



STANDING ORDERS

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STANDING ORDERS

Purpose of these Standing Orders

1. These are the Standing Orders for Molendinar Park Housing Association. The Standing Orders set out the governance structures and procedures. They provide a framework for the effective management of the Association's business.
2. The Standing Orders are part of a wider governance framework which includes:
 - The Association's Rules
 - The remit of the Management Committee
 - The Association's Scheme of Delegated Authority
 - The Code of Conduct for Committee
 - The terms under which the remuneration of the Association's Senior Officer are governed
 - The appraisal mechanism for MPHA's Management Committee Members
3. The Management Committee of the Association may not exercise any powers which are reserved to the Association in general meetings either by these Rules or by Statute.
4. Nothing in these Standing Orders (or any subsequent alteration or amendment) shall be taken to permit Committee Members or staff to act in contravention of the Rules, or any statutory or regulatory obligations.

Role and Remit of the Management Committee

5. The Management Committee is the Association's governing body. Its central role is to direct and control the Association's work. The Management Committee is responsible for determining strategic direction and policies, for establishing and overseeing the control and risk management framework, and for ensuring that the Association achieves its aims and objectives. The Management Committee's remit is provided at Appendix 1.
6. To ensure the Association's business is managed efficiently, the Management Committee may delegate some of its powers to sub-committees, as described in the Rules.

The Management Committee may also establish working groups or similar to take forward specific issues.

Management Committee Membership

Management Committee

7. The Members of the Management Committee will be elected in accordance with the arrangements described in the Association's Rules.
8. If an elected Committee Member leaves the Management Committee between AGMs, a casual vacancy will be created, which may be filled by another shareholding member of the Association, in accordance with our succession planning and recruitment policies.
9. If a Committee Member requires a leave of absence from Committee for personal or other reasons, this must be approved by the Management Committee and duly recorded in the Minutes. Such an absence may not extend for more than three months, at the end of which it must be reviewed by the Committee. Any further extension may not exceed three months.
10. If there are vacant places on the Management Committee, and should the Committee decide that filling a place or places by co-option is appropriate, the Committee may seek to use co-options to make the Committee more representative of the local community and/or recruit specific skills or knowledge which are relevant to the Association's work, as identified from time to time in our recruitment policy. Co-opted members cannot make up more than one third of the membership of the Management Committee.

Examples of individuals meeting these criteria might include:

- People from sections of the local population which are under-represented on the Committee
- People with relevant business, financial or professional skills and/or experience

Delegation to the Director or other Members of Staff

11. As a matter of policy, the Association has decided that no member of staff may be a member of the Management Committee. This is reflected in the Association's Rules.
12. The Role of the Director is to act as the Management Committee's principal adviser, and to be responsible and accountable to the Management Committee for the effective implementation by the staff team of the Management Committee's decisions and policies.
13. The Scheme of Delegated Authority and Committee Remits that form part of these Standing Orders set out the levels of authority and responsibility that apply to:
 - Management Committee
 - Director

14. Subject to these reservations and restrictions, the Director is authorised and empowered to manage the Association and to direct its operations. The Director is responsible and accountable to the Management Committee for the work of the Association's staff team.

Committee Meetings

Frequency of Meetings

15. The Management Committee will normally meet ten times per annum on the third Tuesday of each month at 6.30 pm, saved for the months of December and July.
16. Special Meetings of the Management Committee may be convened in accordance with Rule 56.

Notice of Management Committee Meetings/Agendas

17. The Secretary will normally give written notice of all standard planned meetings where agreed by the Management Committee on an annual basis, usually in October.
18. Meetings in addition to the normal schedule, or where the programme of meetings has not been set down, will require seven days' notice to Committee Members.
19. Notice, Agendas and reports will be issued no less than seven days prior to any meeting. While every effort will be made to ensure that reports are circulated within these timescales, late circulation of a report will not prevent the agenda item being discussed, if a majority of the Management Committee present agree to this.
20. Items for discussion should be intimated to the Secretary, not less than ten days prior to the meeting.
21. Prior to the agenda being prepared (and prior to the meeting itself) the Director or relevant senior staff member should meet with the Chair to confirm the order of business, and to clarify the matters requiring decision.

Attendance by Staff Members

22. Staff will attend Management Committee meetings or submit written reports as required by the Committee, Chair, Secretary or Director. The Director will normally be in attendance.

