipt of the application or as soon as possible thereafter. In assessing applications, the Management Committee will consider the criteria for membership, the duties set out in the Management Committee Member Job Description and the requirements of the Management Committee Member Profile. The Management Committee will also take account of any imbalances that may exist with regard to gender, age and representation from ethnic or minority groups.

Applicants will be advised of the outcome of their applications within 10 working days of the Management Committee meeting. New Management Committee members will be invited to the next scheduled Management Committee meeting.

Co-opted members will have their membership of the Management Committee reviewed annually in accordance with the Rules.

### **TERMINATION OF MEMBERSHIP**

The circumstances under which members have to leave or are no longer eligible to be Management Committee members are detailed in the Rules.

### **TRAINING**

The Association will provide an Induction Training Pack for all new members which will be available in written form and on the Association's web pages. In addition, the Association will arrange appropriate courses for identified training needs of Management Committee members.

### **PAYMENTS**

Management Committee members are not paid a salary but they are eligible to claim the costs of all reasonable out of pocket expenses incurred in carrying out their duties. These expenses can include travel costs, childcare, meals, etc. The Association has detailed policies on the payment of expenses and other matters relating to Committee Membership.

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**If you wish to be considered for membership of the Management Committee, please complete the enclosed Application Form and return it to us.**

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Enc: Management Committee Member Job Description  
Management Committee Member Profile  
Membership of the Management Committee Application Form

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**BUIDHEANN TIGHEADAS LOCH AILLSE AGUS  
AN EILEIN SGITHEANAICH  
LOCHALSH AND SKYE HOUSING ASSOCIATION**

## **JOB DESCRIPTION**

- 1. POST TITLE:                   MANAGEMENT COMMITTEE MEMBER**
- 2. RESPONSIBLE TO:**       Management Committee
- 3. JOB PURPOSE**
  - 3.1 To ensure that the Association is managed effectively and in line with the requirements of the law, The Scottish Housing Regulator and best practice.
  - 3.2 To uphold the good name of the Association and the principles for which it stands.
- 4. MAIN DUTIES – WORKING AS PART OF THE MANAGEMENT COMMITTEE**
  - 4.1 To ensure that the Association operates within the law, its Rules and procedures, and the standards laid down by the SFHA, The Scottish Housing Regulator and other regulatory bodies.
  - 4.2 To provide collective leadership and to work with senior staff in setting the direction, objectives and culture of the organisation. To review the direction and objectives of the Association on a regular basis.
  - 4.3 To recognise the Association's duties to tenants, applicants, service-users and other stakeholders and to ensure that the Association encourages participation and consultation.
  - 4.4 To review and agree policies and procedures which achieve the Association's objectives.
  - 4.5 To protect the assets of the Association and to approve each year's budget. To exercise regular control over the Association's financial performance.
  - 4.6 To provide adequate control of the Association's activities, ensuring that the Association works to agreed objectives and targets and that any risks and legal requirements are reported and dealt with.
  - 4.7 To ensure that the Association reviews its performance across all areas on a regular basis.
  - 4.8 To understand the role of the management committee as the employer of staff and to support them as necessary. To delegate appropriate authority to them and to receive clear reports on targets, performance, variances and trends.
  - 4.9 To ensure that the management committee maintains a balance of skills, experience and diversity within its membership and to regularly review recruitment and training

practices.

## **5. MAIN DUTIES – WORKING AS AN INDIVIDUAL**

- 5.1 To act with personal integrity at all times and to declare any conflicts of interest, abide by the Code of Conduct for management committee members, any specific code of the Association and maintain the interest and good name of the Association and its management committee.
  - 5.2 To treat all information gained by virtue of being a management committee member in strictest confidence while promoting an ethos of openness and accountability.
  - 5.3 To abide by and promote the Association's commitment to equality.
  - 5.4 To attend management committee and sub-committee meetings regularly, participate in discussions and decision-making and abide by the decisions made. To give adequate notice and apologies when unable to attend.
  - 5.5 To read all reports and committee papers in advance of meetings and to raise questions about any areas which require clarification or further information.
  - 5.6 To consider all options presented by staff in reports and papers and make clear decisions or request deferment of decisions until sufficient information is available or clarification received.
  - 5.7 To attend any course or conference organised or agreed by the Association and to be aware of general policy developments related to the Association's work.
  - 5.8 To represent the Association as required and to promote the Association's policies, objectives and good name. To inform interested parties about the work of the Association, the possibilities of membership, and the role of the management committee member.
  - 5.9 To support all decisions taken by the management committee.
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## **MANAGEMENT COMMITTEE MEMBER PROFILE**

