



**Easthall Park Housing Co-operative
Committee Member Handbook**



**INVESTORS
IN PEOPLE**

Platinum
Until 2022



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Introduction

The purpose of this handbook is to provide an insight into what is involved in being a committee member of Easthall Park Housing Co-operative.

The aim is that the handbook will be of value to new committee members, existing members who wish to refresh their knowledge and understanding, and anyone interested in potentially becoming a member.

The handbook includes the Easthall Park Housing Co-operative Governance Charter. This sets out the key principles that guide and shape how we achieve strong and effective governance.

In addition, the handbook provides information on the background and purpose of Easthall Park, the induction process for new members, our training and review programme, the committee code of conduct, roles and responsibilities and regulatory requirements.

Easthall Park Housing Co-operative

"Making a difference to **our** Community"



Organisational Values:

- People focused
- Excellent customer services
- Equality and fairness
- Community Focussed

Key Strategic Objectives:

- Delivering excellent housing services
- Providing quality homes and an attractive environment
- Strong financial management and value for money
- People development and strong governance
- More than a landlord - maintaining a strong and vibrant community



Easthall Park Housing Co-operative

History, Objectives and Purpose

Easthall Park became a landlord of its initial properties in 1992.

Since then, the organisation has gradually increased in size and presently owns and manages 750 properties.

The organisation has historically defined itself as being more than a housing provider, delivering a wide range of community development activities as well as the traditional housing and maintenance services.

Accordingly, the purpose of Easthall Park is “making a difference to our community”.

The key strategic objectives are:

- Delivering excellent housing services
- Providing quality homes and an attractive environment
- Strong financial management and value for money
- People development and strong governance
- More than a landlord – maintaining a strong and vibrant community

The organisational values (which shape how we proceed in delivering the objectives and achieving our purpose) are:

- People focused
- Excellent customer services
- Equality and fairness
- Community Focussed



How to Join the Committee

As Easthall Park is a Fully Mutual Co-operative it means that all our tenants are member and all our members are tenants.

This means that anyone who is a tenant is eligible to join our Committee if elected at our Annual General Meeting as long as they meet certain criteria laid down in our Rules which outlines the and relevant legislation that applies.

We encourage anyone who is interested in being a Committee Member to contact our Director who will outline what Rules apply and How to Apply to join the Committee.

The following outlines the process for joining the Committee.

Annual General Meeting

Committee Members are elected annually at this meeting. Prior to the meeting (which is normally held in September) all members will receive paper outlining when and how the meeting will be held. Contained with these papers is Nomination Form to join the Committee.

Please submit the form by the date on this form to be considered for election.

Committee Membership Eligibility

Upon receipt of your nomination your membership will be checked and we will also ask you to complete a membership eligibility form to ensure that you legally can be on a Committee under current Government Legislation.

Upon completion of the eligibility form you will be advised whether you are eligible and if so you will be put forward for election at the next Annual General Meeting.

If there are 15 or less members on the Committee at the Annual General Meeting you will be automatically elected.

If the numbers exceed 15 then all those standing for election will be subject to a vote and the person(s) with the most votes are elected until all 15 spaces are filled.

Co-options

Should the maximum number of Committee not be elected at the Annual General Meeting the Co-operative can elect up to one third of the total members from anyone who is eligible even if they are not a member. This option is used for residents and particular experts that the Committee feel might assist with the Co-operative's business.

Interested in Joining

Do not wait till The Annual General meeting to let us know you are interested. Contact the office and we can explain what is involved, how much time and effort is required and what support or training we can offer. Occasionally there can be a vacancy during the year if someone left after The Annual General meeting and you could be asked to fill this. This is known as a Casual Vacancy.

Even if there are no vacancies on the Committee at present Committee may consider the possibility of you attending the meetings as an observer so that you can see what is involved before the next elections at the Annual General meeting.

Skills Required

Sometimes people think they do not have the skills needed to join our Committee but do not let that put you off. We are looking for people that are interested in our Community and want Easthall and Kildermorie to be a great place to live.

You will already have a number of specific transferrable skills that will help us run the Co-operative and if specific skills are needed there will be training and in-going support given to you and the rest of the Committee.

We do however require a time commitment with most of our meetings held during the evening (more details are presented later in this document).

Equality & Diversity:

We pride ourselves on being an organisation that is committed to equality and diversity and welcome everyone who is a member (or is interested in being co-opted) to join our Committee.

Remember full support will be given and if there are any barriers to you joining have a chat with our Director who will see how these barriers can be removed or additional support given so that You can make Easthall & Kildermorie a Place in which people love to live in.



Committee Member Induction

The induction programme will include two separate one-hour information sessions, a tour of Easthall Park stock and a six-month review session.

Session 1:

This session will include an overview of Easthall Park's history, structure of the organisation, strategic plan and financial forecasts, Easthall Park governance charter and the role of committee members.