Admission of Members of the Public to Meetings

23. Members of the public will not be admitted to Management Committee meetings.

Proceedings at Committee Meetings

Format of Meetings

24. Meetings may be held either remotely or 'face to face' or by a combination of these methods. These Standing Orders will apply to all meetings of the Management Committee or sub-committees, regardless of the format. Members attending a meeting virtually or in person will contribute to the establishment of the quorum.

Quorum Requirements

25. For Management Committee meetings four Members (excluding co-optees) will form a quorum. Where a meeting becomes inquorate after the start, the meeting shall be adjourned. When an adjourned meeting is re-convened, only the remaining items of business will be considered.

Voting and Decisions

26. Where a motion is proposed and seconded by two Committee members present at a meeting, and where another Committee Member indicates a direct negative, the matter shall be decided by vote of those Committee Members present.
27. Voting shall be by a show of hands, unless otherwise directed by the Chair.
28. The number of votes cast for and against the motion or amendment shall be recorded in the minute as shall the number of abstentions.
29. In the event of a tie, the Chair will have a casting vote, in addition to his/her own vote.
30. Any member may ask for his/her dissent from any motions or decisions to be recorded within the minute.
31. Resolutions duly moved and seconded that do not attract a direct negative shall be deemed passed without dissent.
32. Decisions made by the Management Committee will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two thirds of those present.

Adjournment

33. The Committee may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.
34. When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
35. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Chair.

Time Management of Meetings

36. The decision of the Chair or other person presiding at a meeting, on length of speeches, debate and closure of debate, is final. The Chair or other person presiding at a meeting will seek to ensure that all Committee Members are given adequate opportunity to debate all items on the agenda.

37. Committee meetings should not normally exceed two hours.

38. In exceptional circumstances, the meeting may be extended by a motion for suspension of Standing Orders supported by two thirds of those present. Any extension shall be for a maximum of 30 minutes.

Any Other Competent Business

39. Any other competent business should be intimated to the Chair prior to the start of the meeting, if possible giving 24 hours' notice.

40. The Chair will rule on whether the business is competent for discussion and/or decision and will report this decision to the meeting concerned. It will be open to the meeting, on the basis of a majority decision, to allow immediate discussion and/or decision.

41. Other business will be referred to a future meeting or delegated to the appropriate staff member.

Business Conducted under Closed Session

42. Where Committee business is of a confidential nature, the business will be conducted in closed session and a separate confidential minute will be produced. Staff members other than the Director and/or his/her substitute will normally leave the meeting during any confidential items. If the agenda item directly concerns the Director and/or it would be inappropriate for him/her to be present, the Director will also withdraw from the meeting. In the event that the Secretary is not present during a confidential discussion, the Chair shall ensure that a minute is taken.

Conduct of Members at Committee Meetings

43. Committee Members must observe the Code of Conduct when attending Committee meetings. In particular, all Members must:

- Conduct themselves in a courteous and business-like manner
- Show respect for the authority of the Chair of a meeting
- Show respect and consideration towards other Committee Members, the Association's staff and anyone else attending the meeting.

44. During Committee meetings, the Chairperson of the meeting is responsible for determining if any Committee Member is acting in a way contrary to the Association's code of conduct for Committee Members. The Chairperson, at his/her discretion, or in a response to a request from another Committee Member

can censure a Committee Member, or Members, on account of his/her/their behaviour at the meeting and request that the inappropriate behaviour ceases.

45. In the event of a failure to comply with such a request, the Chairperson at his/her discretion, or in response to a request from another Committee Member, can determine that the committee member(s) is/are excluded from the remainder of the meeting.

Minutes of Meetings

Management Committee

46. A minute of the Management Committee meeting will be taken under the authority of the Secretary. The Secretary will normally delegate the task of preparing the minute to a member of staff.
47. A minute of the Management Committee meeting will be prepared as a draft and submitted to its next meeting for adoption, being included with the papers issued in advance of the meeting. An initial draft will be prepared for review by the Chair within seven days of the relevant meeting.
48. All minutes shall take the form of “draft minutes” until they have been passed by the Management Committee.
49. To be approved as a correct record of the meeting, the minute must be accepted by the Management Committee following a motion proposed and seconded by two Members who were present throughout the relevant meeting. Once approved, and inclusive of any amendments, the final minute shall be signed by the Association’s Chair and retained in the official records of the Association.

Publication of Minutes

50. The minutes of the Management Committee meetings will be published on the Association’s website following their adoption and shall be available to all members of the public
51. A separate minute will be produced for any items of business which have been discussed in closed session, because the item is confidential or commercially sensitive. Minutes of business discussed in closed session will only be available to Committee Members, and to any members of staff who need to have access to the minutes to implement Committee decisions.