### **1. INTRODUCTION**

- 1.1 This profile has been prepared to set out the characteristics that the Association seeks to have available to its Management Committee to ensure effective governance. The profile supports the Management committee Member's Job Description.
- 1.2 It is not expected that each member of the Management Committee is able to demonstrate all of these attributes, but the Association will use the profile to assist in the selection of additional Management Committee members to ensure that the Association has an appropriate balance of skills, knowledge and experience available to its Management Committee. In addition, the profile will be used to assist in the development and training programme for existing Management Committee members.
- 1.3 The Management Committee approved this profile in August 2012 and will keep it under review to ensure it continues to meet the Association's requirements.

### **2. PRIMARY RESPONSIBILITIES**

- 2.1 The Management Committee Member's primary responsibilities are, with the other members of the Management Committee, to
  - Promote and uphold the values of Lochalsh & Skye Housing Association
  - Lead and direct Lochalsh & Skye Housing Association's work
  - Control Lochalsh & Skye Housing Association's affairs and ensure compliance
  - Comply with the requirements of the Management Committee Member's Job Description.

### **3. KEY EXPECTATIONS**

- 3.1 Lochalsh & Skye Housing Association has adopted a Code of Conduct for Management Committee Members which every member is required to sign and adhere to once they join the Management Committee.
- 3.2 Each Management Committee member is expected to contribute actively and constructively to the work of Lochalsh & Skye Housing Association. Each member must accept and share collective responsibility for the decisions properly taken by the Management Committee. All members are equally responsible in law for the decisions made.

3.3 Each member must act only in the best interests of Lochalsh & Skye Housing Association and its customers, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected, nominated or appointed by a particular stakeholder group, their overriding responsibility must be to Lochalsh & Skye Housing Association as a whole.

#### 4. TIME COMMITMENT

4.1 An estimate of the annual time commitment that is expected from Management Committee member is:

Activity	Time
Attendance at up to 9 meetings of the Management Committee and the Annual General Meeting	20 hours
Reading and preparation for Management Committee meetings	18 hours
Attendance at up to 4 Sub-Committee meetings	8 hours
Reading and preparation for Sub-Committee meetings	6 hours
Attendance at annual planning and review events (including individual review meeting)	4 hours
Training	4 hours
Attendance at openings and site visits	Optional
Conference attendance (may include overnight stay or weekend)	Optional
<b>TOTAL</b>	<b>60 hours</b>

#### 5. QUALITIES

5.1 Commitment to:-

- Lochalsh & Skye Housing Association’s aims and objectives
- The wellbeing of the communities we serve
- The ethos and values of the voluntary housing sector

5.2 Knowledge and Skills  
(one or more of the following – in no particular order of importance)

- Housing and Property Development
- Housing and Property Management
- Housing and Property Maintenance
- Factoring

- Housing Law
- Finance
- Information Technology
- Energy Efficiency
- Health & Social Care
- Public Relations
- Customer Satisfaction
- Performance Monitoring
- Employment Law and Role of Employer
- Health & Safety
- Community Involvement/Tenant Participation
- Equalities

### 5.3 Other attributes:-

- Strategic Thinking
  - Ability to absorb complex information and reach informed decisions
  - Willingness to learn and develop
  - Team Player
  - Time availability
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LOCHALSH AND SKYE HOUSING ASSOCIATION

**MEMBERSHIP OF THE MANAGEMENT COMMITTEE APPLICATION FORM**

I have read the Information Pack on membership of the Management Committee and now apply for membership.

Full Name (Block Capitals)	Mr Mrs Miss Ms			
Address:				
Postcode:				
Telephone:	Home	Work	Mobile	
E-mail Address:				
Date of Birth:		Place of Birth:		

I confirm that to the best of my knowledge the information given in this application form is correct and complete.

**Signed:**..... **Date:**.....

<b>EDUCATION</b> (brief details of qualifications held, if any)

<b>EMPLOYMENT HISTORY</b> (brief details of name of employer/positions held)

**VOLUNTARY WORK** (brief details of any unpaid work carried out)

--

**POSITIONS OF PUBLIC RESPONSIBILITY HELD** (eg Community Council, etc)

--

**RELEVANT SKILLS, KNOWLEDGE AND EXPERIENCE THAT YOU WILL BRING TO THE MANAGEMENT COMMITTEE** (please consider the Management Committee Member Job Description and Profile carefully)

--

**ANY OTHER RELEVANT INFORMATION**

Thank you for completing the form. Please return to:

