

**Board Code of Conduct**

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# Introduction

1.1 The role and purpose of the Board of Willowacre Trust (“the charity”) is to direct the affairs of the charity concentrating on issues of a strategic nature and performance. In order to achieve this, it is essential that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.

* 1. This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of the Board being the charity’s governing body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Board if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
	2. This Code of Conduct is an important part of our governance arrangements. Members of the Board are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Board Members must always ensure their actions accord with the legal duties of the Charity Trustees Act and with regulatory guidance.
	3. If a member of the Board appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Board to remove the member(s) involved.

## Who the Code applies to

2.1 This Code of Conduct applies to all elected, appointed and co-opted members of the Willowacre Trust Board.


## 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.[[1]](#footnote-1)

# The Principles

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

**A. Selflessness**

**B. Openness**

**C. Honesty**

**D. Objectivity**

**E. Integrity**

**F. Accountability**

**G. Leadership**

**Selflessness: You must act solely in terms of the public interest. You should not do so in order to gain financial or other benefits for yourself, your family or friends.**

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

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

A.3 You must accept responsibility for all decisions properly reached by the Board (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if 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 Board, 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.

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

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

**Openness: You should be as open as possible about all the decisions and actions you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.**

B.1 You should exercise reasonable skill and care in the conduct of your duties.

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

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

B.4 You must not accept any offers of gifts or hospitality which might create – or be capable of creating – an impression of impropriety or influence.

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

B.6 You must ensure that the charity 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.

**Honesty: You have a duty to declare any private interests relating your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.**

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

C.2 You should use your skills, knowledge and judgement effectively to support the charity’s activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with the charity’s Rules and procedures.

C.4 You must ensure that the charity has an effective policy and procedures to enable, encourage and support any staff or Board to report any concerns they have about possible fraud, corruption or other wrongdoing.[[2]](#footnote-2)

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

C.6 You must not misuse, or contribute to or condone the misuse of the charity’s resources and must comply with the charity’s policies and procedures regarding the use of its funds and resources.[[3]](#footnote-3)

C.7 The Charity forbids 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 charity or any of its business partners.

C.8 Any Board Member looking to enter into personal arrangements with any of Willowacre Trust’s suppliers or contractors must comply with the provisions within the West of Scotland Housing Association’s Financial Regulations.

**Objectivity: In carrying out business, including making appointments, awarding contracts or recommending individuals for rewards and benefits, you should make choices on merit.**

D.1 You must ensure that the decisions that you take are consistent with the charity’s aims and objectives and with the relevant legal and regulatory requirements

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 charity’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 charity and its service users.

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

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

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 the charity.

**Integrity: You should not place yourself under any financial or**

**other obligations to outside individuals or organisations that**

**might seek to influence them in the performance of their official**

**duties.**

E.1 You must always treat your Board colleagues and the charity’s staff and their opinions with respect.

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

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

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

E.5 You must uphold our equality and diversity, whistleblowing and acceptable use[[4]](#footnote-4) policies.

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

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

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

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of the Board, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the charity and must comply with the charity’s policies on bribery and financial regulations

**Accountability: You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate to your office.**

F.1 You must observe and uphold the principles and requirements of OSCR’s Guidance for Charity Trustees and ensure that the charity’s legal obligations are fulfilled.

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

F.3 You should contribute positively to the activities of the charity by regularly attending and participating constructively in meetings of the Board and working groups.

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

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

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

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

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

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

**Leadership: You should promote and support these principles by leadership and example.**

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

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

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

G.4 You must participate in and contribute to the annual review of the Board’s effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.

G.5 You must not criticise the charity or its actions in public.

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

G.7 You must not use social media to criticise or make inappropriate comments about the charity, 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 the charity’s reputation or bring us into disrepute.[[5]](#footnote-5)


# 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 Chair.

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

6.3 Each member of the 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

13th February 2018. It will be reviewed not later than February 2021.

**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

**Appendix 1**

 **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, 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 The 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 Chair or WSHA CEO. If doubt remains, the advice would always to declare the matter.

