

A meeting of the Management Committee will take place on **Thursday 30 September 2021 at 3.00pm** held virtually using Teams

Please advise staff if you are unable to attend



A Pensions Information Session will follow the meeting

Joyce Bolan
Secretary

B U S I N E S S

1.0 GENERAL

- 1.1 Apologies
- 1.2 Declaration of Interest by Management Committee Members
- 1.3 Minutes of 26 August 2021 – **for approval**
- 1.4 Action List – for information
- 1.5 Matters Arising

2.0 GOVERNANCE

- 2.1 Election of Office Bearers – **for approval**
- 2.2 Other Management Committee Appointments – **for approval**
- 2.3 Code of Conduct and Eligibility for Membership – **for approval**
- 2.4 Secretary's Report – **for homologation**

3.0 PRIORITY ITEMS

4.0 POLICIES

- 4.1 Disposal of Assets Policy – **for approval**
- 4.2 Smoke-Free Policy – **for approval**

5.0 BUSINESS MANAGEMENT

None

6.0 ANY OTHER BUSINESS

DATE OF NEXT MANAGEMENT COMMITTEE MEETING

Friday 26 November 2021 at 3.30pm at Carberry Towers, Musselburgh
Followed by the Management Committee Away Day

Action List

Report by Martin Pollhammer, Chief Executive – for information

The table below sets out the required actions agreed at the last meeting of the Management Committee on 26 August 2021, and confirms the actions taken as a result.

Minute Ref	Action Required	Action By	Action Taken
1.3	Amend and sign off the minute and publish minutes and papers from the meeting of 27 May 2021	ES	Complete
2.1	Issue Membership Certificates to the two new members	CW	Complete
3.1	Discuss the Revised Staff Code of Conduct at JCC and report on the outcome	MP	Complete, no objections raised at JCC
4.1	Update the Management Committee Membership Policy in the ELHA File Structure and publish on elha.com	ES	Complete
4.2	Update the Recruitment Policy in the ELHA File Structure and publish on elha.com	ES	Complete
4.2	Review the requirement for Equality Act training as part of the review of the Equalities & Diversity Policy	MP	See Agenda Item 5.1
4.3	Update the Personal Relationships at Work Policy in the ELHA File Structure	ES	Complete
4.3	Ask EVH for advice about what steps should be taken if an existing relationship is declared as part of a job application	ES	EVH advise this to be considered on an individual basis taking into account the type of relationship that exists and to what degree any risks this may present can be mitigated
4.4	Update the Fixed Asset Depreciation Policy in the ELHA File Structure	ES	Complete
4.5	Update the Procurement Policy in the ELHA File Structure and publish on elha.com	ES	Complete
4.5	Update the Procurement Procedure in the ELHA File Structure	ES	Complete

Minute Ref	Action Required	Action By	Action Taken
4.6	Update the These Homes (Allocations) Policy in the ELHA File Structure and publish on elha.com	ES	Complete

Election of Office Bearers

Report by Martin Pollhammer, Chief Executive – for approval

1.0 Election of Management Committee Office Bearers

In accordance with the Rules of the Association, the Management Committee is required to elect the following Office Bearers for the coming year at the first Management Committee meeting following the Annual General Meeting:

1. Chair
2. Vice-Chair
3. Secretary

2.0 Voting Procedure

The voting procedures are as follows:

- Nominations will be invited
- Retiring Office Bearers may stand for re-election (note the Chair cannot serve for more than five consecutive years)
- Each nomination should be proposed and seconded
- Where there is only one nomination per post, a majority of the Management Committee members present are required to approve the Office Bearer's appointment
- Where there is more than one nomination per post, a secret ballot of Management Committee Members is required to determine the elected Office Bearer

The outgoing Secretary should Chair the discussion in relation to the appointment of the Chair. Once this appointment is made, the new Chair can assume their position and Chair the discussions in relation to the appointment of other Office Bearers.

Recommendations

The Management Committee is asked to confirm the appointment of the Chair, Vice Chair and Secretary for the Management Committee year 2021/22.

Other Management Committee Appointments

Report by Peter Ewart, Chair – for approval

1.0 Appointments to be Made

The Association currently has one Sub-Committee; the Audit & Assurance Committee. In addition, there are two Advisory Committees (Health & Safety Committee and Joint Consultative Committee (JCC)), and two Working Groups (the Remuneration Working Group and the Governance Standards Working Group).

As this is the first meeting since the Association's AGM, membership of the Audit & Assurance Committee, Advisory Committees and Working Groups should be confirmed. A minimum of three and a maximum of ten members can sit on the Audit & Assurance Committee.

Current membership of the Advisory Committees and Working Groups are set out in **Appendix 1** to this report. The Management Committee is asked to appoint up to ten members of the Audit & Assurance Committee, and up to three members to each of the Advisory Committees and Working Groups.

2.0 Appointments to the Board of R3 Repairs Limited

The R3 Repairs Limited Board is appointed annually by the Management Committee. It consists of up to six members, three of which are expected to be Management Committee members (but can be ELHA members of staff), and three who are independent members. The R3 Repairs Limited Board can appoint Directors in between the annual re-appointment process.

There are currently three Management Committee members serving on the R3 Board, and all three are prepared to stand again – Alan Forsyth, David Rose and Peter Ewart. ELHA does not wish to place staff members on the R3 Board unless it is unavoidable. The Management Committee needs to confirm which members of the Management Committee will sit on the R3 Board in 2021/22.

There is one independent vacancy on the R3 Board. The R3 Board is considering a Succession Plan, but has not yet identified a potential candidate to recommend to the Management Committee. There are therefore three independent places available on the R3 Board. Two serving independent members of the R3 Board have indicated their willingness to continue. The Management Committee is asked to confirm Nick Pollard and Fiona Sheldon's re-appointment as Directors.

2.1 Nick Pollard

Nick is currently Group Finance Director at Link Group, which has an in-house maintenance subsidiary. Nick was previously the Director of Finance & IT for Kingdom Housing Association, and prior to that, Finance Director at Argyll Community Housing Association. Nick is familiar with the regulatory, governance and financial regime of both the commercial environment as well as the social housing sector through his career.

Nick's previous experience includes being a Senior Housing Finance Consultant in Scotland with Tribal, working on several large scale voluntary stock transfers and SHQS delivery plans, as well as experience of social housing regulation having been a social housing financial analyst / regulator in England with the Housing Corporation for four years. Nick also has an extensive knowledge of treasury finance, commercial and retail banking, having spent 14 years with Lloyds Banking Group in a variety of roles.

Nick has a degree in Business Economics and is a qualified member of the Association of Accounting Technicians. He lives in Tranent, East Lothian, with his wife and three children.

2.2 Fiona Sheldon

Fiona is well known to several Management Committee members, having been a member of the Management Committee from September 2008 until the 2013 AGM (after having previously served on the Management Committee as one of the founder members of the Association). Fiona has served on the R3 Board since its inception, initially as one of the Management Committee Members of the Board.

Fiona lives in East Lothian and is a retired solicitor, having practised in Haddington for 35 years, during which time Fiona was adviser to the Haddington Citizens Advice Bureau for 24 years.

3.0 Care & Repair Local Advisory Committee

The Care & Repair Local Advisory Committee (LAC) normally has Management Committee representation. Eileen Shand is the current LAC Chair.

The Management Committee is asked to appoint a Local Advisory Committee member for 2021/22.