This session will conclude with a tour of the housing stock and meeting staff.

Sessions 2:

This session will focus on the external environment and cover national and local housing and regeneration policy, regulatory framework, funding and key partners such as Easthall Resident Association and Easterhouse Housing and Regeneration Alliance.

On-going support:

A one-to-one session will be set up with the Director and Chairperson after the committee member has been in office for six months. This will focus on mentoring options and how to be an effective committee member.

All induction sessions will be open to existing committee members who wish to refresh their knowledge and understanding.

A post-induction evaluation will be conducted to assess the effectiveness of the induction programme.



The Easthall Park Governance Charter

Committee and staff are committed to achieving the highest standard of governance.

A key strategic objective of Easthall Park Housing Co-operative is “people development *and strong governance*”.

Accordingly, the purpose of the Easthall Park Governance Charter is to identify the key principles that will guide and shape how we will achieve strong and effective governance.

1 Provide leadership and strategic direction

Supporting principles:

- a) Role of board: Members understand their role and responsibility for directing the business by ensuring it is solvent, well-run and delivers the strategic objectives and organisational purpose.
- b) Strategic direction: Members focus on strategic direction and avoid becoming involved in day-to-day operational matters.

2 Achieve high performance

Supporting principles:

- a) Duties and responsibilities: Members understand their duties and responsibilities.
- b) Information and advice: Members should ensure they receive the advice and information to make informed and effective decisions.
- c) Skills and experience: Members should have the skills, experience and knowledge to run the organisation effectively.

- d) Development and support: Members should ensure that they receive the necessary induction, training and support needed to effectively discharge their duties.
- e) Director: Members should make proper arrangements for the supervision, support and appraisal of the Director.

3 Exercise control

Supporting principles:

- a) Compliance: Members must ensure the organisation complies with its rules, relevant legislation, financial covenants and regulatory requirements.
- b) Internal control: Members should maintain and regularly review internal controls, performance reporting and policies.
- c) Prudence: Members must act prudently to protect the assets and property of the organisation.
- d) Manage risk: Members must regularly review risks and act to mitigate risks identified.
- e) Equality and diversity: Members must ensure they uphold and apply the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

4 Review and renewal

Supporting principles:

- a) Performance appraisal: Members should regularly review and assess their own individual and collective performance.
- b) Renewal and recruitment: Members should have a renewal strategy with recruitment open and focused on creating an effective and diverse Management Committee.
- c) Review: Members should periodically carry out strategic reviews of all aspects of the organisations work.

5 Integrity and honesty

Supporting principles:

- a) Conflict of interest: Members should identify and promptly declare any actual or potential conflicts of interests.
- b) No personal benefit: Members must not benefit from their position.
- c) Ethical standards: Members act according to high ethical standards, maintain independence of decision making and professional relationships with senior staff
- d) Probity: Members should ensure clear guidelines for receipts of gifts or hospitality.

6 Open and accountable

Supporting principles:

- a) Communication and consultation: Members should ensure regular and effective communication with key stakeholders.
- b) Openness and accountability: Members should ensure openness and accountability about its work and governance of the organisation.



Management Committee Remit

The Management Committee has the collective responsibility for ensuring the success of Easthall Park Housing Co-operative and its compliance with all legal and regulatory obligations.

In practice, this means that the Management Committee will set the strategic direction for the business, scrutinise and monitor performance, and manage and mitigate risk.

Role and Duties of the Management Committee:

Governance

1. Approve and review the governance structure
2. Establish a framework of delegation to committee and staff
3. When applicable, approve appointment (and if necessary removal) of Management Committee members
4. Review Management Committee performance, individual committee member performance and arrangements for succession planning
5. To consider any matter referred to it by a General Meeting
6. Establish a framework for internal control and risk management
7. Appoint, and if required, remove Director and other senior management, and approve remuneration for the Director
8. Account for its activities to shareholders at an AGM and call general meetings as required in accordance with the rules

Statutory Duties

1. Approve the annual report and accounts prior to publication
2. Approve regulatory returns prior to submission
3. Ensure affairs are conducted lawfully and in accordance with accepted standards of performance and propriety
4. Ensure that legal and regulatory obligations are met as a landlord, employer and steward of public funds

Strategy

1. To determine Easthall Park's purpose, strategic objectives and values
2. Approve the strategic plan including the long-term financial forecasts
3. Approve an organisational approach to performance management and reporting
4. Approve expansion of the business into new activities

Operational

1. Approve annual operating and capital budgets
2. Approve any significant changes to accounting policies or practices
3. Monitor and review performance in relation to approved plans and budgets
4. Make decisions on all matters that might create significant financial or other risk to the business
5. Ensure Easthall Park maintains effective relationships with central government, local authorities, regulatory bodies, other statutory bodies and partner organisations



Role of Committee Member

Purpose

- 1 Provide strategic direction to ensure good outcomes for tenants and service users.
- 2 Scrutinise and monitor performance and manage risk.
- 3 Act in accordance with the rules, organisational values, strategic objectives, legislation and regulatory duties.