Office Bearers

52. The Association shall have two office bearers elected from the Management Committee.
- Chairperson
 - Vice Chairperson

53. These office bearers shall be elected by the Management Committee at the first meeting after the Annual General Meeting.

54. The role of Secretary is assigned to the Director.

Remit of Chairperson

55. The Chairperson is elected by the Management Committee from among its membership after each AGM to serve until the next AGM in terms of Rules 59.5 and 59.6. The Chair may stand for re-election at subsequent AGMs but cannot hold the office for more than five consecutive years.

56. A role description has been agreed by the Management Committee. The duties of the Chairperson are to ensure that:

- the Committee works effectively with the senior staff;
- an overview of the business of the Association is maintained;
- the Agenda for each meeting is set;
- meetings are conducted effectively;
- minutes are approved and decisions and actions arising from meetings are implemented;
- the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with;
- where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
- the Committee monitors the use of delegated powers;
- the Committee receives professional advice when it is needed;
- the Association is represented at external events appropriately;
- appraisal of the performance of Committee Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
- the training requirements of Committee Members, and the recruitment and induction of new Committee Members is undertaken.

56.

57. The Chairperson may speak on any matter being discussed and has, in addition to his/her own vote, a casting vote in the event of a tie.
58. The Chairperson has power in an emergency situation to take decisions, in consultation with the Vice-Chair and the Director, subject to reporting to the first meeting thereafter, in accordance with MPHA's Scheme of Delegation. Any such decision shall be reported to the first meeting thereafter for ratification. If in the view of the Chairperson the matter in question is of major significance to the Association, the decision shall be subject to the emergency arrangements set out in the Scheme of Delegation.
59. In the event that one or more members of the management committee believe that the Chair has failed to uphold these Standing Orders or has acted improperly in any way, it shall be open to the member(s) to seek support for a motion of no confidence in the Chair. Such a motion would require to be seconded and be supported by two thirds of the members attending the meeting at which the motion is discussed. Where the challenge relates to a specific item of business, the Chair shall withdraw from the discussion which shall be managed, in his/her absence, by the Vice-Chair. In the event that the Chair's conduct is alleged to constitute a breach of the Code of Conduct, the committee shall grant the Chair a leave of absence and instruct an investigation into the allegations in accordance with MPHA's protocol for dealing with potential breaches.

Remit of the Vice Chairperson

60. The Vice Chairperson is elected by the Management Committee from among its membership after each AGM.
61. The general role of the Vice Chairperson is, in the absence of the Chairperson, to uphold the Rules of the Association, to chair meetings of the Association, to act as the spokesperson and representative of the Association and to sign official documents.
62. The Vice Chairperson shall have the authority and responsibilities of the Chairperson in relation to the Association and specifically to the Management Committee in all respects in the temporary absence of the Chairperson.

Remit of the Secretary

63. The Director shall act as Secretary.
64. The general role of the Secretary is to ensure that the work of the Management Committee is properly conducted and to publicly represent the Association.
65. The formal duties of the Secretary are:
- calling and going to all meetings of the Association and all the Committee Meetings;
 - keeping the minutes for all meetings of the Association and Committee;
 - sending out letters, notices calling meetings and relevant documents to Members before a meeting;

- preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- ensuring compliance with the Rules;
- keeping the Register of Members and other registers required by the Rules; and
- supervision of the Association's seal.

66. In the event of an emergency arising, the Association's business continuity procedures will be applied. Where a decision that is reserved to the Management Committee is required outwith the meeting cycle, the Chair, Vice-Chair and Director/Secretary have authority to take essential decisions to ensure the safety of MPHA's tenants, residents and staff and to ensure the maintenance of services and the continued operation of the organisation. In all such matters, the Chair should seek to ensure that, subject to the prevailing circumstances and urgency of the situation, as many members as possible of the Management Committee are consulted about a proposed course of action. Where the emergency relates to service delivery, the Chair of the Services sub-committee should be informed..

Confidentiality

67. To ensure equality of treatment amongst tenants and/or residents, and to protect their confidentiality, information presented at Committee meetings shall not divulge personal information (such as name, address, property reference etc) relating to an individual.

68. Committee Members should ensure that confidential information acquired as a result of his/her position as a Committee Member:

- Is not disclosed to anyone except those with a right to know
- Is not used for the personal advantage of either himself/herself or of others known to them

69. Any such use of confidential information would constitute a grave betrayal of trust and a serious breach of the Code of Conduct.