4.0 SFHA Representative Member

One Representative Member for the SFHA is required (who, if required, is able to cast the Association's vote at General Meetings). David Rose is the current representative member.

5.0 EVH Representative Member

One Representative Member for EVH is required (who, if required, is able to cast the Association's vote at General Meetings). David Rose is the current Chair of EVH and is ELHA's representative member.

6.0 Care & Repair Charitable Trust

Finally, although not related to ELHA (since it is a standalone charity, so this is for information only), the Board of the Care & Repair Charitable Trust has always had some Management Committee representation. Currently David Rose serves on the Charitable Trust Board.

Recommendations

The Management Committee is asked to:

- (a) Confirm membership of the Audit & Assurance Committee (and if the Management Committee wishes, to delegate responsibility for electing a Convenor to the Audit & Assurance Committee);
- (b) Confirm the membership of the Health & Safety Committee;
- (c) Confirm the membership of the Joint Consultative Committee;
- (d) Confirm the membership of the Remuneration Working Group;
- (e) Confirm the membership of the Governance Standards Working Group;
- (f) Confirm the appointment of Directors to the R3 Repairs Limited Board;
- (g) Appoint a representative to the Care & Repair Local Advisory Committee;
- (h) Appoint a Representative Member of the SFHA; and
- (i) Appoint a Representative Member of EVH.

Audit & Assurance Committee, Working Group and Advisory Committee Membership 2021/22

Current membership of the Management Committee's Sub-Committees, Advisory Boards and the R3 Board, are set out below:

Management Committee Member	Audit & Assurance	Health & Safety	JCC	R3 Board	RWG	GSWG
Iain Atkinson	✓					
Joyce Bolan	✓	✓	✓			✓
Jim Curran	✓					
Shirley Evans	✓					
Peter Ewart	✓			✓		
Alan Forsyth	✓			✓*	✓*	
Peter Hayman	✓	✓	✓*			✓
Brian Logan	✓				✓	
David Rose	✓	✓	✓	✓		✓
Eileen Shand	✓				✓	

*** Current Chair**

JCC – Joint Consultative Committee

RWG – Remuneration Working Group

GSWG – Governance Standards Working Group

Code of Conduct and Eligibility for Membership

Report by Martin Pollhammer, Chief Executive – for approval

**Please refer to Section 3 on page 2 of this report
for details of how to complete the declarations you are required to make**

1.0 Code of Conduct Introduction

Each Management Committee Member has a personal responsibility to uphold the requirements of this Code and must agree to adopt the Code of Conduct to continue in their role of a Management Committee Member. A requirement of the Code of Conduct is that each Management Committee Member must review and sign this Code annually.

Part of the Code of Conduct requires Management Committee Members to declare any interests which will then be recorded on a Register of Interests. These are normally declared when appointed as a Management Committee Member. However, it is the Management Committee Members responsibility to ensure that this is kept up to date. 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.

1.1 Revised Code of Conduct

The Code of Conduct document is attached to this report. However, the model document has just been updated by the Scottish Federation of Housing Associations (SFHA), and so the revised document needs to be formally adopted by the Association. A document setting out the key changes compared to the previous version is also attached.

Normally only the Code of Conduct document is presented to the Management Committee each year. However, alongside the new model, the SFHA has added a number of appendices which have all been included in this year's report as follows:

- Appendix B, Further Guidance for Governing Body Members
- Appendix C, Model Protocol for Dealing with Breach of the Code of Conduct
- Appendix D, Flowchart Summarising the Protocol Process

The SFHA Model includes further guidance beyond this on specific processes for dealing with a breach, but these depend on individual circumstances and would be provided to any officers or governing body members dealing with any actual or potential breach. However, in approving the new Code of Conduct, the Management Committee will also be approving the use of Appendices C and D should a breach or potential breach require investigation.

Each Management Committee Member is required to sign page 12 of the Code of Conduct and complete (or leave blank as appropriate) and sign the Declaration of Interest Form enclosed with this paper.

2.0 Eligibility for Management Committee Membership

Under Rules 43 and 44 of the SFHA Charitable Model Rules (Scotland) 2020, Management Committee Members are reminded that there are qualifying criteria for serving on the Management Committee. Please note that you cannot remain, be elected, or be re-elected onto the Association's Management Committee if any of the criteria under Rule 43 apply.

Rule 44 also sets out when you are no longer regarded as a Member of the Management Committee. The details of the eligibility criteria are set out in Eligibility for Management Committee Membership form, which also needs to be completed and signed.

3.0 Completing the Annual Declarations

Enclosed in a separate envelope with your Management Committee papers are the following documents:

1. A personalised Declaration of Interest form (showing any declarations you currently have on file)
2. A blank page 12 (the signing page) from the Code of Conduct
3. An Eligibility for Management Committee Membership form
4. A reply paid envelope

Please return these signed declarations to Eric Stoddart, Executive Support Officer, by 30 September 2021. Failure to complete and return the documents means that you will be unable to continue to serve as a Management Committee member.

Recommendation

The Management Committee is asked to approve the attached Scottish Federation of Housing Associations Revised Model Code of Conduct as the Code of Conduct to be followed by ELHA Management Committee Members.



Summary of Changes to existing Model Code of Conduct for Governing Body Members

General

- We have changed the perspective of the document. So rather than “you” it is now “I”.
- We have added some more points for organisations to include their own branding/own perspective
- We have removed the declarations of interest sections in favour of referring to the organisation’s EPB policy
- We have trimmed back the introductory text, to reflect that this is a document that will be customised by the RSL and shared with their staff/GBMs (some of this will instead sit in accompanying guidance for the organisation).
- References to the regulatory framework, model rules and EPB policy have been updated
- We have acknowledged the SHR input to the development of the code in the accompanying guidance rather than in the Code itself

Specific amendments

- Added a section in the introductory text to include the organisations values
- Removed the following clauses (as covered elsewhere in the code) to cut back on repetition:
 - A4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign. (covered at E3)
 - A8 Mobile phones should be switched off during meetings, seminars, training courses etc. (covered by E1/2)
 - E8 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. (covered by C6)
 - E9 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. (covered by B3, B4, C7 and references to EPB Policy throughout)
 - F4 You should always be courteous and polite and behave appropriately when acting on our behalf. (Already covered at E1)
- The following clauses have been slightly updated:
 - A4 Removal of “and be tolerant of differences” which we felt weakened the statement
 - A5 Removal of example (which will sit in accompanying guidance instead) – i.e. the part that mentions granting a tenancy, ordering a repair, awarding a contract
 - A5/6 The word “inappropriately” has been added
 - B3 To include text previously in the “Declarations of Interests” section that has been removed
 - E5 To reflect more closely language in the overarching principle and regulatory requirement – referring to human rights
 - F7 An addition of “and after I have left”
 - F8 Reference added to exercising judgement
 - G5 Addition of “or undermine”
 - G7 An additional clause has been added regarding bullying and harassment to reflect the same clause in the staff code

Model code of conduct for governing body members

Appendix A

Model Code of Conduct for Governing Body Members

www.sfha.co.uk

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Scottish Federation of
Housing Associations

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East Lothian Housing Association

Code of Conduct for Management Committee Members

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1. Introduction

- 1.1. All members of Management Committee must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean East Lothian Housing Association (ELHA). The Code reflects our Vision for Healthy Happy Homes, and our Values which are to be Honest, Professional, Reliable and Friendly.
- 1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Management Committee. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Management Committee¹ if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.4 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct². Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.
- 1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Management Committee member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Management Committee Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.6 If there is a concern that a member of the Management Committee may have breached any part of this Code, the matter will be investigated in accordance with the Protocol that we have adopted. A serious breach of our Code may result in action being taken by the Management Committee to

¹ Our Rules state that the Management Committee can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the Management Committee to take such action (SHR Regulatory Framework (2019) Constitutional Standard 19

² Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

remove the Management Committee member(s) involved.