Major Tasks

- 1 Set the strategy for the future by approving the Co-operative's strategic plan, action plans and key performance indicators.
- 2 Maintain the financial viability of the Co-operative by approving the financial forecasts.
- 3 Approve and monitor procedures and controls relating to the setting of the annual budget, on-going management of the budget and borrowing arrangements.
- 4 Ensure major risks are regularly reviewed and understood and appropriate controls are in place to minimise any adverse effects on performance.
- 5 Monitor the quality of services and levels of tenant satisfaction.
- 6 Approve all strategies and policies and business development projects.
- 7 Set and monitor service standards that are critical to the success of the strategic plan and viability of the business.

- 8 Ensure the best use of resources and the provision of value for money services.
- 9 Act as an employer for staff in the context of pay, conditions of services and pensions.
- 10 Work collaboratively with senior management to ensure the success of the business including providing support, constructively challenging staff and holding staff to account.
- 11 Prepare for meeting by reading the agenda and papers in advance.
- 12 Attend meetings and contribute positively and constructively to discussion.
- 13 Make decisions that are in the best interests of the Co-operative.
- 14 Attend training as recommended by senior staff.
- 15 Ensure the Co-operative promotes equality and diversity across all aspects of the business.
- 16 Act with professionalism, integrity and honesty while observing confidentiality requirements.

Skills/Experience

- 1 Good knowledge and understanding of challenges and priorities of the Easthall and Kildermorie community.
- 2 Commitment to the Co-operative's purpose, values and strategic objectives.
- 3 Good listening and communication skills.
- 4 Ability to develop and maintain constructive working relations with committee members, staff and other partner organisations.
- 5 Awareness and commitment to equality and diversity.
- 6 Enthusiastic and committed.
- 7 Ability to commit time and effort to attend monthly meetings and other ad hoc meetings.



Management Committee

Committee Skills

Role Description for (Committee) Governing Body
Members of Easthall Park Housing Co-operative (EHPC)

1. Introduction

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Governing Body Member (GBM) of Easthall Park Housing Co-operative (EHPC). It should be read in conjunction with the accompanying person specification and EHPC's Rules and Standing Orders.
- 1.2 EHPC is a Registered Social Landlord. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 EHPC encourages people who are interested in the Co-operative's work and are tenants to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require 'qualifications' but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the Governing Body, whether elected or co-opted, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the Governing Body, to
 - Lead and direct EHPC's work

- Promote and uphold EHPC's values
- Set and monitor standards for service delivery and performance
- Control EHPC's affairs and ensure compliance

2.2 Responsibility for the operational implementation of EHPC's strategies and policies is delegated to the Chief Officer (Director).

3. Key Expectations

- 3.1 EHPC has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis.
- 3.2 Each GBM must accept and share collective responsibility for the decisions properly taken by the Governing Body. Each GBM is expected to contribute actively and constructively to the work of EHPC. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of EHPC and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing EHPC's values, strategic aims and performance standards
- To monitor EHPC's performance
- To ensure that EHPC operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that EHPC is adequately resourced to achieve its objectives and meet its obligations
- To act, along with the other members of the governing body, as the employer of EHPC's staff

5. Duties

- Act at all times in the best interests of EHPC
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities

- Take part in an annual review of the effectiveness of EHPC's governance and of your individual contribution to EHPC's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent EHPC positively and effectively at all times, including in Easthall and Kildermorie and when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with EHPC's policy on managing conflicts of interest

6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

| Activity | Time |
|--|------------------|
| Attendance at up to 10 regular meetings of the Governing Body | 20 |
| Reading and preparation for meetings of the governing body | 20 |
| Attendance at up to 5 sub-committee meetings | 10 |
| Reading and preparation for sub-committee meetings | 10 |
| Attendance at annual planning and review events (including individual review meeting) | 7 |
| Attendance at events such as estate tours, tenant / customer conferences, openings and site visits | 7 |
| Attendance at internal briefing and training events | 8 |
| External Training and conference attendance (may include overnight stay or weekend) | 24 |
| Total | 106 Hours |

7. What EHPC Offers GBMs

7.1 All GBMs are volunteers and receive no payment for their contribution. EHPC has policies which prevent you or someone close to you from benefiting personally from your involvement with EHPC, although these policies also seek to ensure that you are not unfairly

disadvantaged by your involvement with EHPC. All out of pocket expenses associated with your role as a GBM are fully met and promptly reimbursed.

