



# **QUEENS CROSS GROUP**

  

## **Code of Conduct for Governing Body Members**

Consultation completed:	31 August 2021
Approved:	31 August 2021
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## **Our Vision**

Excellent housing in vibrant communities.

## **Our Values**

### **Respect**

We see the positive in everyone, especially our tenants. We treat everyone fairly, regardless of age, race, gender, sexuality or background. We ask for opinions even if we know we might not like what we hear. And we address people's concerns in any way we realistically can.

### **Integrity**

What we say in public is the same as what we say behind the scenes. If we say we'll do something, we mean it. Our tenants can count on us to solve their problems and make sound decisions.

### **Aspiration**

We want the best for all our current and future tenants. We're not afraid to strive for things that won't be easy – or try things that haven't been done before. We seek out opportunities and welcome change. If it doesn't turn out as planned, we learn and improve again. And then we try again.

## **Our Strategic Objectives**

1. Building and sustaining popular neighbourhoods.
2. Creating and supporting greater life opportunities for all.
3. Developing greener spaces and community wellbeing.
4. Being a dynamic and listening community partner
5. Treating people equally and with respect.

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## 1. Introduction

- 1.1 All members of the QC Group must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to “we”, “us” and “our” means the Queens Cross Group. The Code reflects our values which are Respect, Integrity and Aspiration.
- 1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of a Governing Body in the QC Group. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of a QC Group Governing Body<sup>1</sup> 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.
- 1.4 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct<sup>2</sup>. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations which the Scottish Housing Regulator (SHR) has confirmed it fully complies with its Regulatory Standards.
- 1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a QC Group Governing Body Member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the QC Group and with all regulatory guidance. You must also ensure that you are familiar with any policies which are linked to this code.
- 1.6 If there is a concern that a member of the Governing Body may have breached any part of this Code, the matter will be investigated in accordance with the protocol that we have adopted (Appendix 1). A serious breach of this Code may result in action being taken by the Housing Association Board as the Parent member of the Group to remove the member(s) involved.

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<sup>1</sup> Our Rules state that the QCHA Board as the Parent can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the Parent Board to take such action (SHR Regulatory Framework (2019) Constitutional Standard 19.

<sup>2</sup> Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

## **2. Who Our Code Applies To**

- 2.1 Our Code of Conduct applies to all elected, appointed and co-opted members of our QC Group Governing Bodies and its sub-committees, working groups and QC Group Ambassadors.

## **3. How Our Code Is Structured**

- 3.1 Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.<sup>3</sup>
- 3.2 Each principle is described, as it applies to the activities of the Group 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 are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.
- 3.3 The seven principles that you must adhere and commit to be signing this Code are:

**A. Selflessness**

**B. Openness**

**C. Honesty**

**D. Objectivity**

**E. Integrity**

**F. Accountability**

**G. Leadership**

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

## A. Selflessness

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

- A.1 I will always uphold and promote the QC Group's aims, objectives and values and act to ensure their successful achievement.
- A.2 I will exercise the authority that comes with my role as a Governing Body member responsibly.
- A.3 I will accept responsibility for all decisions properly reached by the QC Group (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4 I will consider and respect the views of others.
- A.5 I will not seek to use your position inappropriately to influence decisions that are the responsibility of staff.
- A.6 I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely 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 I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.
- B.2 I will avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3 I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.
- B.4 I will not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place me under an obligation to these individuals or organisations. I will comply with the QC Group’s policy on Entitlements, Payments and Benefits.
- B.5 I will ensure that, in carrying out my role as a QC Group Governing Body Member, I am informed about the views, needs and demands of tenants and service users and that my decisions are informed by this understanding.
- B.6 I will ensure that the QC Group is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7 I will not prevent people or bodies from being provided with information that they are entitled to receive.

## C. Honesty

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

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

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<sup>4</sup> 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.

<sup>5</sup> Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport



## D. Objectivity

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

- D.1 I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority, the Care Inspectorate and the Property Factors (Scotland) Act 2011 Property Factor Code Of Conduct).
- D.2 I will prepare effectively for meetings and ensure I have access to all necessary information to enable me to make well-informed decisions.
- D.3 I will monitor performance carefully to ensure that the Group's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- D.4 I will use my skills, knowledge and experience to review information critically and always take decisions in the best interests of the Group, our tenants, our owners and our service users.
- D.5 I will ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.
- D.6 I will ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the Group.
- D.7 I will contribute to the identification of training needs, keep my knowledge up to date, and participate in training that is organised or supported by us.

## E. Integrity

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

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<sup>6</sup> This relates to the use of ICT, social media and networking, facilities etc.

## F. Accountability

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

- F.1 I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and Queens Cross Group's legal obligations are fulfilled.
- F.2 I will ensure that we have effective systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.
- F.3 I will contribute positively to our activities by ensuring your attendance at board meetings meets the target of 85%, and participating constructively in meetings of the Governing Body, its committees and working groups.
- F.4 I will participate in and contribute to an annual review of the contribution I have made individually to our governance.
- F.5 I will ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive and Directors and that it is implemented effectively (Housing Association Parent Board only).
- F.6 I will not speak or comment in public on our behalf without specific authority to do so.
- F.7 I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Governing Body Member and after I have left.
- F.8 I recognise that the Governing Bodies are accountable to its tenants, owners and service users, and I will demonstrate this in exercising my judgement and in my decision-making.