- 1.7 This Code of Conduct was adopted by our Management Committee on 30 September 2021.

2. Who Our Code Applies To

- 2.1 Our Code of Conduct applies to all elected, appointed and co-opted members of our Management Committee and its sub-committees and to the governing bodies of all subsidiaries and members of the ELHA Group.

3. How Our Code Is Structured

- 3.1 Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.³
- 3.2 Each principle is described, as it applies to the activities of ELHA and its Management Committee members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive and it should be remembered that ELHA and our Management Committee members are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.
- 3.2 The seven principles that you must adhere and commit to by signing this Code are:

A. Selflessness

B. Openness

C. Honesty

D. Objectivity

E. Integrity

F. Accountability

G. Leadership

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

A Selflessness

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

- A.1** I will always uphold and promote ELHA's aims, objectives and values and act to ensure their successful achievement
- A.2** I will exercise the authority that comes with my role as a Management Committee member responsibly
- A.3** I will accept responsibility for all decisions properly reached by the Management Committee (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4** I will consider and respect the views of others.
- A.5** I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.
- A.6** I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected⁴ or their business interests.

⁴ See Appendix 1, p13-15 for definition of "closely connected"

B. Openness

You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

- B.1** I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.
- B.2** I will avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3** I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.
- B.4** I will not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety or influence or place me under an obligation to these individuals or organisations. I will comply with ELHA’s policy on Entitlements, Payments and Benefits.
- B.5** I will ensure that, in carrying out my role as a Management Committee member, I am informed about and take account of the views, needs and demands of tenants and service users
- B.6** I will ensure that ELHA is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7** I will not prevent people or bodies from being provided with information that they are entitled to receive.

C. Honesty

You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

- C.1** I will always act honestly and in good faith when undertaking my responsibilities as a Management Committee member.
- C.2** I will use my experience, skills, knowledge and judgement effectively to support our activities.
- C.3** I will ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- C.4** I will ensure that ELHA has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Management Committee member to report any concerns they have about possible fraud, corruption or other wrongdoing.⁵
- C.5** I will report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- C.6** I will comply with our policies and procedures regarding the use of our funds and resources⁶ and I will not misuse, contribute to or condone the misuse of these resources.
- C.7** We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. I will neither accept from nor give bribes or any other inducement to anyone. I will comply with our Fraud and Theft policy on bribery and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.
- C.8** I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this.

⁵ These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.

⁶ Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

D. Objectivity

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

- D.1** I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- D.2** I will prepare effectively for meetings and ensure I have access to all necessary information to enable me to make well-informed decisions.
- D.3** I will monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- D.4** I will use my skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.
- D.5** I will ensure that the Management Committee seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.
- D.6** I will ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.
- D.7** I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing training that is organised or supported by us.

E. Integrity

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

- E.1** I will always treat my Management Committee colleagues our staff, our customers and partners with respect and courtesy
- E.2** I will always conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.
- E.3** I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect ELHA and/or its reputation
- E.4** I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Management Committee member.
- E.5** I will comply with, support and promote our policies relating to equalities, diversity and human rights as well as uphold our whistleblowing and acceptable use⁷ policies.
- E.6** I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Management Committee and after I have left.
- E.7** I will observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

⁷ This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL.

F. Accountability

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

- F.1** I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and ELHA's legal obligations are fulfilled.
- F.2** I will ensure that we have effective systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.
- F.3** I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Management Committee, its committees and working groups.
- F.4** I will participate in and contribute to an annual review of the contribution I have made to our governance.
- F.5** I will ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- F.6** I will not speak or comment in public on our behalf without specific authority to do so.
- F.7** I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Management Committee member and after I have left.
- F.8** I recognise that the Governing Body as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making

G. Leadership

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

- G.1** I will ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. I will make an effective contribution to our strategic leadership.
- G.2** I will ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3** I will always be a positive ambassador for the organisation.
- G.4** I will participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5** I will not criticise or undermine the organisation or our actions in public.
- G.6** I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Senior Officer.
- G.7** I will not harass, bully or attempt to intimidate anyone.
- G.8** I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Management Committee, staff or other partners.
- G.9** I will not act in a way that could jeopardise our reputation or bring us into disrepute.⁸

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

4. Breach of this Code

- 4.1 I recognise that each member of the Management Committee has a personal and individual responsibility to promote and uphold the requirements of this Code. If I believe that I may have breached the Code, or I have witnessed or become aware of a potential breach by another member, I will immediately bring the matter to the attention of the Chair.

5. Acceptance and Signature

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Management Committee. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Management Committee which could result in my removal.

Signed _____

Date _____

Appendix B

Further Guidance for Governing Body Members

Supporting Guidance to the Code of Conduct for Management Committee Members

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

We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities. Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Management Committee. You have a personal responsibility to uphold both the spirit and the requirements of our Code.

Our Code of Conduct is an important part of our governance arrangements. It is supported by the Role description which describes your responsibilities as a Management Committee member and you are responsible for ensuring that you are familiar with the terms of the Code and that you always act in accordance with its requirements and expectations. Management Committee members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct⁹. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations (2021), which the Scottish Housing Regulator (SHR) has confirmed fully complies with its regulatory requirements.

You cannot be a member of the Management Committee if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually. Our rules state that the Management Committee can remove a member who fails to sign the Code of Conduct (Rule 44.5.2). It is a regulatory requirement that our rules enable the Management Committee to take such action.¹⁰

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

⁹ Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

¹⁰ SHR Regulatory Framework (2019) Constitutional Standard 19

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

Our Code of Conduct applies to all elected, appointed and co-opted members of our Management Committee and its sub-committees and to the governing bodies of all subsidiaries and members of the ELHA Group.

Breach of the Code

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

A potential breach will normally be formally investigated. It is the responsibility of the Chair to decide, in consultation with other office bearers, if an internal or an independent investigation should be conducted. A Management Committee member who is the subject of a complaint or concern about a potential breach of our Code is expected to take leave of absence whilst an investigation is carried out: (our Rules allow the Management Committee to require that this happens)¹¹. Whilst on leave of absence for this reason, a Management Committee member is not entitled to receive any papers or correspondence (other than in relation to the investigation) or to take part in any meetings in their role as a Management Committee member. The requirements of our Code of Conduct continue to apply throughout the term of the leave of absence.

A serious breach of our Code may result in action being taken by the Management Committee to remove the member(s) involved. This is a serious course of action which is provided for in our rules¹². It requires a majority of Management Committee members who attend a special meeting of the Management Committee to support a resolution to remove the member because of their failure to comply with the requirements of the Code or our rules, policies or standing orders. If a Management Committee member is removed as a result of such a resolution, or resigns, having been notified of the Management Committee's intention to consider such a resolution, they cannot be re-elected or appointed or co-opted to the Management Committee during the subsequent five year. A Management Committee member who has been removed cannot be elected, appointed or co-opted to the governing body of another RSL during the same period¹³.