2.3 You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both yourself and the organisation.

**3. Definition of 'close connection'**

3.1 Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or in law.

3.2 The following table outlines those who you should consider when declaring interests:

**Table A**

|  |  |  |
| --- | --- | --- |
| **Group 1****Members of your household** | **Group 2****People closely associated with you** | **Group 3****Others you need to consider** |
| 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  | * Parents, parents-in-law and their partners
* Sons and daughters; stepsons and step-daughters and their partners
* Brothers and sisters and their partners
* A partner’s parent, child, brother or sister
* Grandparents, grandchildren and their partners
* Someone who is dependent on you or whom you are dependent on
* Close friends
 | Other relatives (e.g. uncles, aunts, nieces, nephews & their partners)Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates) |

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 Declaration of Interest forms will be sent annually and are required to be completed by all members of committee.

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 - Managing Serious Differences**

**Dispute between Board members**

If the dispute does not involve the Chair, the following steps will be taken:

1. In the first instance, the Board members will be advised by the Chair to try and resolve the matter between themselves
2. If the above is not successful, the Chair will hold discussions with each party and negotiate a settlement. The WSHA Chief Executive will be involved in discussions where appropriate
3. If the Chair is involved in the dispute the Vice Chair would carry out steps 1 & 2
4. If the Chair and Vice Chair are involved in the dispute, the WSHA Chief Executive and a nominated Board member would carry out steps 1 & 2

**Dispute between Board Member(s) and WSHA Chief Executive**

1. If the dispute does not involve the Chair, the Chair would hold discussions with both parties and negotiate a settlement
2. If the dispute was between the Chair and WSHA Chief Executive, the Vice Chair would carry out step 1.
3. If the dispute between the Chair and WSHA Chief Executive cannot be resolved as above an external arbitrator may be necessary.

**Dispute between Board Member(s) and Staff Member**

In this instance the Chair would meet with the Board Member(s) and the WSHA Chief Executive. The WSHA Chief Executive would deal with any issues with the staff directly.

**Acting Outwith the Interests of the Charity**

If a Board Member is acting out with the interests of the charity, this should be raised with the Board Member by Chair or Vice Chair either as part of the annual appraisal process or before depending on the sort of behaviour that is being evidenced and the urgency.

As with dispute between Board Members, if the Vice Chair or Chair is acting out with the interests of the charity the Chair would meet with the Vice Chair and one other Board member and vice versa.

**Appendix 3: 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 Board member

(c) Information that suggests that there may have been a breach of the Code by a member of the Governing Body.

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

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 Chair, either during the meeting and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. After the meeting, the Chair 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 Chair 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 the charity’s premises (e.g. whilst a Board Member is at an external meeting, attending a training event or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

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

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

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

Investigation of a potential breach

**A.9** Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. 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 Board 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 Chair who may seek legal advice.

**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 Board members, not including the Chair, who will make a report and recommendations to the Board. They will be supported in the conduct of the investigation by the Senior Officer.

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

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

**A.15** The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Board. The charity 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 Board.

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

**A.17** The Board Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Board Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Board 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 Board will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.

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

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

**A.21** If the Board proposes to remove a member, following investigation, the member will have the right to address the full Board before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority (two thirds) of the remaining members of the Board.

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 Board Committee

Definitions

**A.23** The Charity will regard the following actions as a “serious breach” of the Code of Conduct (this list is not exhaustive):

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

Approval and Review

**A.24** This protocol was approved by the Willowacre Trust Board on 27th February 2018. It will be reviewed immediately following its implementation to deal with a potential breach or not later than February 2021, whichever is the earlier.

1. Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](http://www2.le.ac.uk/offices/finance/staff/regulations/appendices/appendix-a-the-seven-principles-of-public-life-from-the-report-of-the-committee-for-standards-in-public-life-the-nolan-report) [↑](#footnote-ref-1)
2. 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. [↑](#footnote-ref-2)
3. Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport [↑](#footnote-ref-3)
4. This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual charity [↑](#footnote-ref-4)
5. This includes activities on social media, blogs and networking sites. [↑](#footnote-ref-5)