Code of Conduct

70. The Code of Conduct, as adopted by the Management Committee of the Association, is set out as an appendix to these Standing Orders.

71. The Association expects the highest standard of integrity in the management of its affairs. All Committee Members are required to sign annually and adhere to the Association's Code of Conduct and to disclose any relevant interests in the Register of Committee Members' Interests, which will be maintained by the Director.

72. All Committee Members shall register any direct or indirect financial or other interest which might influence judgement or give the impression that a Member was acting for personal motives.

73. Where an interest has previously been declared and it is intended that an issue pertaining to that interest will be discussed by the Committee, the Director should advise that Member prior to the meeting that there could be a conflict of interest. The member should withdraw from the meeting while that matter is being considered. For the avoidance of doubt, each committee member has a personal responsibility to identify, declare and manage potential conflicts of interest appropriately.
74. Where an issue is being discussed by Committee and a Member realises there could be a conflict of interest the Member should declare that interest and withdraw from the part of the meeting. The Minute shall record when a committee member withdraws from and returns to a meeting, in such circumstances.
75. The Register of Committee Members' Interests will be available for public inspection at the Association's offices.

Breaches of the Code of Conduct

76. The Code of Conduct for Committee Members provides guidance about actions which are likely to represent a breach of the Code, and the possible consequences of any such action.
77. Any allegation, including anonymous allegations, made about an alleged breach of the Code by a Committee Member or Members should be reported to the Chair of the Association, or where the complaint relates to the Chair, to the Vice-Chair, Director or any member of the Management Committee, who shall then ensure that the appropriate action is taken in accordance with the Association's policy and the Code of Conduct.
78. No-one who has any involvement in the complaint or the circumstances surrounding it may be involved in the investigation of the complaint. The Chair will oversee the conduct of the investigation, with support from the Director. In the event of the complaint relating to the Chair, the Vice-Chair shall act in their place.
79. A potential breach of the Code of Conduct will be notified to the Management Committee by the Secretary within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation.
80. Where the potential breach relates to the Chair or other office-bearer, an independent investigation will always be carried out.
81. Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Committee Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
82. The Committee Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Committee Member who

is the subject of a complaint is expected to co-operate with any investigation carried out. The Committee should agree to grant leave of absence to a Member who is the subject of a complaint whilst an investigation is carried out.

83. A meeting of the Management Committee will be held to consider the report and recommendations from the investigation panel and to determine what action should be taken against any individual who is found to have been in breach of the Code.
84. Following the work of the investigation panel, if the remaining Members of the Management Committee consider that the Code of Conduct has been breached, they will determine an appropriate course of action. Depending on the nature of the breach of the Code of Conduct, possible courses of action may include:
- Informal action including discussion and/or advice
 - The offer of training or other form of support
 - Formal censure
 - Removal of the Committee Member from the Management Committee
85. The Committee will report the finding 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. Where the committee intends to seek to remove a member from the Committee because of a serious breach of the Code of Conduct, the provisions of Rule 44.5 will apply.
86. A serious complaint about a member of the committee, a breach of the Code of Conduct or the removal of a committee member all constitute Notifiable Events to the SHR. The Chair is responsible for ensuring that the necessary notifications are made timeously.
87. All of the above shall not preclude informal censure/advice by the Chair resulting from action or behaviour at a Committee meeting that, in the view of the Chair, requires such action but which fall short of formal proceedings.
88. The decisions of the Management Committee in respect of matters of governance are not subject to appeal.

Emergency Business

89. Any such matter and the action taken shall be reported to the first meeting of the Management Committee thereafter.

Execution of Documents

90. Deeds and other legal documents may be subscribed either:
- By the use of the Association's Seal and signature by an authorised person

By signature by an authorised person and witnessing, as described in the Requirement of Writing (Scotland) Act 1995.

91. Where the seal is used, the Management Committee's prior approval is required under the Rules. The deed or document should be signed by the Chairperson or Secretary. If an office bearer is not available, the document may be signed by another Management Committee Member, as provided for in the Association's Rules.

92. Where signature and witnessing is used to execute documents, the document may be signed by any Management Committee member, or by a member of staff who has authority to do so under the Scheme of Delegated Authority.