¹¹ Rule 37.8

¹² Rule 44.5

¹³ Rule 43.1.5 / 43.1.5 /43.1.7

How the Code is structured

The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.¹⁴

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

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

The Principles of the Code

The seven principles of the Code are:

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

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

A. Selflessness

This principle emphasises the importance of Management Committee members acting in our best interests at all times and taking decisions that will support delivery of our objectives. Although individual Management Committee members bring knowledge and experience to their role, you are not a representative for a specific interest or group: your experience and knowledge should inform your contribution to discussion but your decision-making should be influenced by our aims and objectives

¹⁴ Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

and not individual or specific interests. In practice, this means that you must always make a conscious effort to see the bigger picture and not concentrate just on the issues that are important to you.

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

The principle contains a commitment to always support and uphold the Management Committee decisions and our actions (A3): if a Management Committee member were to actively undermine or publicly contradict or disagree with decisions and/or actions, this may constitute a breach. E3 of the Code contains a parallel commitment: if a decision is taken by the Management Committee that a member fundamentally disagrees with and cannot support, it may be that resignation should be considered.

This principle is not intended to prevent a Management Committee member from disagreeing with a proposal during a meeting or from recording their dissent from a decision; rather it is intended to ensure that no member of the Management Committee actively and/ or publicly undermines the organisation. In practice, this means, for example, that you should not question in public why a decision was taken or criticise the organisation. It is only if a Management Committee member actively undermines or disagrees with a decision or action that a breach of the Code may arise. A similar provision is contained in the Code of Conduct for staff.

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

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

B. Openness

This principle sets the framework for ensuring that, in all of our activities and in all your actions, transparency and openness are evident. In practice, this means that you must identify and declare all personal interests which are relevant to our work and to your role with us. You must be familiar with the process for declaring interests and you must make sure that the Register of Interests is accurate and up to date at

all times. You must ensure that you are well informed about our policy on declaring interests, which forms part of our EPB (Entitlements, Payments and Benefits) Policy (B3).

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

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

We are covered by the requirements of the Freedom of Information (Scotland) Act and the SHR's Regulatory Framework requires us to be open and accountable for what we do¹⁵. As a member of our Management Committee, you are responsible for ensuring that we comply with these legal and regulatory requirements: in practice, this means monitoring our compliance and ensuring that we communicate openly and respond effectively to tenants, customers, regulators, funders and partners.

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

C. Honesty

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

C4 requires you to be aware of the terms of our Whistleblowing Policy: in practice, this means that the Management Committee, collectively, must be assured that the policy is fit for purpose (SHR has issued Statutory Guidance on Whistleblowing) and

¹⁵ Regulatory Standard 2 (SHR Regulatory Framework 2019)

that there is regular training provided for Management Committee members and staff on its terms. Management Committee members must also ensure that there are effective procedures in place for whistleblowing allegations to be made and investigated, with adequate safeguards in place to protect complainants.

Management Committee members have an individual duty to report any concerns that you may have about possible fraud, corruption or wrongdoing (C5 and C7). You must, therefore, be familiar with the terms of our Fraud and Theft policy. You are expressly forbidden to accept any gifts or other inducements which might create, or be capable of creating, a sense of obligation to another party.

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

C8 further emphasises¹⁶ your responsibility to ensure that neither you nor someone closely connected to you is seen to benefit inappropriately from your role with us and to be very open in declaring all relevant personal interests. In practice, this means ensuring that you are not involved in any decisions which personally impact or affect you or someone you are close to.

D. Objectivity

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

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

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

¹⁶ A6 and B3 are also relevant

D6 describes the responsibility of Management Committee members to ensure that the organisation has an effective and robust framework for assessing and managing risk: this includes being satisfied about the delegation of authority, operation and reporting of e.g. the Audit and Risk sub-committee. It also relates to the operation of financial regulations and the effectiveness of financial planning, budget preparation, forecasting and reporting. Regulatory Standard 3 is relevant to this principle.

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

E. Integrity

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

E1 and E2 echo A4: Management Committee members must be respectful and courteous in all that you do: in practice, this means being prepared to 'agree to disagree' when strong opinions are held and being tolerant of views and perspectives which might be very different from your own. It also means recognising and acknowledging that what's acceptable in terms of language and conduct change and being mindful that differences in cultures, faiths and beliefs can be very significant and sensitive.

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

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

E5 complements A4 and is a specific commitment to uphold our Equality and Diversity and Whistleblowing policies: this reflects the regulatory requirement for us to have a whistleblowing policy and the Regulatory Standard that requires 'clear procedures for employees and governing body members to raise concerns or

whistleblow if they believe that there has been fraud, corruption or other wrongdoing within the RSL'¹⁷

E6 and E7 relate to confidentiality and the importance of maintaining it. This applies to the content of reports, discussions at Management Committee and committee meetings and all other business that you have access to in your role as a Management Committee member. Upholding this principle requires you not to discuss anything that is identified as being confidential with anyone who is not entitled to the information; it also means making sure that any papers are stored securely (e.g. by means of passwords on laptops or other devices, in a locked drawer) and that on-line discussions can't be overheard (e.g. if attending a virtual meeting). In applying this principle, you must also be mindful of our duties in respect of safeguarding personal information i.e. anything from which an individual can be identified.

F. Accountability

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

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

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

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

Our Scheme of Delegation identifies who is authorised to make public comments on our behalf; it is not normally appropriate for an individual Management Committee member to speak in public without prior agreement from the Chair. This includes, for example, accepting an invitation to contribute to a conference or event because of

¹⁷ Regulatory Standard 5.6

your role with us. The Code's principles also extend to social media activities (F7, G7).

F8 is a specific commitment to participate in and co-operate with any investigations that may be instructed relating to the Code, involving you either directly or as a witness. This obligation extends beyond your term of membership of the Management Committee which means that your co-operation may be requested when you are no longer a member of the Management Committee. It is unlikely that you would be asked to contribute to any such investigation more than two years after you have left.

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

G. Leadership

The role of the Management Committee is to lead and direct the organisation to deliver good outcomes for our tenants and service users¹⁸. This section of the Code sets out some specific expectations about that part of your role. It also stresses the importance of Management Committee members leading by example and making a positive and active contribution to our governance (G1, G2).

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

G4 complements the individual focus of F4 by being explicit that the governing body should review the overall effectiveness of its governance arrangements: this forms part of our annual review process, which also includes a review of the range of skills, knowledge and experience that the Management Committee collectively needs to fulfil its responsibilities. Management Committee members have a responsibility to contribute to the process of identifying any gaps and the best means of filling them (D7)¹⁹.

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

G6 is a specific commitment not to criticise or undermine (or appear to undermine) members of staff (individually or collectively) in public (including to e.g. tenants or

¹⁸ Regulatory Standard 1

¹⁹ Regulatory Standard 6.5

partners). Any concerns which you have should be raised directly and privately with the Chair or Chief Executive.

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

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

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

Appendix C

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

ELHA Protocol for Managing an Alleged / Suspected Breach of Code of Conduct

1. Introduction

- 1.1 This protocol will be used by ELHA to deal with any alleged breaches of our Code of Conduct for Governing Body Members. It is based on the Model Protocol provided by SFHA.

2. Who is Responsible?

- 2.1 The Chair has delegated authority to deal with all potential breaches of the Code, unless the allegation relates to him/her. In that event, the Vice Chair should take on the responsibilities that the protocol allocates to the Chair. It may be necessary to ask other members of the Management Committee to take on responsibilities should the allegation relate to both the Chair and Vice Chair.
- 2.2 The Chair should consult with other office-bearers (or members of the Management Committee) to instruct, progress and conclude internal and external investigations carried out in accordance with this protocol.
- 2.3 The Scheme of Delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct.