7.2 In return for your commitment, EHPC offers:

- A welcome and introduction when you first join the governing body;
- A mentor from the governing body and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on EHPC's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

8.1 This role description was approved by the Governing Body on 28th August 2019. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Governing Body not later than end August 2022.

Role Description for Chair of Easthall Park Housing Co-operative (EHPC)

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of EHPC [and to the Chairs of EHPC's sub-committees]. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should be considered alongside EHPC's Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 55.5 of EHPC's Rules.
- 1.6 The Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Whilst the Chair of EHPC can be re-elected, in accordance with

Rule 55.10 of EHPC's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

2. Key Responsibilities

2.1 The Chair must act, and be seen to act, at all times on behalf of the Governing Body. The Chair's key responsibilities are:

- To lead the Governing Body constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship with the Chair and Director and senior staff
- To uphold EHPC's Code of Conduct and promote good governance
- To ensure that EHPC's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

3. Leadership and Direction

3.1 The Chair is expected to:

- Represent EHPC positively and effectively
- Set the style and tone of Governing Body meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for EHPC's Governing Body
- Ensure that the necessary arrangements are in place to enable EHPC to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of EHPC's aims and objectives and for the fulfilment of the Governing Body's responsibilities
- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities

4. Working with the Director

4.1 The Chair should:

- Establish a constructive relationship with the Director and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of EHPC's business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with EHPC's agreed recruitment practices
- Carry out, with at least one other Governing Body member, the Director's annual appraisal and report to the Governing Body
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with EHPC's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Initiate any investigation under the terms of EHPC's Code of Conduct
- Chair all general meetings of EHPC in accordance with the Rules
- Chair all Governing Body meetings of EHPC, in accordance with the Rules and Standing Orders
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of Housing Co-operative's Business

6.1 The Chair is expected to:

- Ensure that EHPC's business is efficiently and accountably conducted between Governing Body meetings

- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with EHPC's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification
- Ensure that the skills, knowledge and support available to the Governing Body are kept under periodic review

7. Monitoring and Review

- 7.1 This role description was approved by the Committee on 28th August 2019. It will be reviewed not later than end August 2022.

Role Description for Vice Chair of Easthall Park Housing Co-operative (EHPC)

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of EHPC. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should also be considered alongside:
- the Role Description for the Chair of EHPC;
 - EHPC's Rules; and
 - EHPC's Standing Orders.
- 1.2 In the event that the Chair of EHPC is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 55.10 of EHPC's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will have the same opportunity as the Full members of the Governing Body to stand for election to become Chair. Please note there is no guarantee that a vice-chair will automatically be elected as the Chair.
- 1.6 The role of Vice Chair must be carried out by a Governing Body member.

2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of EHPC. Therefore, this role description must be read in conjunction with the Role Description for the Chair of EHPC.

- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Governing Body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

- 3.1 This role description was approved by the Committee on 28th August 2019. It will be reviewed not later than end August 2022.

Role Description for Secretary of Easthall Park Housing Co-operative (EHPC)

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of EHPC. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should also be considered alongside EHPC's Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Governing Body Member of EHPC who will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of EHPC, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to the Director.

2. Duties of the Secretary

- 2.1 EHPC's Rules specify the Role of the Secretary in detail. All references to the Secretary within EHPC's Rules are provided as Annex 1
- 2.2 The duties of the secretary include:
 - Calling and going to all Annual General Meetings, Special General Meetings and Governing Body meetings
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and Governing Body meetings
 - 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 EHPC's Rules
 - Keeping the Register of Members and other Registers required by EHPC's Rules
 - Supervision of the EHPC's seal

3. Monitoring and Review

- 3.1 This role description was approved by the Committee on 28th August 2019. It will be reviewed not later than end August 2022.

References to Secretary within Easthall Park Housing Co-operative's Rules

Rules Relating to Correspondence with Members

Rule 7.6

Two or more persons may apply for joint membership. You must send an application form and One Pound (which will be returned to you if the application is not approved) to the Secretary at the registered office. The Committee will consider your application as soon as reasonably practicable after its receipt by the Association.

Rule 10.1.1

You resign your membership by giving the Secretary one month's notice in writing at the registered office provided that you give up your Tenancy Agreement at the same time.

Rule 10.1.7

The Association receives a complaint about your behaviour and two-thirds of the Members voting at a special general meeting agree to end your membership. The following conditions apply to this procedure:

Rule 10.1.7.2

the Secretary must notify the Member of the complaint in writing not less than one calendar month before the meeting takes place;

Rules Relating to Annual and Special General Meetings

Rule 17.1

All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

17.1.1 the Committee requests one; or

17.1.2 At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.

Rule 17.2

Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.

Rule 17.3

If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of

the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.