Revision of Standing Orders

93. The Standing Orders will be reviewed by the Management Committee at least once every three years.

Remit of the Management Committee

Management Committee Core Responsibilities

Strategy and Leadership

- Decide the Association's overall purpose and values, and help make sure these are achieved
- Decide and keep under review the Association's strategic direction and business objectives, taking account of its operating environment and the needs and views of its tenants and service users
- Approve and review policies and plans to achieve the Association's business objectives
- Ensure that the organisation has adequate resources to meet its objectives
- Identify the risks associated with the Association's strategy, and oversee how these are managed
- Decide on and keep under review the Association's partnership with other organisations
- Establish relationships with senior staff that enable them to carry out their strategy and leadership duties

Control and Compliance

- Decide the policy of the Association
- Approve and oversee a framework for delegation to office bearers and to staff
- Approve and regularly review systems of internal and external control, including Standing Orders, the committee structure, external audit, internal audit, financial control and performance reporting
- Approve and oversee a framework for managing risk, to protect the Association and its assets
- Ensure the solvency of the Association, approve the annual rent increase, approve the annual budget, and approve the annual accounts prior to publication
- Monitor and assess the Association's performance against its plans, budgets and targets, taking into account tenant and service user feedback and the performance of comparable organisations
- Establish and oversee arrangements for the employment of staff
- Appoint the Association's office bearers
- Appoint, support, appraise and (if necessary) dismiss the Association's Director
- Ensure that the Association meets all its statutory obligations and acts in accordance with regulatory requirements and accepted good practice standards
- Ensure that the Association acts in accordance with its Rules
- Assess the Management Committee's own effectiveness, periodically and how well Members are following the Association's Code of Conduct

Appendix 2

Scheme of Delegated Authority

(The Director may delegate responsibility to other members of staff, in accordance with role descriptions and operational requirements)

1. Strategy, Policy and Performance

Reserved to Management Committee	Delegated to the Director
1. Approval of the policy of the Association, including material changes to existing policy and new activities 2. Approval of the Association's Business Plan and all other plans or documents that fall within the strategic role of the Management Committee 3. Approval of all policies to which the Association subscribes 4. Monitoring the financial, organisational and service performance of the Association at an overall level 5. Ensuring that the Association meets its legal obligations and regulatory requirements	1. Implementation of the Business Plan and other strategies approved by the Management Committee 2. Review of policies for service delivery/business management; development and implementation of supporting procedures 3. Provision of regular reports to the Management Committee in relation to all aspects of the Association's performance 4. Preparation and issue of all information and publicity materials regarding service standards and performance

2. Governance

Reserved to Management Committee	Delegated to Director
1. Approval of the Association's membership policy 2. Approval/refusal of applications for membership of the Association 3. Appointment of the Association's office bearers 4. The establishment and dissolution of sub-committees; approval of their remits and delegated powers; and appointment of their Members 5. Filling of any casual vacancies, and the appointment/replacement of co-opted Members of the Management Committee 6. Removal of Committee Members, where required 7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations 8. Approval of payments and/or benefits in accordance with the Association's Entitlements Payments and Benefits Policy - Approval of use of the Association's seal	1. Processing of applications for membership 2. Maintaining the Association's register of shareholders 3. Administration and cancellation of shares, as provided for in the Association's Rules 4. Maintaining the Association's register of Interests and of payments/benefits made and all other registers that the Association is required to maintain

3. Financial Management

Reserved to Management Committee	Delegated to Director
1. Approval of the Association's annual budget, and any subsequent revisions 2. Approval of quarterly management accounts 3. Ensuring that the Association is meeting its obligations to funders 4. Approval of financial projections and the Association's business plan including overall private borrowing limits and levels 5. Approval of spending levels beyond those allowed for by staff, including overall private borrowing limits and levels 6. Approval of the annual financial statements, prior to the Association's AGM 7. Approval of private funding and the granting of security over the Association's assets 8. Disposal of any property/assets 9. Signing of cheques by authorised signatories as set out in the Financial Regulations 10. Approval of the opening and closing of bank accounts in the name of the Association 11. Approval of any investments made / held in the Association's name	1. Interpretation and implementation of the financial policies, plans and strategies approved by the Management Committee 2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's standing orders and financial regulations, policies and Procedures) 3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations 4. Authorisation of expenditures and the making of payments, in accordance with the standing orders and financial regulations/procedures 5. The collection, security, banking and recording of all income received by the Association 6. The maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means) in accordance with the Association's financial regulations 7. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's financial regulations. 8. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Management Committee Members within the terms of the relevant policy 9. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.