Delegated Authority to Oversee Potential Breaches	Any two from the following (must include at least one Management Committee member)
Management Committee	Chair, Vice-Chair, Secretary, Audit & Assurance Committee Convenor
Senior Staff	Chair, Vice-Chair, Chief Executive, Other SMT members

- 2.4 No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other members of the Management Committee to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.
- 2.5 The Chair may seek advice from our solicitors in exercising all of the responsibilities associated with this protocol.

3. What Constitutes a Breach?

- 3.1 A breach of the Code of Conduct is a serious matter. This Protocol is a process that will apply to managing and/or responding to alleged breaches of the Code of Conduct. Breaches can include:
- Conduct by a Management Committee member during a meeting (which might involve a member being obstructive, offensive or disregarding the authority of the Chair or failing to observe Standing Orders)
 - Complaints that the conduct of a Management Committee Member has failed to meet the requirements of the Code of Conduct; is contrary to ELHA's Values, Rules or policies; threatens the reputation of ELHA; risks bringing the organisation into disrepute or undermines ELHA and/or its people
 - Inappropriate behaviour towards colleagues, staff, customers or partners
- 3.2 Some complaints and/or concerns may relate to relatively minor matters, whilst other may involve more significant issues. Consequently, different approaches are likely to be appropriate, depending on the details of individual circumstances, recognising that it may not always be appropriate to undertake a formal investigation in response to an isolated and/or relatively minor issue.

4. Initial Review to Determine if Further Investigation Required

- 4.1 When a complaint is received or a concern is raised, consideration should be given as to which is the most appropriate course of action. This may (but may not) require some initial review of the complaint or allegations before concluding on a specific approach. The review should be carried out by those members of the Management Committee appointed in accordance with 2.2 of this Protocol, with support from the Chief Executive if required.
- 4.2 It may be that such a review concludes that there is no substance to the concern or allegation. Depending on the circumstances, it may be appropriate to report the outcome of such a review to the Management Committee. This might be the case, for example, if an anonymous complaint is received which cannot be investigated because of a lack of information.
- 4.3 Anonymous complaints or allegations can be difficult to resolve but, in the event that anonymous information is received or made known, an initial review should be undertaken to establish whether there is the potential for any substance to the concern. If so, an investigation should be undertaken, although it is recognised that it may not be possible to conclude

any such investigation satisfactorily.

- 4.4 Minor issues, actions or conduct at an internal meeting or event are unlikely to constitute a breach of the Code of Conduct that warrant investigation. The Chair (and other office bearers) should exercise their judgement in determining which of the courses of action set out in this Protocol is more appropriate.
- 4.5 Two routes are described in this Protocol: Route A and Route B.
- 4.6 SHR requires that alleged breaches of the Code which are to be investigated under either Route A or Route B must be regarded as Notifiable Events, in accordance with the terms of the SHR's Statutory Guidance. The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator, and that the SHR's requirements (as set out in the relevant guidance²⁰) in terms of reporting the outcome of the investigation are met.

5. Route A

- 5.1 Route A is an internal and informal process to address potential minor breaches. This is intended to be a relatively informal process, used to address e.g. one-off discourtesy at an internal meeting, isolated or uncharacteristic failure to follow policy.
- 5.2 Alleged breaches that occur during the course of a meeting or other internal event (and which have not happened before) will, unless the Chair believes it to be serious, be dealt with by the Chair of the meeting, either during the meeting/event and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting.
- 5.3 After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate (Route A). Where the Chair regards such behaviour as being serious, it should be investigated in accordance with Route B as will repeated incidents of a similar nature.
- 5.4 It may be appropriate for the Chair to record the terms of the discussion in a letter to the Management Committee member e.g. to confirm the provision of training or support or to record a commitment to uphold a specific policy or to record an apology.
- 5.5 It is possible that a concern that it is initially agreed can be addressed via route A ends up being the subject of a formal investigation, if more

²⁰ Scottish Housing Regulator (2019) [Notifiable Events guidance](#)

significant issues emerge, or actions are repeated.

6. Route B

- 6.1 Route B will involve formal investigation of repeated breaches or an alleged significant/major breach. Investigations may be conducted internally or independently, according to the circumstances and people involved.
- 6.2 An investigation under Route B will usually be overseen by the Chair and another office-bearer or Management Committee member.
- 6.3 The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or carry out an internal investigation.
- 6.4 In the event that the Chair or other office-bearer is the subject of a complaint, an independent investigation should be conducted, overseen by the Vice-Chair and another Management Committee member.
- 6.5 If the Chair is likely to be involved in an investigation (e.g. as a witness), it will be necessary for the office bearers to consider who should be involved in overseeing the investigation.
- 6.6 The Chief Executive can support the implementation of the Protocol (unless involved in the issue, in which case the role should be assigned to another senior member of staff).
- 6.7 Our scheme of delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct (see section 2.3)
- 6.8 Allegations of a potential breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. Where a complaint is made to the Chief Executive, the matter should immediately be notified to the Chair.
- 6.9 Alleged breaches may be the subject of written complaints or allegations; they may also be witnessed by someone. However the alleged breach is identified, the Chair and Secretary should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation. If no written complaint is made, the statement of the matter should be prepared by someone unconnected to the event/situation (e.g. a verbal complaint made by a Management Committee member should be recorded by someone who was not present when the issue arose – this could be a member of staff).
- 6.10 The Management Committee member who is the subject of the complaint/allegation that is to be investigated will be notified in writing of the

alleged breach within seven working days, either of occurring or of receipt of the complaint. A Management Committee member who is subject to an investigation should take leave of absence until the matter is resolved. Rule 37.8 of the 2020 Model Rules contain the provisions to secure this. The letter will inform the Management Committee member of the nature of the potential breach, the arrangements for the investigation and will advise that leave of absence will be in place for the duration of the investigation. Management Committee members are expected to co-operate with such investigations²¹.

- 6.11 An alleged breach of the Code of Conduct which is being dealt with via Route B will be notified to the Management Committee, normally by the Chair or Secretary, within seven working days, either of occurring or of receipt of the complaint. The notice (which should be confidential) will not describe the detail of the complaint and will set out the proposed arrangements for investigation, including who will conduct the investigation and which members of the Management Committee are responsible for its oversight.
- 6.12 The appointment of an external Investigator (when it is decided to be the appropriate response) should be approved by the Management Committee members responsible for overseeing the investigation.
- 6.13 An internal investigation (when it is decided to be the appropriate response) will be carried out by at least two and not more than three Members of the Management Committee, who are not responsible for overseeing the investigation. In selecting the Management Committee members, we will seek to ensure that the investigators represent the profile of the Management Committee.

7. Investigation Under Route B

- 7.1 The conduct of an investigation should remain confidential, as far as possible, in order to protect those involved (witnesses, complainant(s)) and the Management Committee member(s) who are the subject of the complaint.
- 7.2 All investigations will be objective and impartial. Investigations will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate.
- 7.3 Investigations should not usually take more than six weeks to conclude.
- 7.4 The investigator(s) will be supported by the Chief Executive (or other senior member of staff if the Chief Executive is involved in the complaint). The Chair and other office-bearer, with any support they feel necessary, will brief the

²¹ Code of Conduct F7

agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body.