Rule 17.4

If the Secretary fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

Rule 18.1

The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

- 18.1.1** the time, date and place of the meeting;
- 18.1.2** whether the meeting is an annual or special general meeting;
- 18.1.3** the business for which the meeting is being called

Rule 18.2

The Committee may ask the Secretary to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

Rules Relating to Committee Meetings and Special Committee Meetings

Rule 46

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

Rule 52.1

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.

Rule 52.3

If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

Rules Relating to the Role of the Secretary

Rule 55.1

The Association must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for the Secretary, must be elected Committee Members and cannot be a co-optee. An employee may hold the office of Secretary although not be a Committee Member. The Committee will appoint these Office Bearers. If the Secretary cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

Rule 55.2

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

Rule 55.3

The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

- 55.3.1** calling and going to all meetings of the Co-operative and all the Committee Meetings;
- 55.3.2** keeping the minutes for all meetings of the Co-operative and Committee;
- 55.3.3** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- 55.3.4** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- 55.3.5** ensuring compliance with these Rules;
- 55.3.6** keeping the Register of Members and other registers required under these Rules; and
- 55.3.7** supervision of the Co-operative's seal.

Rule 55.4

The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

Rule 55.9

The Chairperson can resign his/her office in writing to the Secretary and must resign if s/he leaves the Committee or is prevented from standing, for or being elected to the Committee under Rule 39. The Committee will then elect another Committee Member as Chairperson.

Rule 64

At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 58 to 63 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.

Rule 71.1

Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

Rule 71.2

The Secretary must also send:

71.2.1 a copy of the auditor's report on the Co-operative's accounts for the period covered by the return; and

71.2.2 a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

Rule 80

The Secretary shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.



Summary Role of Chairperson

The role of Chair is outlined above and they have additional responsibilities in addition to the obligations set out in the role profile of a Committee Member.

As well as the normal duties of a Committee Member, the Chair has responsibility for ensuring the Management Committee fulfil its role and that business is conducted effectively at meetings.

Summary of Major Tasks

1. At meetings ensure appropriate balance between strategic, policy and performance matters.
2. Chair meetings so that agenda items are dealt with effectively and decisions are reached clearly.
3. Ensure all members are given the opportunity to express their views before any important decision is reached.
4. Ensure appropriate standards of behaviour in accordance with the code of conduct.
5. Check and approve draft minutes.
6. Resolve any issue of inadequate servicing to Committee with the Director.
7. Establish constructive working relationships with other Committee members.
8. Ensure Committee reviews its own performance at a collective and individual level.

9. Ensure the Co-operative plans to achieve a representative and effective Committee composition and has active succession planning practices.
10. Ensure potential new members are properly briefed about role and responsibilities.
11. Invite interested potential new members to attend a meeting as an observer before appointment.
12. Ensure training needs for Committee are properly addressed including appropriate induction training.
13. Ensure Committee delegate sufficient authority to enable business to be carried on effectively between meetings.
14. Establish constructive working relationship with Director and carry out an annual review with the Director.
15. Build strong partnerships with tenants, residents, Committee members, stakeholders and senior staff.
16. In general terms, ensure compliance with the Easthall Park Governance Charter and Committee Code of Conduct

Skills/Experience

In addition, the Chair has a responsibility to:

1. Ensure the Co-operative's governance structure functions effectively and improves performance.
2. Ensure that at least once per annum there is an opportunity for all Committee members and staff to meet together and to ensure the success of such events.
3. Ensure the Committee is involved in senior management appointments.



Declaration of Interest

| | |
|--|--|
| Name of Committee Member: | |
| Positions of Public Responsibility: | |
| Membership of other public bodies, trade unions or voluntary organisations: | |
| Direct involvement with businesses that trades for profit and has links to Easthall Park: | |
| Description of shares or securities in a company that may be relevant to the work of Easthall Park: | |
| Involvement with any organisations from which Easthall Park may secure a loan: | |
| Involvement with any organisations that may seek services from Easthall Park: | |
| Relationships to employees/committee members of Easthall Park: | |

Signature:

Date:



Declaration of Interest – Close Relatives

| | |
|---|--|
| Name of Committee Member: | |
| Address: | |
| List all Close Relatives Living in Easthall Park Housing Co-operative Homes: | |

Signature: _____

Date: _____



EASTHALL PARK

Committee Members Code of Conduct

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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 (Easthall Park) who has signed this Code. References to 'we', 'us' and 'our' mean (Easthall Park).

- 1.1 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.3 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct¹. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.
- 1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.5 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Governing Body to remove the member(s) involved.

Who the Code applies to

- 2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Governing Body and its sub-committees.
-

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
- 3.2 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](#) (page 4)

B. [Openness](#) (page 5)

C. [Honesty](#) (page 6)

D. [Objectivity](#) (page 7)

E. [Integrity](#) (page 8)

F. [Accountability](#) (page 9)

G. [Leadership](#) (page 10)

A. Selflessness

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

- A.1** You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.
 - A.2** You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.
 - A.3** You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.
 - A.4** If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.
 - A.5** You must consider the views of others and be tolerant of differences.
 - A.6** You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).
 - A.7** You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected³ 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.⁴
- 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, 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.⁵
- 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, p12-15), 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 actions, and demonstrate that your contribution to our governance is effective.