4. Risk Management and Audit

Reserved to Management Committee	Delegated to Director
1. Approval of the Association's Risk Management Strategy 2. Consideration of all matters involving substantive and material risks to the Association's solvency, reputation and ability to meet its statutory and contractual obligations 3. Appointment of the Association's external and internal auditors 4. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach	1. Implementation of the Association's Risk Management Strategy and procedures 2. Monitor implementation of the Association's Risk Management Strategy 3. Implementation of external and internal auditors' recommendations and submission of reports to the Management Committee 4. Monitor and review the adequacy of the Association's insurance cover and arrangements

5. Receipt of the external auditors Management Letter and approval of the Association's formal response 6. Approval of internal audit needs assessment and programme of internal audit 7. Review external/internal auditor recommendations 8. Monitor the effectiveness of external and internal audit services 9. Instruct any investigations into any irregularities or failures in the Associations management and control systems 10. Approval of procurement/renewal of the Association's insurance cover and policies	
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5. Staffing, Employment and Health and Safety

Reserved to Management Committee	Delegated to Director
1. Appointment of Association's Director and senior staff 2. Approval of any proposed permanent increases or reductions in staffing establishment and changes to the organisational structure 3. Approval of the Association's conditions of service and pay structure 4. Staff re-grading and salary increases 5. Approval of Health and Safety Policy and monitoring of compliance with the Association's obligations 6. Monitoring the Association's compliance with equalities legislation on staffing/employment matters 7. Form a staffing committee, when required, to consider grievance or disciplinary cases needing committee involvement 8. Responsibility for the remuneration of the Director, in accordance with the Association's terms and conditions. 9. Hearing of appeals on staffing/employment matters as required by the Conditions of Service 10. Ensure that the annual performance appraisal of the Association's Director is carried out 11. Approve the Association's policies and action plans for committee member development and training	1. Employment of temporary staff (provided costs are within the approved staffing budget) 2. Appointment of all staff other than members of the Management Team 3. Advertising job vacancies (established and temporary posts) 4. Issuing of employment contracts 5. All operational human resources management issues which fall within the conditions of service and the Association's established policies 6. Payroll and pensions administration and payment of staff expenses 7. Grievance and disciplinary action (excluding matters relating to the Director and individual cases requiring committee involvement) 8. Operational management of the Association's responsibilities as an employer in relation to health and safety management

6. Housing Service Delivery

Reserved to Management Committee	Delegated to Director
1. Approval of annual rent increases 2. Approval of annual increases to service charges, factoring and management charges 3. Approval of housing management service policies 4. Approval of Factoring Agreement 5. Scrutiny of performance, service quality and tenant satisfaction 6. Approval and monitoring of strategies for service development and improvement 7. Approval of the overall terms of the Association's tenancy agreement and other agreements to occupy its properties 8. Approval to enter into management agreements or leases with third parties relating to housing properties 9. Approval and monitoring of the Association's strategies for resident information, involvement, consultation and participation 10. Approval of the Association's policies and action plans for promoting equality in service delivery and scrutiny of results achieved 11. Approval of granting of tenancies or other tenancy-related matters in accordance with the Association's Entitlements, Payments and Benefits Policy 12. Monitoring complaints reports in accordance with the Association's policy Decision to seek eviction	1. Interpretation and implementation of the policies and service plans approved by Committee 2. Management of empty properties 3. The allocation of properties, and any necessary reporting in accordance with the Association's EPB policy 4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001 5. The granting of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by the Committee 6. All matters relating to the management of tenancies 7. The provision of tenancy support services 8. The management of leases and management agreements with third parties 9. Making all statutory payments to tenants and any discretionary payment within the terms of the Association's policies 10. All matters relating to the collection of rents, service charges and factoring charges, including arrears recovery, 11. Enforcement of decrees for eviction 12. Implementation of the Tenant Participation Strategy 13. All matter relating to neighbour relations and anti-social behaviour. This includes application for Anti-Social Behaviour Orders 14. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Management Committee 15. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Management Committee

