



COPPERWORKS
Housing Association

Code of Conduct
for
Governing Body Members

October 2016

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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 **Copperworks Housing Association** who has signed this Code. References to 'we', 'us' and 'our' mean **Copperworks Housing Association**. 'Governing Body' means the Management Committee of Copperworks Housing Association.*

1.1 **Copperworks Housing Association** attaches the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.

1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of the Governing Body of **Copperworks Housing Association**. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.

1.3 As a Registered Social Landlord (RSL), **Copperworks Housing Association** is required to adopt and comply with an appropriate Code of Conduct¹ – this Code is based on the Model produced by the SFHA. **Copperworks Housing Association** places great importance on its duty to conduct its affairs with honesty and integrity.

1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with the policies which are linked to this code such as our policy on Payments and Benefits.

1.5 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 1). 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 the Governing Body of **Copperworks Housing Association** and its sub-committees [and to the governing bodies of all subsidiaries and members of the (Name of Organisation) Group].

¹ SHR, April 2012, [Standards of Governance and Financial Management](#): Standard 5 and guidance 5.24.

How the Code is structured

3.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.²

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

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.

C. Honesty: you must ensure that you act in the best interests of **Copperworks Housing Association** and that all activities are transparent and accountable.

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.

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

F. Accountability: you must take responsibility for and be able to explain your actions and demonstrate that your contribution to the governance of **Copperworks Housing Association** is effective.

G. Leadership: you must uphold our principles and commitment to delivering good outcomes for tenants and other service users and lead **Copperworks Housing Association** by example.

4.2 In all of your activities as a Governing Body Member of **Copperworks Housing Association**, you are expected to uphold and be seen to uphold these principles and demonstrate commitment to them.

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

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

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

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

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

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

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

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

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

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 meet the requirements of this Code for managing any such interest(s).

B.4 You must observe the requirements of our policy on payments and benefits.

B.5 You must not accept any offers of gifts or hospitality which might create – or be capable of creating – an impression of impropriety or influence, or which breach any of the other terms of our policy on payments and benefits.

B.6 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.7 You must ensure that **Copperworks Housing Association** is open about the way in which it conducts its affairs and positive about how it responds to requests for information.

B.8 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 **Copperworks Housing Association** and that all activities are transparent and accountable.

C.1 You should always act in good faith when undertaking your responsibilities as a Member of **Copperworks Housing Association's** Governing Body.

C.2 You should use your skills, knowledge and judgement effectively to support **Copperworks Housing Association's** activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with **Copperworks Housing Association's** Rules and procedures.

C.4 You must ensure that **Copperworks Housing Association** 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.³

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

C.6 You must not misuse, or contribute to or condone the misuse of **Copperworks Housing Association's** resources and must comply with **Copperworks Housing Association's** policies and procedures regarding the use of its funds and resources.⁴

³ 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.

⁴ Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

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

D.1 You must ensure that the decisions that you take are consistent with **Copperworks Housing Association's** aims and objectives and with the relevant legal and regulatory requirements (including those of SHR, OSCR, FCA and the Care Inspectorate and their successors).

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 **Copperworks Housing Association'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 **Copperworks Housing Association**, its tenants and 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 **Copperworks Housing Association**.

D.6 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by **Copperworks Housing Association**.

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 and **Copperworks Housing Association's** staff and their opinions with respect.

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

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

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

E.5 You must uphold our equality and diversity, whistleblowing and acceptable use⁵ 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, **Copperworks Housing Association's** resources or facilities and must comply with **Copperworks Housing Association's** policies and procedures regarding the use of its funds and resources.

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of **Copperworks Housing Association's** Governing Body, except in compliance with our policies on these matters, nor 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 **Copperworks Housing Association**.

⁵ 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 the governance of **Copperworks Housing Association** 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 **Copperworks Housing Association's** legal obligations are fulfilled.

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

F.3 You should contribute positively to the activities of **Copperworks Housing Association** 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 behalf of **Copperworks Housing Association**.

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

F.6 You must ensure that there is an appropriate system in place for the support and appraisal of **Copperworks Housing Association's** Senior Officer and that it is implemented effectively.

F.7 You must not speak or comment in public on behalf of **Copperworks Housing Association** 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 **Copperworks Housing Association** by example.

G.1 You must ensure that **Copperworks Housing Association's** strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to **Copperworks Housing Association's** strategic leadership.

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

G.3 You must always be a positive ambassador for **Copperworks Housing Association**.

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 **Copperworks Housing Association** or its actions in public.

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

G.7 You must not use social media to criticise or make inappropriate comments about **Copperworks Housing Association**, 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 **Copperworks Housing Association's** reputation or bring us into disrepute.⁶

⁶ This includes activities on social media, blogs and networking sites.

Declaring and Managing Personal Interests

5.1 **Copperworks Housing Association** has a policy on Payments and Benefits which includes our expectations in respect of the management of personal interests, which you are expected to be familiar with and to follow. All declared interests must be recorded in the Register of Interests which is available for public inspection.

5.2 Where you have a personal, professional or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) by **Copperworks Housing Association** [or a member of the group], or you know that someone to whom you are closely connected⁷ has such an interest, you must immediately declare it and record it in the Register of Interests.

Each year, following the AGM, all Governing Body Members will be issued with a copy of this Code of Conduct and will be asked to sign a pro-forma (which can be found at Appendix 1) which confirms that you have read and understood this code and agree to abide by it's conditions. Included in this pro-forma is space for declaring any interest that you have, which will then be placed in the Register of Interests. This pro-forma must be signed and returned to the Association before the first full meeting of the Management Committee after the AGM. Failure to return this pro-forma will lead to exclusion from attendance at the meeting and review of your position as a Management Committee member.