- F.1** You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Easthall Park'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 was adopted by the Easthall park on 24th June 2020 It will be reviewed not later than June 2023.

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 Easthall Park and the RSL sector.
- 1.4 Where you have a personal business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.
- 1.5 This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

2. Examples of interests that must be declared

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

- Membership of a community or other voluntary organisation that is active in the area(s) we serve.
- Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
- Membership of the governing body of another RSL.
- Being an elected member of any local authority where we are active.
- If you purchase goods or services from us.
- If you purchase goods or services from one of our contractors or suppliers.
- 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 Director. If doubt remains, the advice would always be that you should 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 law.

3.2 As well as considering your own actions, you must be aware of the potential risk created by the actions of people to whom you are closely connected. Who you should consider, and our expectations of you to identify and declare such actions are outlined in Table A on page 14.

Table A

| Group | Required Response |
|---|---|
| <p>1. Members of your household</p> <p>This includes:</p> <ul style="list-style-type: none"> • 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 | <p>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.</p> |
| <p>2. Partner, Relatives and friends</p> <p>This includes:</p> <ul style="list-style-type: none"> • Your partner (if not part of household) • Your relatives and their 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) | <p>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 to identify, declare and manage these actions.</p> <p>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.</p> |

What You Need to Consider

- 3.3 The following are the relevant actions /involvement by those to whom you are closely connected that you should consider, declare and manage as per our expectations outlined in Table A:

- A significant interest in a company or supplier that we do business with. A significant interest means ownership (whole or part) or a substantial shareholding in a business that distributes profits, but does not include where an individual has shares in large companies such as banks, utility companies or national corporations, i.e. where owning shares would not give the individual any significant influence over the activities of that organisation.
- Where the individual may benefit financially from a company with which we do business
- Involvement in the management of any company or supplier with which we do business
- Involvement in tendering for or the management of any contract for the provision of goods or services to us.
- Application for employment with us.
- Application to join our Board or any of its subsidiaries
- Application to be a tenant or service user of the organisation
- If they are an existing tenant or service user of the organisation

4. Practical Arrangements for Declaring personal interests

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

Appendix 2:

Protocol for Dealing with a Breach of the Code of Conduct

- 1.1** 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.
- 1.2** The Chair has delegated authority to deal with potential breaches of the Code, subject to Clause 2.1 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.
- 1.3** 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 relevant guidance) in terms of reporting the outcome of the investigation are met.

Conduct at meetings

- 2.1** 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

- 3.1** It is recognised that potential breaches of the Code of Conduct may occur beyond Easthall Park Organisation'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. **3.2** 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.

- 3.3** 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.
- 3.4** 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

- 4.1** 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.
- 4.2** A potential breach of the Code of Conduct (other than that which is being dealt with as described at 2.1) 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.
- 4.3** 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 4.1).
- 4.4** 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.
- 4.5** Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.
- 4.6** 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

- 4.7** 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. Easthall Park 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.
- 4.8** 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.
- 4.9** 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.
- 4.10** 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.
- 4.11** 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.
- 4.12** 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.
- 4.13** 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 40.4.

Action to Deal with a Breach

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

- ♦ 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

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

Definitions

6.1 Easthall Park 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

7.1 This protocol was approved by the Governing Body of Easthall Park on the 24th June 2020. It will be reviewed immediately following its implementation to deal with a potential breach or not later than June 2023, whichever is the earlier.



Annual Review Procedure

Introduction

In advance of the review, Committee members should review the Committee member role description, the Chairs role description and the remit of the Management Committee.

Each Committee member should be prepared to discuss their own contribution as well as how the Management Committee has functioned and performed over the past 12 months.

The Review Meeting

At the review, we will discuss the following topics:

- Attendance and commitment at Committee meetings
- Knowledge and understanding of business needs
- Ability to contribute to the Management Committee
- Ability to constructively challenge staff
- Contribution to strategy and policy development
- Ability to build constructive relationships and represent the Management Committee
- Ability to contribute to governance issues

In advance, please consider:

- What has given you most satisfaction?
- Have you been frustrated with any aspect of your involvement?

- How effective is the Management Committee supported by staff?
- Do you feel you have access to information to make informed decisions?
- How helpful was the training and development you participated in?
- Do you see yourself as an office bearer at some point in the future?

What happens next

The meeting will be recorded and a copy of the record provided to the Committee member and a copy kept on file.

A summary report of all interviews will be presented to the Management Committee.