7. Repairs and Maintenance Services

Reserved to Management Committee	Delegated to Director
1. Approval of the Association's annual budget for repairs and planned maintenance works 2. Approval of repairs and maintenance service policies 3. Approval of contract expenditure in excess of the contract sum, where such expenditure falls within the terms of the original contract and is therefore legally binding 4. Scrutiny of expenditure, performance, service quality and tenant satisfaction 5. Approval and monitoring of strategies for service improvement 6. Approval of investment 7. Approval and monitoring of the Association's Delivery Plans to achieve statutory standards (Scottish Housing Quality Standard, EESSH, Fire Safety) and any revisions 8. Approval of the Association's overall asset management strategy 9. Approval of procurement strategy for planned maintenance contracts 10. Approval of procurement/selection methods for individual contracts or appointment, if non-competitive methods are proposed 11. Approval of contract acceptance for works appointments in excess of £10,000 12. Approval of contract acceptance for consultant appointment in excess of £5,000 and £50,000 13. Approval of the Association's Procurement Policy and membership of any Framework Agreements 14. Approval of the Association's proposed procurement route for works subject to the Procurement Regulations 2014 15. Settlement of any contractual claims	1. Preparation of reports and recommendations on additions to or removal from approved list of contractors 2. Contract selection and approval of contract acceptance for works up to a value £10,000 3. Selection and appointment of consultants up to a value of £5,000 4. Instructing all repairs and maintenance works, within the budget approved by the Committee and in accordance with the Financial Regulations (includes authority to vary the annual programme of works within approved budget 5. Implementation of gas servicing programme and all related matters 6. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature 7. Tenant recharges for the cost of repairs 8. Quality Management and inspections 9. Preparation and issue of all information and publicity materials regarding service standards and performance 10. Statutory and discretionary payments to tenants within the policies approved by the Committee 11. Approval/refusal of tenant requests to carry out alterations and improvements 12. Ensuring compliance with the Association's health and safety plans and files and keeping the Committee informed of any failure to meet the Association's legal obligations 13. Assessment of tenant/service user complaints and appeals including the preparation of reports which complaints and appeals are referred for Committee consideration

8. Development

Reserved to Management Committee	Delegated to Director
1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission 2. Purchase of land and buildings for development 3. Approval of development related policies 4. Approval of project procurement strategy and methods 5. Approval of tender acceptance and acceptance of SHG offers 6. Consideration and approval of SDFP submission to DRS provided it conforms to the overall private funding levels agreed by the Association as part of its Business Plan 7. Formal acceptance of the Grant Planning Targets from DRS 8. Approval of all formal project submissions to DRS eg project proposal cost plan, tender submission	1. Interpretation and implementation of the development policies, plans and strategies approved by the Management Committee 2. Authorising application for statutory permissions and consents 3. Selection and appointment of consultants and contractors: selections normally undertaken by staff and recommendations for appointment then referred to the Management Committee for approval 4. Supervision and performance review of professional consultants 5. Issuing client instruction to the Association's professional consultants and contractors, as required 6. Making SHG submissions to Glasgow City Council 7. Submission of applications for Section 66 consent from the Scottish Housing Regulator

9. Emergency Arrangements

In the event that a decision is required which cannot be delayed until the next scheduled meeting of the Management Committee, the Director may seek the approval of the office-bearers (Chair and Vice-Chair) to incur expenditure or otherwise commit the Association. The decision required and the reasons behind it must be set out in writing and submitted to the office-bearers for their approval, which shall be given by signing the communication from the Director. All such emergency decisions must be reported to the next meeting of the Management Committee. These arrangements shall support the Association's Disaster Recovery / Business Continuity policies and procedures. It is expressly agreed that the Director and Chair have authority to commit the Association to expenditure and other actions required in emergency situations to ensure the safety and well-being of tenants, service-users and staff.

Appendix 4

Code of Conduct for Governing Body Members

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Introduction

There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Governing Body of Molendinar Park Housing Association who has signed this Code. References to 'we: 'us' and 'our' mean Molendinar Park Housing Association.

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.

- 1.1 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.2 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.
- 1.3 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.4 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Governing Body to remove the member(s) involved.

Who the Code applies to

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

How the Code is structured

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

Each principle is described, as it applies to the activities of a RSL and its Governing Body Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements. The guidance is not exhaustive and it should be remembered that Governing Body Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

The Principles

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

- A. Selflessness
- B. Openness
- C. Honesty
- D. Objectivity
- E. Integrity
- F. Accountability
- G. Leadership

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

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

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

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

A.4 You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

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

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

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

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

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

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

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

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

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

B.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create - or be capable of creating - an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

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

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

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

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

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

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

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

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

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

C.6 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.

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

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

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

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

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

- E.1 You must always treat your Governing Body colleagues, our staff and their opinions with respect.
- E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.
- E.3 You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.
- E.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Governing Body.
- E.5 You must uphold our equality and diversity, whistleblowing and acceptable use policies.
- E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Governing Body and after you have left.
- E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.
- E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.
- E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

F. Accountability: You must take responsibility for and be able to explain your

action, and demonstrate that your contribution to our governance is effective.