If at any time during the year you become aware of any interest that should be declared, you should contact the Director and a new pro-forma will be issued to you to complete. All pro-formas will be reviewed by the Director or Chairperson and counter-signed before entry into the Register of Interests. Should either counter-signatory consider an interest has not been declared, they will raise this with the Committee member concerned. On an annual basis, prior to the AGM, the Secretary is responsible for checking Registers including the Register of Interests and ensuring all Committee members' entries are present and valid.

5.3 For the avoidance of doubt, the declaration of an interest does not constitute a

⁷ Someone "closely connected" includes family members e.g. a spouse or partner; parent; parent-in-law; son; daughter; stepson; stepdaughter; partner's child; brother; sister; brother or sister of partner; grandparent; grandchild; uncle; aunt; nephew; niece; the partners of any of these people and any dependents; and anyone on whom the Governing Body member depends.

Please note that this would also include any persons who the Governing Body member has a close association with but has no relation by birth or law. **This would only include those individuals connected to the Governing Body member who, it might reasonably be perceived by the general public, that the member would be prepared to favour or disadvantage in discussions about the individual.** This could refer to anyone with whom the member is in regular contact e.g. a friend, colleague, neighbour, business contact/associate or someone known to the member socially.

breach of the Code but failure to declare it and/or manage it appropriately does.

5.5 Where you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign. In identifying and declaring interests, you should be mindful of and declare any connections (whether with a business or a person/people) that a reasonable person might regard as creating an interest or the impression of an interest.

5.6 At each and every meeting where the matter in which you have registered an interest is discussed, you must declare the interest and withdraw from the part of the meeting where the discussion takes place. In the event that you inadvertently remain, you should not participate in or seek to influence the discussion or contribute to the decision; if you inadvertently vote, your vote cannot be counted: the Chair is primarily responsible for ensuring that this situation does not arise but all Members of the Governing Body share responsibility for upholding the requirements of this Code.

5.7 For the avoidance of doubt, tenant members of the Governing Body are not normally expected to declare their tenancy interest at the start of a meeting or withdraw from discussion at a meeting unless their own tenancy is likely to be affected specifically by the matter being discussed (rather than as part of the general application of a policy).

5.8 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.

5.9 As a general principle, if you are in doubt about whether or not to declare an interest, you should make the declaration. If an interest relates to a member of the group that we are part of, it must also be declared in accordance with this policy. The following are examples of the kind of interest that Members of the Governing Body and staff must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare. You should also note that making a declaration does not mean that any of the below will be permitted by **Copperworks Housing Association**.

- ♦ Tenancy of a property (by the Governing Body Member or someone to whom they are closely connected) of which **Copperworks Housing Association** is the landlord.
- ♦ Occupancy or ownership of a property (by the Governing Body Member or someone to whom they are closely connected) which is factored or receives property related services from **Copperworks Housing Association**.
- ♦ Receipt of care or support services from **Copperworks Housing Association**.
- ♦ Ownership or part ownership of a business by the Governing Body Member or someone to whom they are closely connected that **Copperworks Housing Association** does business with or may consider doing business with.
- ♦ Membership of a community or other voluntary organisation that is active in the area(s) served by **Copperworks Housing Association**.
- ♦ Voluntary work with another RSL or with an organisation that does or is likely to

do business with **Copperworks Housing Association**.

- ♦ Current or recent (within the last 12 months) employment by another RSL or a business, organisation or body whose activities/interests are relevant to our activities.
- ♦ Membership of the Governing Body of another RSL.
- ♦ Being an elected member of any local authority where **Copperworks Housing Association** is active.
- ♦ Purchase of services from **Copperworks Housing Association** or a member of the Group.
- ♦ Purchase of goods or services from one of **Copperworks Housing Association** approved contractors or Framework Agreement partners.
- ♦ Significant shareholding in a company that we do business with
- ♦ Membership of a political or campaigning body whose interests and/or activities may affect ours.
- ♦ An application for a tenancy or occupancy of a property owned by **Copperworks Housing Association** by the Governing Body Member or someone to whom they are closely connected.
- ♦ Ownership of land or property in the association's area of operation.
- ♦ 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 **Copperworks Housing Association**[or any member of the group].

Breach of this Code

6.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.

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

6.3 Each member of the Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

Review

7.1 This Code of Conduct was adopted by the Governing Body on **25th October 2016**. It will be reviewed not later than **31st October 2019**.

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 the Governing Body of **Copperworks Housing Association**. I confirm that I am aware of the restrictions on payments and benefits and 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.

I am / I am not aware of any interest(s) which may relate to my association with Copperworks Housing Association. [delete as appropriate]

Where you have indicated that you are aware of any potential or actual interests, you must detail them here. If in doubt, you should generally declare the interest anyway but you may seek advice from the Chairperson or Director.

I agree to disclose any interests which arise subsequent to my signing this declaration.

Signed: _____

Date: _____

Appendix 1: Protocol for Dealing with a Breach of the Code of Conduct

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

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

A.2 The 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 requirements (as set out in the relevant guidance⁸) in terms of reporting the outcome of the investigation are met.

Conduct at meetings

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

Other Complaints

A.5 It is recognised that potential breaches of the Code of Conduct may occur beyond **Copperworks 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

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

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. **Copperworks 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 of the remaining members of the Governing Body, in accordance with Rule 44.⁹

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

Action to Deal with a Breach

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

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

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

Definitions

A.25 Copperworks 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 Governance.

Approval and Review

A.26 This protocol was approved by the Governing Body of **Copperworks Housing Association** on **25th October 2016**. It will be reviewed immediately following its implementation to deal with a potential breach or not later than **31st October 2019**, whichever is the earlier.