- 7.5 All investigations will be the subject of a written brief which sets out the Management Committee's requirements and which includes the statement of the alleged breach (scope, timescale, reporting requirements, access to information etc.). The brief may refer to any action previously taken that is relevant.
- 7.6 All investigations will include at least one interview with the Management Committee member who is the subject of the allegation, who will be invited to provide any relevant information. The interview(s) may be conducted face to face or remotely (by telephone or video call). Management Committee members may be accompanied during an interview by a friend (at their request), as a companion to provide support and not to represent. It is not appropriate for another Management Committee member to fulfil this role nor is it appropriate for the RSL to meet any costs (other than reasonable expenses as provided for in the relevant policy) in respect of a companion's attendance.

8. Considering the Outcome of the Investigation

- 8.1 The advisor/investigator will normally present their report to the Management Committee. Before doing so, the report will be reviewed by those overseeing the investigation to ensure that the Brief has been met and that the report is adequate to support the Management Committee's consideration and decision making.
- 8.2 The Management Committee member whose conduct is being investigated will not be party to any of the discussions relating to the investigation.
- 8.3 The report will be considered at a meeting of the Management Committee, which may be called specifically for this purpose. It is the responsibility of the Management Committee to consider the report and findings from the investigation and to determine:
- Whether there has been a breach
 - How serious a breach is
 - What action should be taken
- 8.4 The Management Committee 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.

9. Action to Deal with a Breach

- 9.1 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:
- A discussion with the member concerned (which may be confirmed in a subsequent letter)
 - advice and assistance on how their conduct can be improved
 - the offer of training or other form of support
 - a formal censure (e.g. in the form of a letter setting out the conclusions, expressing concern and specifying that there must be improvement / no repetition etc)
 - a vote to remove the Member from the Management Committee
- 9.2 Where, it is concluded that a serious breach has occurred, the Management Committee may require the member to stand down from their position in accordance with the Rules.
- 9.3 If the Management Committee proposes to remove a member, following investigation, the member will have the right to address the full Management Committee before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority of the remaining members of the Management Committee, in accordance with Rule²² (44.5)
- 9.4 A record of the outcome of an investigation will be retained in the Management Committee member's file at least 12 months.
- 9.5 The outcome of any investigation will be notified to the Scottish Housing Regulator, in accordance with the requirements of the Notifiable Events Statutory Guidance.

10. Definitions

- 10.1 ELHA will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):
- Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
 - Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
 - Accepting a bribe or inducement from a third party designed to influence the decisions we make.
 - Consistent or serious failure to observe the terms of the Code of Conduct.
 - Serious inappropriate behaviour towards a colleague, member of staff, tenant, customer, partner or stakeholder

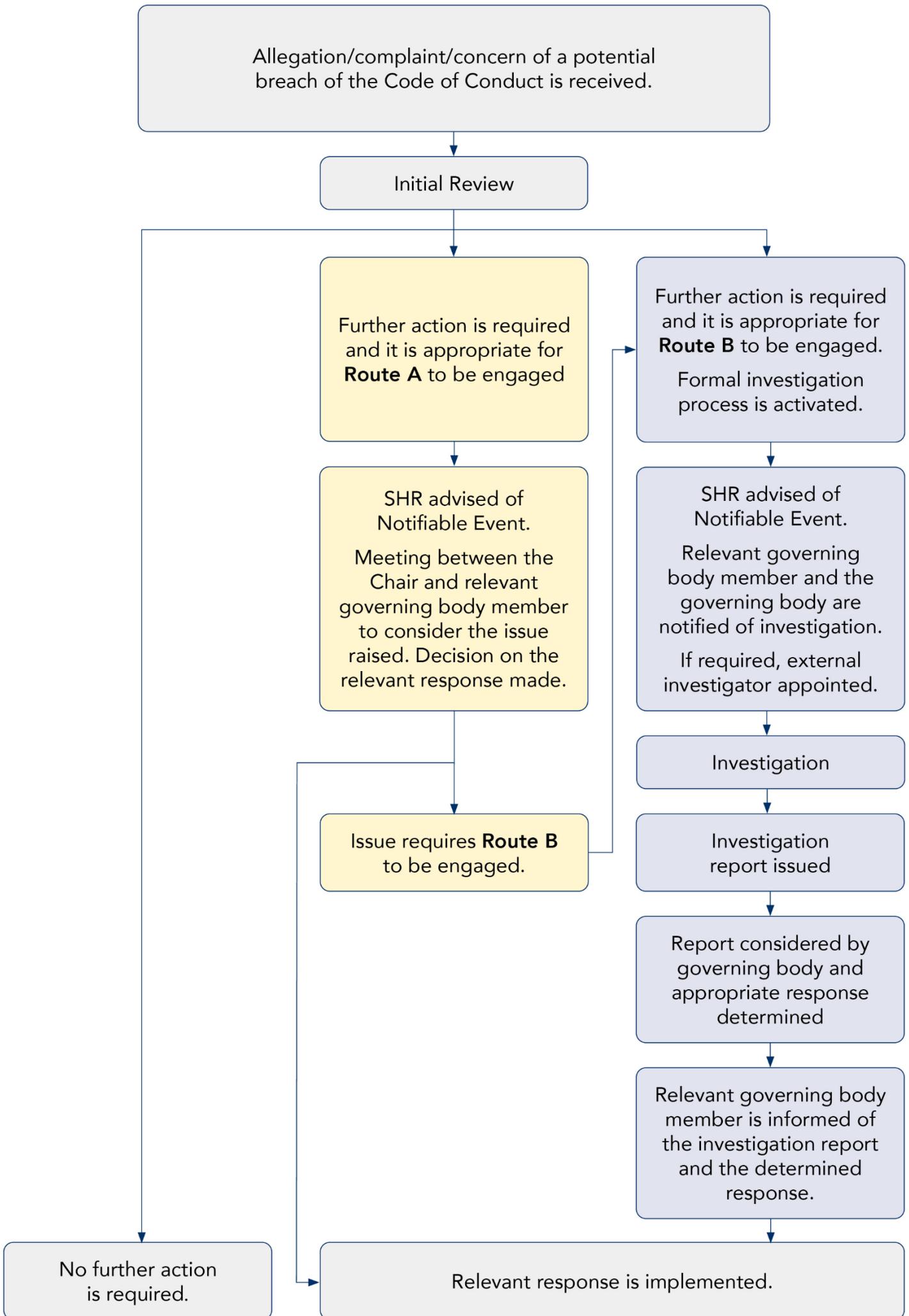
²² SFHA Model Rules (2020)

11. Approval and Review

- 11.1 This protocol was approved by the Management Committee of ELHA on 30 September 2021. It will be reviewed as and when the Scottish Federation of Housing Association's (SFHA) issue any updates to the Model.

Appendix D

Flowchart Summarising Protocol Process



Secretary's Report – for homologation

1.0 Membership

No new applications for membership have been received.

2.0 Use of Seal for Homologation

Membership Certificate Number 380, Katrina Hamilton, [REDACTED]
[REDACTED]

Membership Certificate Number 381, Pamela MacLeod, [REDACTED]
[REDACTED]

Side Letter Addendum to Key Commercial Term Letter & Agreement between ELHA and CAF Bank Limited dated 1 September 2021.

Standard Security by ELHA in favour of CAF Bank Limited, re subjects at Bothwell Avenue, Haddington dated 1 September 2021.

Recommendation

The Management Committee is asked to homologate the Use of the Seal.

Disposal of Assets Policy Review

Report by Paula Oliver, Director of Finance – for approval

1.0 Introduction

The Disposal of Assets Policy is due for its periodic review.