The Secretary  
Lochalsh and Skye Housing Association Ltd  
Morrison House  
Bayfield  
PORTREE  
Isle of Skye  
IV51 9EW

Telephone: 01478 612035

Fax: 01478 613377  
www.LSHA.co.uk

e-mail: [info@LSHA.co.uk](mailto:info@LSHA.co.uk)

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# Code of Conduct for Governing Body Members

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Code of Conduct for Governing Body Members

**Scottish Social Housing Charter Relevant Standard Outcomes**

<b>STANDARD</b>	<b>OUTCOME</b>
N/A	

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## **Introduction**

*There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Governing Body (Management Committee) of Lochalsh & Skye Housing Association who has signed this Code. References to 'we', 'us' and 'our' mean Lochalsh & Skye Housing Association.*

1.1 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.

1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body 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), we are required to adopt and comply with an appropriate Code of Conduct<sup>1</sup>. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.

1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body 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. Governing Body 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.

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

## **Who the Code applies to**

2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Governing Body and its sub-committees [and to the governing bodies of all subsidiaries and members of the Lochalsh & Skye Housing Association Group].

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<sup>1</sup> Scottish Housing Regulator (2012) Regulatory Framework, Regulatory Standard 5.2 available: [here](#)

## 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.<sup>2</sup>

Each principle is described, as it applies to the activities of a RSL and its Governing Body 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 Governing Body 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 (page 4)**

**B. Openness (page 5)**

**C. Honesty (page 6)**

**D. Objectivity (page 7)**

**E. Integrity (page 8)**

**F. Accountability (page 9)**

**G. Leadership (page 10)**

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

**A. Selflessness:** You must act in the best interests of Lochalsh & Skye Housing Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Governing Body should not promote the interests of a particular group or body of opinion to the exclusion of others.

A.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.

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

A.3 You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

A.4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.

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

A.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).

A.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected<sup>3</sup> or their business interests.

A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

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<sup>3</sup> See Appendix 1, Table A 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 You should exercise reasonable skill and care in the conduct of your duties.

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

B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.

B.4 You must 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, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

B.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.

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

B.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

**C. Honesty:** You must ensure that you always act in the best interests of Lochalsh & Skye Housing Association and that all activities are transparent and accountable.

C.1 You should always act in good faith when undertaking your responsibilities as a Member of our Governing Body.

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

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

C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Governing Body member to report any concerns they have about possible fraud, corruption or other wrongdoing.<sup>4</sup>

C.5 You must 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 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.<sup>5</sup>

C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.

C.8 You, or someone closely connected to you (see Appendix 1, p14), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

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4 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.

5 Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

**D. Objectivity:** You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

D.1 You must ensure that the decisions that you take are consistent with 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 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.

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

D.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

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

D.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

D.6 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by 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 You must always treat your Governing Body colleagues, our staff and their opinions with respect.

E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.

E.3 You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

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

E.5 You must uphold our equality and diversity, whistleblowing and acceptable use<sup>6</sup> policies.

E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Governing Body and after you have left.

E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

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<sup>6</sup> This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL.

**F. Accountability:** You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

F.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Lochalsh & Skye Housing Association's legal obligations are fulfilled.

F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.

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

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

F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive and that it is implemented effectively.

F.7 You must not speak or comment in public on our behalf without specific authority to do so.

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

F.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

**G. Leadership:** You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

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

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

G.3 You must always be a positive ambassador for the organisation.

G.4 You must 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 You must not criticise the organisation or our actions in public.

G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chairperson and/or Chief Executive.

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

G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.<sup>7</sup>

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<sup>7</sup> This includes activities on social media, blogs and networking sites.

## Declaring and Managing Personal Interests

- 5.1 Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.
- 5.2 You must keep your entry in the Register of Interests complete, accurate and up to date.
- 5.3 More details and examples are included at Appendix 1 (p12-15).

## Breach of this Code

6.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body 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 Chairperson.

6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chairperson, with the support of the Chief Executive where appropriate. Where the allegation of a breach is against the Chairperson, the Vice-Chairperson 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 Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

## Review

7.1 This Code of Conduct was adopted by the Governing Body on **8 September 2014**. It will be reviewed not later than September 2017.

## Acceptance

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 Governing Body. 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 Governing Body which could result in my removal.

Signed \_\_\_\_\_

Date \_\_\_\_\_

## Declaring and Managing Personal Interests

### 1. Introduction

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

### 2. Examples of interests that must be declared

- 2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.
  - Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
  - Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
  - Receipt of care or support services from us.