- F.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Molendinar Park Housing Association's legal obligations are fulfilled.
- F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.
- F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.
- F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.
- F.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.
- F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- F.7 You must not speak or comment in public on our behalf without specific authority to do so.
- F.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.
- F.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

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

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

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

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

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

G.5 You must not criticise the organisation or our actions in public.

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

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

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

Declaring and Managing Personal Interests

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

Breach of this Code

- 6.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.
- 6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Senior Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol.
- 6.3 Each member of the Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct.

Review

- 7.1 This Code of Conduct will be reviewed annually.

Acceptance

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

Signed:

Date

Declaring and Managing Personal Interests

1. Introduction

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

2. Examples of interests that must be declared

- 2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.

- Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord
- Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us
- Receipt of care or support services from us
- Membership of a community or other voluntary organisation that is active in the area(s) we serve
- Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us
- Membership of the governing body of another RSL
- Being an elected member of any local authority where we are active
- If you purchase goods or services from us
- If you purchase goods or services from one of our approved contractors or Framework Agreement partners
- Significant shareholding in a company that we do business with.
- Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities

- Ownership of land or property in our areas of operation excluding for the purpose of your own residential use (i.e. there is no requirement for you to declare any house in which you currently live)
- Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.

2.2 If you are not sure whether a certain matter needs to be declared, you must seek guidance from the Chair or CEO. If doubt remains, the advice would always be to declare the matter.

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

3. Definition of 'close connection'

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

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

Table A

Group	Required Response
1. Members of your household This includes: • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home	We expect you to be aware of and declare any relevant actions of all people in your household. You must take steps to identify, declare and manage these.
2. Partner, Relatives and friends This includes: • Your partner (if not part of household) • Your relatives and their	Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these circumstances, you must take steps

partners • Your partner's close relatives (i.e. parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates)	to identify, declare and manage these actions. Where you do not have a close connection and regular contact with someone in this group, we do not expect you to be aware of or to go to unreasonable lengths to identify any relevant actions. However, if you happen to become aware of relevant actions by such individuals, then these should be declared and managed as soon as possible.
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3.3 If you become aware of any action or involvement relating to anyone in the table then you should declare and manage this as soon as possible.

3.4 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.

3.5 Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.

3.6 You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with. We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

3.7 In relation to 3.3 - 3.6 above, when considering your actions you should do so from the point of view of a reasonable and objective observer.

4. Declaring personal interests

4.1 You will be required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role and thereafter to complete a new form (or amend the existing form) whenever there is a material change.

4.2 You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.

4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon as you become aware that this is the case. You

would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Governing Body - both internal and external.

- 4.4 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.

Protocol for Dealing with a Breach of the Code of Conduct

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

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

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

A.3 A breach of the Code is a Notifiable Event, The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirement (as set out in the relevant guidance) in terms of reporting the outcome of the investigations are met.

Conduct at meetings

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

Other Complaints

A.5 It is recognised that potential breaches of the Code of Conduct may occur beyond Molendinar Park Housing Association's premises (e.g. whilst a Governing Body member is at an external meeting, attending a training event

or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

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

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

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

Investigation of a potential breach

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

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

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

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

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

- A.14 An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.
- A.15 The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body. Molendinar Park Housing Association should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Governing Body.
- A.16 Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Governing Body Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
- A.17 The Governing Body Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Governing Body Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Governing Body should agree to grant leave of absence to a member who is the subject of a complaint whilst an investigation is carried out.
- A.18 A meeting of the Governing Body will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.
- A.19 The Governing Body will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.
- A.20 Where, following an investigation, it is concluded that a serious breach has occurred, the Governing Body may require the member to stand down from their position in accordance with the Rules.
- A.21 If the Governing Body proposes to remove a member, following investigation, the member will have the right to address the full Governing Body before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority (two thirds) of the remaining members of the Governing Body, in accordance with Rule 44.5.
- A.22 If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the

circumstances. It may take the form of some or all of the following:

- an informal discussion with the member concerned
- advice and assistance on how his or her conduct can be improved
- the offer of training or other form of support
- a formal censure
- a vote to remove the Member from the Governing Body

A.23 The outcome of any investigation will be notified to the Scottish Housing Regulator.

Definitions

A.24 Molendinar Park Housing Association will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):

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

Approval and Review

A.25 This protocol was approved by the Governing Body of Molendinar Park Housing Association on 17th October 2017. It will be reviewed immediately following its implementation to deal with a potential breach or not later than January 2020, whichever is the earlier.