2.0 Policy Changes

The only material change proposed is to report to the Management Committee the sale of any assets to staff or governing body members. This should improve transparency and demonstrate that the policy has been complied with where such a disposal takes place.

Other changes are of a minor nature, and are all tracked in the attached **Policy Document**.

Recommendation

The Management Committee is asked to approve the revised Disposal of Assets Policy.

ELHA POLICY

Date Issued	August 1998
Department	Finance
Last Review Date	September 2021
Title	Disposal of Assets
Objective	To describe how the Group may dispose of obsolete/surplus assets.
Responsible	Director of Finance
Next Review Date	September 2026

1.0 CATEGORY OF ASSETS

- 1.1 We will dispose of assets, which have become damaged, obsolete, and are surplus to requirements or otherwise of no further use to the Group.
- 1.2 Assets include all items listed in the fixed asset registers, our housing properties and any other item of equipment, fixture or fitting which has cost more than £300 but has not been capitalised (for example Care and Repair equipment and R3 Repairs' material or goods contained within our van or stores stock or small plant such as power tools etc.), and gifted items (passed to R3 Repairs for disposal by a client).
- 1.3 This policy does not cover the Association's housing properties as these will be disposed of in accordance with the Scottish Housing Regulator's Statutory Consent procedures.
- 1.4 The Management Committee must approve the disposal of the Association's office premises.
- 1.5 The Chief Executive or Director of Finance may approve the disposal of any other assets and will report these to the Management Committee/R3 Board (if a subsidiary asset).
- 1.6 The R3 Service Manager may approve the disposal of damaged or obsolete R3 stock items or R3 small plant and will report these to the R3 Board.
- 1.7 The Director of Asset Management may approve the disposal of R3 items gifted by others and will report these to the R3 Board.

2.0 METHODS OF DISPOSAL

(In order of Preference)

2.1 Trade-in

2.1.1 To eliminate storage problems, this is our preferred option for disposal where an asset is being replaced. We will try to obtain a trade-in value equivalent to or above the net book value of the asset in the Group's books.

2.2 Disposal to Staff or Committee Member

2.2.1 If a trade-in is not possible, we will offer the asset for sale, at its net book value, to staff and Management Committee/Board Members. If the net book value of the asset is nil, we will offer to sell the asset to staff/Management Committee/Board for an amount to be agreed by the Chief Executive and Director of Finance (or Director of Asset Management where the asset belongs to R3 Repairs).

2.2.2 If more than one member of staff/Management Committee/Board wishes to buy the asset, we will write down the names of all those interested and one name will be selected at random ("out of a hat") by a non-interested member of staff.

~~2.2.2~~ 2.3 Where an asset is sold to a member of staff or Management Committee / Board, the details of the sale, including the name of the individual buying the asset, will be notified to the Management Committee at its next meeting.

2.3 Disposal to a Charity

2.3.1 If we can not dispose of an asset through steps 2.1 or 2.2., we may donate the asset.

2.3.2 We may only donate the asset to an organisation which conforms to the criteria specified in the Group's "Sponsorship and Donations" Policies. The Management Committee/Board must give their specific approval for the donation of assets to any other organisations.

2.3.3 We will transfer the net book value of the asset at the point of donation to the "Sponsorship and Donations" budget.

2.4 Sale to a Third Party

2.4.1 We may sell the asset to an interested third party. However, considering the costs and staff time involved, we will not generally advertise assets for disposal to the general public.

2.4.2 We will always try to sell the asset for an amount at least equal to its net book value.

2.5 Other

2.5.1 If there is no market for the asset, we will dispose of it as waste using the services of an appropriate waste collection organisation (e.g. the Council) to ensure that this is done safely.

3.0 DISPOSAL COSTS

3.1 If we incur costs in disposing of an asset by sale or donation (for example the charge for removing information from a computer), we will add these costs to the net book value of the asset to determine the sale price/donation value.

3.2 Where an item is disposed of to a waste facility, the cost will be charged as part of the ongoing running costs.

4.0 USE OF PROCEEDS

4.1 If we receive an amount that is greater than the net book value of the asset, we will transfer the excess to the “reserves”.

5.0 RECORDING DISPOSALS

5.1 Fixed Asset Registers

We will maintain a record of all the assets we dispose of in our “Fixed Asset Registers”. In these registers, we will record the details of the asset, its cost, its net book value at the time of disposal, the disposal proceeds (if any) and details of the disposal (including details of the purchaser/recipient organisation). Disposals will be reported to the Finance & Audit Sub-Committee annually for information.

5.2 Accounting for Disposal of Stock Items

We will maintain a record of all the R3 stock items disposed to ensure that R3 stock can be accurately valued.

6.0 CONCLUSION

6.1 The Director of Finance will ensure that this procedure is reviewed at least every five years and that any amendments required are submitted to the [Finance and Audit SubManagement](#)-Committee for approval.

Smoke-Free Policy Review

Report by Martin Pollhammer, Chief Executive – for approval

1.0 Introduction

The Smoke-Free Policy is due for review in December 2021.

2.0 Policy Review

The current version of the Smoke-Free Policy has been checked against the EVH Smoke-Free Model Policy, and this remains up to date, with no changes required at this time. The Policy has been reviewed and agreed with JCC.

Recommendation

The Management Committee is asked to approve the current Smoke-Free Policy.

Date Issued	December 2006
Date Last Reviewed	September 2021
Department	Administration
Title	Smoke-Free Policy
Responsible	Chief Executive
Next Review Date	September 2026

1.0 Introduction

- 1.1 The Smoking, Health and Social Care (Scotland) Act 2005 came into force on 26 March 2006 allowing for the total ban on smoking in all of our premises, including vehicles owned, leased or hired by us and private cars.
- 1.2 It is a criminal offence not to comply with the smoking law. Environmental Health Officers can apply fines or prosecution to individuals and employers who fail to comply with the law. Details of premises covered by this legislation are given in **Appendix 1** and details of exemptions are listed in **Appendix 2**.
- 1.3 This policy has been developed to ensure a safe environment for all staff, customers, visitors and contractors. We believe that most people will respect our policy but have put in place procedures to deal with non-compliance (see section 5.0). Any person not complying with the ban commits an offence towards the organisation as well as the law.
- 1.4 This policy complies with the EVH Health and Safety Control Manual, section 3.11 regarding passive smoking, which states:

“Where employees are exposed to passive smoke outwith East Lothian Housing Association’s premises/vehicles while on company business, they will be entitled to request a smoke-free environment in which to continue their business. Where no such environment is available, the employee will be entitled to cease work within the area. In such circumstances, the employee will report this situation to their Line Manager without delay, who will take the appropriate action”.

2.0 Our Principles

2.1 This smoking policy:

- Does not allow for anyone to smoke throughout our offices ensuring that all our workers, customers and visitors, can enjoy air free of tobacco smoke
- Has been agreed with employees to help provide a healthy, safe and comfortable environment
- Details how we will deal with those who do not comply with the smoking restrictions
- Details how we will provide support for employees who find it difficult not being able to smoke or who are trying to stop.

3.0 Policy Conditions

3.1 We have placed a total ban on smoking in all of our premises, in any common or work areas, including the vehicles owned/leased/hired by us and private cars used to transport colleagues/clients/visitors in relation to business.

3.2 Anyone who wishes to smoke must do so outdoors. Staff must not smoke directly outside the staff entrance and all time used for smoking breaks must be deducted from their timesheets. The frequency and time of each break must be kept to a minimum.