Easthall Park Housing Co-operative Annual Committee Member Review

Name of individual being appraised:

Period of report:

Term of appointment

Initial Appointment:

Start date:

The following marks should be used to review performance

1 Attendance and Commitment

| | |
|----------------------------------|---|
| (a) Committee Meeting Attendance | % |
| Comments: | |

| |
|---|
| (b) Knowledge and understanding of business needs |
| Comments: |

2 Contribution to work of the Committee

(c) Team working

Comments:

(d) Ability to constructively challenge staff

Comments:

(e) Contribution to strategy and policy development

Comments:

(f) Ability to build constructive relationships and represent the Committee

Comments:

(g) Contribution to governance issues

Comments:

3 Areas not otherwise covered

(This could include, for instance, specialist knowledge)

Please give details of specific contribution

1

2.

3.

Comments:

4 Overall summary of appraisal

Completed by Chairperson of Easthall Park Housing Co-operative

Name of appraise:

Term of current appointment:

Start date:

The assessment of individuals overall performance and contribution to the work of the Committee

Comments:

5 Suitability for re-appointment (only applicable if served 9 years)

Please complete this section and provide specific reasons (including confirmation person specification reviewed and individual still meets criteria) for your decision on suitability for reappointment

I can confirm that (Name of Committee Member)

Is Suitable or Not suitable for re-appointment (delete accordingly)

Comments:

6 Signatures

The form should now be signed and dated by:

Reporting Individual

Name

Signature

Date

Individual being appraised

Name

Signature

Date



Easthall Park Housing Co-operative and the Scottish Housing Regulator

As a Registered Social Landlord who has received public funding to build affordable homes, we have a responsibility to adhere to the regulatory requirements of the Scottish Housing Regulator.

Set out below are a summary of the Scottish Housing Regulators Governance and Financial standards and their notifiable events guidance.

The full guidance can be obtained by asking staff or downloading the documents at www.scottishhousingregulator.gov.uk

Regulatory Standards of Governance and Financial Management

1. The governing body leads and directs the Registered Social Landlord to achieve good outcomes from its tenants and other service users.
2. The Registered Social Landlord (RSL) is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
3. The Registered Social Landlord (RSL) manages its resources to ensure its financial well-being while maintaining rents at a level that tenants can afford to pay.
4. The governing body bases its decisions on good quality information and advice and identifies and mitigates risk to the organisation's purpose.
5. The governing body (Committee) conducts its affairs with honesty and integrity.

6. The governing body and senior officers have the skills and knowledge they need to be effective.
7. The Registered Social Landlord (RSL) ensures that any organisational changes or disposals it makes safeguards the interests of, and benefit, current and future tenants.

Notifiable Events

The Scottish Housing Regulator has identified events that they expect Registered Social Landlords to notify them about.

The Scottish Housing Regulator defines a notifiable event as “*any significant or exceptional issue, event, or change within its organisation and how it intends to deal with it*”.

Examples include:

Governance and organisational issues:

- Removal of governing members
- Resignation of governing body members for non-personal reasons, resignation of governing body office-bearers, audit committee members, and Chairs of sub-committees
- Resignation or dismissal of the Registered Social Landlord chief officer; dismissal of senior staff members; resignation of senior staff members in larger Registered Social Landlords (over 500 units)
- The membership calls a special general meeting
- Serious complaints, investigations, or disciplinary action relating to the governing body or senior staff
- Employment tribunals
- Breaches of the code of governance by governing body members and any proposed investigation of these or action taken in response
- Major organisational change or restructuring
- Potentially serious breach of legislation by the Registered Social Landlord or serious legal action taken against the Registered Social Landlord
- Serious issues regarding a parent, subsidiary or connected organisation
- Breach of charitable obligations or no longer meeting the charity test
- Whistleblowing allegations

Performance and service delivery issues:

- Any incident involving the Health and Safety Executive or serious threat to tenant safety
- Major failure of key service delivery arrangements (for example, repairs cannot be carried out)
- Breaches of ballot commitments to tenants or stock-transfer contractual agreements
- Adverse reports by statutory agencies, regulators, inspectorates etc. about the Registered Social Landlord
- Significant natural disasters e.g. fire, flood, building collapse etc. that affect the Registered Social Landlords normal business

Financial and funding issues:

- Fraud or the investigation of fraud
- Breach or potential breach (including, for the avoidance of doubt, technical breaches) of any banking covenants
- Serious financial loss; actual or potential
- Default or financial difficulties of major suppliers or service providers
- Any material reduction in stock or asset values; actual or potential
- Serious concerns raised by lenders or auditors
- Serious and immediate potential cash flow issues
- Proposed assignation or transfer of the existing lenders security to another lender



Glossary

The glossary below provides a definition of key words or terms relevant to the governance of the organisation.