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

Table A

<b>Group 1 Members of your household</b>	<b>Group 2 People closely associated with you</b>	<b>Group 3 Others you need to consider</b>
Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home	<ul style="list-style-type: none"> <li>• Parents, parents-in-law and their partners</li> <li>• Sons and daughters; stepsons and step-daughters and their partners</li> <li>• Brothers and sisters and their partners</li> <li>• A partner's parent, child, brother or sister</li> <li>• Grandparents, grandchildren and their partners</li> <li>• Someone who is dependent on you or whom you are dependent on</li> <li>• Close friends</li> </ul>	<p>Other relatives (e.g. uncles, aunts, nieces, nephews &amp; their partners)</p> <p>Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates)</p>

- 3.3 If you become aware of any action or involvement relating to **anyone** in the table then you should declare and manage this as soon as possible.
- 3.4 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.
- 3.5 Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.
- 3.6 **You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with.** We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.
- 3.7 In relation to 3.3 – 3.6 above, when considering your actions you should do so from the point of view of a reasonable and objective observer.

**4. Declaring personal interests**

- 4.1 *A Governing Body Member is required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role and thereafter to complete a new form (or amend the existing form) whenever there is a material change.*
- 4.2 You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.
- 4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon as you become aware that this is the case. You would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Governing Body – both internal and external.
- 4.5 Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

## Appendix 2:

### Protocol for Dealing with a Breach of the Code of Conduct

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

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

**A.2** The Chairperson has delegated authority to deal with potential breaches of the Code, subject to Clause A.4 below. The Chairperson has delegated authority, in consultation with other office-bearers, to instruct, progress and conclude investigations carried out in accordance with this protocol.

**A.3** A breach of the Code is a Notifiable Event, The Chairperson is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirements (as set out in the relevant guidance<sup>8</sup>) in terms of reporting the outcome of the investigation are met.

### Conduct at meetings

**A.4** Alleged breaches that occur during the course of a meeting (and which have not happened before) will normally be dealt with by the Chairperson or sub-committee Convenor, either during the meeting and/or within 24 hours of the meeting. In these circumstances, the Chairperson may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. After the meeting, the Chairperson 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. Where the Chairperson regards such behaviour as being very serious, it may also be investigated subsequently in accordance with the terms of this protocol, as will repeated incidents of a similar nature.

### Other Complaints

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

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<sup>8</sup> Scottish Housing Regulator, April 2012, [Notifiable Events Guidance](#).

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

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

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

### **Investigation of a potential breach**

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

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

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

**A.12** An internal investigation will be carried out by three Members of the Governing Body, not including the Chairperson, who will make a report and recommendations to the Governing Body. They will be supported in the conduct of the investigation by the Chief Executive.

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

**A.14** An independent investigation will normally be overseen by the Chairperson and one other office bearer, with support from the Chief Executive. In the event that the alleged breach relates to the Chairperson, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chairperson.

**A.15** The Chairperson and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body. Lochalsh & Skye Housing Association should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Governing Body.

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

**A.17** The Governing Body Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Governing Body Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Governing Body should agree to grant leave of absence to a member who is the subject of a complaint whilst an investigation is carried out.

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

**A.19** The Governing Body will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.

**A.20** Where, following an investigation, it is concluded that a serious breach has occurred, the Governing Body may require the member to stand down from their position in accordance with the Rules.

**A.21** If the Governing Body proposes to remove a member, following investigation, the member will have the right to address the full Governing Body before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority (two thirds) of the remaining members of the Governing Body, in accordance with Rule 43.2<sup>9</sup>

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<sup>9</sup> In the 2013 Model Rules, a majority of the remaining members must agree to the removal of a member but, in some earlier versions of the Rules, the requirement is for two-thirds of the remaining members to agree: the appropriate reference should be inserted here.

### Action to Deal with a Breach

**A.22** If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:

- an informal discussion with the 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 Governing Body

**A.24** The outcome of any investigation will be notified to the Scottish Housing Regulator.

### Definitions

**A.25** Lochalsh & Skye Housing Association will regard the following actions as a “serious breach” of the Code of Conduct (this list is not exhaustive):

- Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
- Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
- Accepting a bribe or inducement from a third party designed to influence the decisions we make.
- Consistent or serious failure to observe the terms of the Code of Conduct.

### Approval and Review

**A.26** This protocol was approved by the Governing Body of Lochalsh & Skye Housing Association on 8 September 2014. It will be reviewed immediately following its implementation to deal with a potential breach or not later than September 2017, whichever is the earlier.

SCHEDULE OF REVISIONS		
DATE	REVISION No.	DETAILS
02/03/2016	1	To comply with the adoption of the 2013 Model Rules.