4.0 Implementation

4.1 The Chief Executive is responsible for making sure that everyone complies with this policy. The policy applies to all of our employees, as well as all visitors, customers and contractors.

4.2 The main aims of this policy will be clearly displayed at the entrance to our premises (See **Appendix 3**).

4.3 No Smoking signs will be clearly displayed as required in our premises, including in company cars.

4.4 Those employees, visitors, customers and contractors who do not comply with this Smoke-Free Policy will be dealt with under the procedures outlined at section 5.0.

4.5 Any questions/comments/concerns regarding the Smoke Free policy should be taken to the Chief Executive.

4.6 Breaches of the policy should be reported to your line manager.

5.0 Procedure for Non-compliance

5.1 We will inform all employees/workers, customers, visitors and contractors that we operate a Smoke-Free Policy in all of our premises. The displayed No Smoking signs are designed to inform and remind everyone of this.

5.2 Employees

Line Managers are responsible for enforcing this policy. Any employee who does not comply with this policy will be dealt with in accordance with our Disciplinary Procedure. For employees, a refusal to comply with a Smoking Ban will be treated as misconduct or gross misconduct. The severity of discipline will reflect the fact that non-compliance breaches not only the organisation's Smoke-Free Policy but also Health and Safety Policy and the law: the Smoking, Health and Social Care (Scotland) Act 2005.

Committee/Board Members who refuse to refrain from smoking in accordance with the Smoke-Free Policy will be dealt with in accordance with their Code of Conduct.

5.3 Customers/visitors/contractors.

Anyone that refuses to comply with our Smoke-Free Policy will be asked to leave our premises immediately. Further refusal could result in the withdrawal of our services to customers, barring the visitors from visiting our premises and withdrawal of contracts with individual contractors as well as informing their employers of their non-compliance.

6.0 Support for Smokers

6.1 We recognise that passive smoking adversely affects the health of all employees. We also recognise that the Smoke Free Policy can impact on smokers working lives.

6.2 We will support employees through the activities of our Healthy Working Lives Group to help them. This includes:

- Allowing unpaid time-off during working hours to obtain help with giving up smoking, at the discretion of the line manager
- Being encouraged to seek advice on modifying their smoking behaviour or stopping
- Ensuring that supplies of self-help information are made available
- Providing information on advice and support that is available

- Undertaking periodic campaigns to encourage smokers to stop and to publicise the support available

6.3 Sources of support and their contact details are found at **Appendix 3** .

7.0 **Use of Electronic Cigarettes**

Electronic cigarettes are being widely used to aid smoking cessation. Electronic cigarettes release varying amounts of nicotine in a warm water mist, which simulates the flavour of a real cigarette. Electronic cigarettes are not covered under the Smoking, Health and Social Care (Scotland) Act 2005 as they were not in existence when the legislation was introduced. Some employers have taken the view that as electronic cigarettes produce water vapour rather than smoke, they can be used indoors legally.

We understand that there is still research to be completed on the safety and effectiveness of electronic cigarettes as a smoking cessation tool. Our employees should therefore use electronic cigarettes during rest breaks in designated smoking areas. We do not deem it appropriate to use electronic cigarettes on any of our premises, as they could cause annoyance to colleagues and be perceived as 'real' cigarettes if used in areas where there is contact with customers, along with colleagues, visitors and contractors.

We would ask that all those that the policy applies to respect this application of the rules and do not expect any breaches of the rules to take place.

8.0 **Policy Review**

8.1 This policy will be reviewed every 5 years.

APPENDIX 1

'NO-SMOKING PREMISES' (as listed in Schedule 1 to the Regulations)

Those premises which fall within the scope of the legislation, having been classed as 'no-smoking premises', are:

1. Restaurants
2. Bars and public houses
3. Shops and shopping centres
4. Hotels
5. Libraries, archives, museums and galleries
6. Cinemas, concert halls, theatres, bingo halls, gaming and amusement arcades, casinos, dance halls, discotheques and other premises used for the entertainment of members of the public
7. Premises used as a broadcasting studio or film studio or for the recording of a performance with a view to its use in a programme service or in a film intended for public exhibition
8. Halls or any other premises used for the assembly of the public for social or recreational purposes
9. Conference centres, public halls and exhibition halls
10. Public toilets
11. Club premises
12. Offices, factories and other premises that are non-domestic premises in which one or more persons work
13. Offshore installations
14. Educational institution premises
15. Premises providing care home services, sheltered housing or secure accommodation services and premises that are non-domestic premises which provide offender accommodation services
16. Hospitals, hospices, psychiatric hospitals, psychiatric units and health care premises
17. Crèches, day nurseries, day centres and other premises used for the day care of children and adults
18. Premises used for, or in connection with, public worship or religious instruction, or the social or recreational activities of a religious body
19. Sports centres
20. Airport passenger terminals and any other public transportation premises
21. Public transportation vehicles
22. Vehicles which one or more persons use for work
23. Public telephone kiosks

Cited from: Scottish Government: www.clearingtheairscotland.com

APPENDIX 2

EXEMPTIONS (as listed in Schedule 2 to the Regulations)

Those premises (or part of premises) which are exempt from the legislation are:

1. Residential accommodation
2. Designated rooms in adult care homes
3. Adult hospices
4. Designated rooms in psychiatric hospitals and psychiatric units
5. Designated hotel bedrooms
6. Detention or interview rooms which are designated rooms
7. Designated rooms in offshore installations
8. Private vehicles

Cited from: Scottish Government: www.clearingtheairscotland.com

Summary of East Lothian Housing Association's Smoke-Free Policy

Purpose

This policy has been developed to protect all employees, service users, customers and visitors from exposure to second-hand smoke and to ensure compliance with the Smoking, Health and Social Care (Scotland) Act 2005.

Exposure to second-hand smoke, also known as passive smoking, increases the risk of lung cancer, heart disease and other illnesses. Ventilation or separating smokers and non-smokers within the same airspace does not completely stop potentially dangerous exposure.

Policy

It is our policy that all our workplaces are smoke-free to ensure that all our employees have a right to work in a smoke-free environment. The policy came into effect on 14 December 2006 and be reviewed at least every 5 years thereafter.

Smoking is prohibited throughout the entire workplace with no exceptions. This includes company vehicles. This policy applies to all employees, consultants, contractors, customers, Management Committee members or visitors.

Anyone who wishes to smoke must do so outdoors. Staff must not smoke directly outside the staff entrance and all time must be deducted from their timesheets. The frequency and time of each break must be kept to a minimum.

Overall responsibility for policy implementation and review rests with The Chief Executive. All staff are obliged to adhere to, and facilitate the implementation of the policy. All new staff will be given a copy of the policy on recruitment/induction.

Appropriate 'No Smoking' signs will be clearly displayed at the entrances to and within the premises.

Non-compliance

Disciplinary procedures shall be followed if a member of staff does not comply with this policy. The procedures set out in section 5 of the full version of the Smoke-Free Policy shall be followed if a customer, contractor or visitor does not comply. Those who do not comply with the smoking law are also liable to a fixed penalty fine and possible criminal prosecution.

Help to stop smoking

We will provide support for smokers who want to stop as detailed in section 6 of the Smoke Free Policy. Sources of support are:

- Smokeline 0800 848484
- Smokefree helpline 0800 022 4332
- www.canstopsmoking.com,
- www.smokefree.nhs.uk Your local GP surgery

Cited from Scottish Government: www.clearingtheairscotland.com