| | |
|------------------------------|--|
| Accountability | This is a crucial aspect of all voluntary organisations. In general, those involved in the management of such an organisation are accountable to funders, members, customers, staff and other volunteers. Staff are accountable to the Management Committee. |
| Annual General Meeting (AGM) | Provides members of a group and the general public with the opportunity to hear about activities of the organisation over the previous year and allows plans to be made for the forthcoming year. |
| Annual Report | A review of the organisation's activities over a one-year period plus a financial report |
| AOCB | Any other competent business; allows committee members to inform other members of developments, events not included in the agenda |
| Bad Debts | Money due to us which is not recoverable and written off to the income and expenditure account. |
| Committee | Term used to identify the Governing Body. |
| Component Accounting | Property depreciation is charged over the useful life of each component. |
| Constitution | A legal document which sets out the rules of the organisation |
| Co-opted member (Co-optee) | A person who is not a shareholder invited on to the Management Committee. |
| Conflict of Interest | All members of the Management Committee need to declare any interests that may conflict with priorities and activities of the business. |
| Corporation Tax | Tax paid to HMRC. A percentage on Amount of interest earned. |
| Covenant Interest Cover | Operating surplus and add back property depreciation/annual capital and interest paid on loans in the year. |
| Consumer Price Index (CPI) | Consumer Price Index (Gov). Used to calculate the increase in pensions. Is generally lower than Retail Price index (RPI). |
| Creditors | Money we owe to others but have not yet paid. |
| Current Assets | Cash, investment and debtors. |
| Debtors | Money owed to us but not yet paid. |

| | |
|---------------------------------|--|
| Depreciation | Is the reduction in value of any asset. |
| Existing Use Valuations | Undertaken to assess amount of private finance that may be raised if required. Based on costs and income. |
| Fixed Assets | Housing Properties. |
| Gearing | Loans as a percentage of loans/fixed assets. |
| Governance | A method of system of management. |
| Governing Body | Term used to identify Committee as a whole. |
| Governing Body Member (GBM) | Term used to identify and individual Committee Member. |
| Gross Rent Income | Total rents receivable. |
| Housing Association Grant (HAG) | Housing Association Grant – grant received towards cost of providing Social Rented Housing. |
| Headroom | Based on results in the income and expenditure account, the costs could increase by/or income reduce by, before the interest cover covenant would be breached. |
| HMRC | Her Majesty's Revenue and Customs |
| Interest paid on Loans | Interest charged for the year on outstanding loans. |
| KPIs | Key Performance Indicators. Used as a measure of efficiency/effectiveness/control. |
| Liquidity | Capital available for investment and spending. |
| Loans Outstanding | Amount still due to funders at Balance sheet date. |
| Major/Cyclical Provision | Set aside amount to cover the costs associated with future major/cyclical repairs. |
| Major Repairs | Money spent on maintaining our property values, added to fixed assets in the Balance Sheet. |
| Management Committee | Governing body of voluntary organisations and is responsible for directing the business. Usually composed of members who are elected at an organisation's AGM. |
| Matter Arising | Purpose of "matters arising" from a previous meeting is to update members on the developments of agenda items since the last meeting. |
| Net Rent Receivable | Total rents receivable less voids. |
| Office Bearer | Term used to refer to an individual role on the Governing body. Office Bearers include Chair, Vice-chair, Secretary and Treasurer |
| Operating Costs | All costs excluding interest earned and the interest/capital paid on loans. |
| Operating Surplus | Turnover less total operating costs. |
| Other Fixed Assets | Offices, furniture and equipment. |
| Present and apologies | A record of who did and did not attend the meeting. If a person cannot attend a meeting, their apologies should be submitted in advance. |
| Provision for Bad Debts | Amount set aside to cover future bad debts. |

| | |
|----------------------------|---|
| Quorum | Specifies the number of voting members that must be present at a meeting (4 for a meeting of the Management Committee not including co-opted members) |
| Real Rent Increases | Percentage increase over and above RPI. |
| Registered Social Landlord | Registered Social landlord (RSL) is a term used to describe Housing Association and Co-operatives. |
| Reserves | Amounts set aside to cover future costs and risks. |
| Retail Price Index RPI | Retail Price Index (Gov). Can be used to calculate the increases to costs and rent. |
| Scottish Housing Regulator | Scottish Housing Regulator (SHR) - independent regulator of Registered Social Landlords and Local Authority Housing services in Scotland |
| Share Capital | Fully Mutual – every tenant is a member with a £1 share – allows option to elect or be elected to Governing Body. |
| Signatories | Members of the Management Committee or staff authorised by the governing body to sign documents on behalf of the organisation |
| Strategic Plan | Plan, method, for obtaining a specific goal or result. Strategic Plan is the key document for setting the Co-operative's aims and objectives. |
| Turnover | Total income excluding interest receipts. |
| Voids | Lettable or uninhabitable property. All our voids (empty homes) are lettable voids. |