## G. Leadership

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

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

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<sup>7</sup> This includes activities on social media, blogs and networking sites.

#### **4. Breach of this Code**

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

#### **5. Review**

- 5.1 This Code of Conduct was adopted by the Parent Board on 31 August 2021. It will be reviewed no later than August 2024 (3 years).

#### **Acceptance**

#### **6. Acceptance**

If you have read and understood the terms of this Code of Conduct and agree to uphold its requirements in all your activities as a member of our Governing Body, you should sign the Declaration on page 21 and return to the Executive Office.

**QC Group Protocol for Managing an Alleged/Suspected Breach of Code of Conduct**

**1. Introduction**

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

**2. Who is Responsible?**

2.1 The Chair of the Housing Association (Parent) Board has delegated authority to deal with all potential breaches of the Code unless the allegation relates to him/her. In that event, the Vice Chair(s) of the Housing Association (Parent) Board should take on the responsibilities that the protocol allocates to the Chair. It may be necessary to ask other members of the Housing Association (Parent) Board to take on responsibilities should the allegation relate to both the Chair and Vice Chair(s) of the Housing Association (Parent) Board.

2.2 The Chair should consult with other relevant QC Group office-bearers (or members of the Governing Body) to instruct, progress and conclude internal and external investigations carried out in accordance with this protocol.

2.3 The Scheme of Delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct.

Delegated Authority to Oversee Potential Breaches	Any two from the following (must include at least one)
<b>Board Member(s)</b>	QCHA (Parent) Chair, Vice-Chair, or other QC Group office bearers or nominated members as appropriate
<b>Senior Staff</b>	Chief Executive, Director or other Leadership Team member as appropriate

2.4 No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other members of the Housing Association (Parent) Board to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.

- 2.5 The Chair may seek advice from our solicitors in exercising all of the responsibilities associated with this protocol.

### **3. What Constitutes a Breach?**

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

### **4. Initial Review to Determine if Further Investigation Required**

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

- 4.4 Minor issues, actions or conduct at an internal meeting or event are unlikely to constitute a breach of the Code of Conduct that warrant investigation. The Chair of the Housing Association (Parent) Board (and other office bearers) should exercise their judgement in determining which of the courses of action set out in this Protocol is more appropriate.
- 4.5 Two routes are described in this Protocol: Route A and Route B.
- 4.6 SHR requires that alleged breaches of the Code which are to be investigated under either Route A or Route B must be regarded as Notifiable Events, in accordance with the terms of the SHR's Statutory Guidance. The Chair of the Housing Association (Parent) Board is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator, and that the SHR's requirements (as set out in the relevant guidance<sup>8</sup>) in terms of reporting the outcome of the investigation are met.

## **5. Route A**

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

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<sup>8</sup> Scottish Housing Regulator (2019) [Notifiable Events guidance](#)



## **6. Route B**

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

who is subject to an investigation should take leave of absence until the matter is resolved. Rule 37.8 of the 2020 Model Rules contain the provisions to secure this. The letter will inform the Governing Body Member of the nature of the potential breach, the arrangements for the investigation and will advise that leave of absence will be in place for the duration of the investigation. All QC Group Governing Body Members are expected to co-operate with such investigations<sup>9</sup>.

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

## **7. Investigation Under Route B**

- 7.1 The conduct of an investigation should remain confidential, as far as possible, in order to protect those involved (witnesses, complainant(s)) and the Governing Body Members(s) who are the subject of the complaint.
- 7.2 All investigations will be objective and impartial. Investigations will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate.
- 7.3 Investigations should not usually take more than six weeks to conclude.
- 7.4 The investigator(s) will be supported by a member of the Executive Team (or other senior member of staff if the Executive Team is involved in the complaint). The Chair of the Housing Association (Parent) Board and other QC Group Office Bearer(s), 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 Housing Association (Parent) Board.
- 7.5 All investigations will be the subject of a written brief which sets out the QC Group's requirements and which includes the statement of the alleged breach (scope, timescale, reporting requirements, access to information etc.). The brief may refer to any action

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<sup>9</sup> Code of Conduct F7

previously taken that is relevant.

- 7.6 All investigations will include at least one interview with the Governing Body Member(s) who is the subject of the allegation, who will be invited to provide any relevant information. The interview(s) may be conducted face to face or remotely (by telephone or video call). The Governing Body Member may be accompanied during an interview by a friend (at their request), as a companion to provide support and not to represent. It is not appropriate for another QC Group Governing Body Member to fulfil this role nor is it appropriate for the QC Group to meet any costs (other than reasonable expenses as provided for in the relevant policy) in respect of a companion's attendance.

## **8. Considering the Outcome of the Investigation**

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

## **9. Action to Deal with a Breach**

- 9.1 If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:
- A discussion with the member concerned (which may be confirmed in a subsequent letter)
  - advice and assistance on how their conduct can be improved
  - the offer of training or other form of support
  - a formal censure (e.g. in the form of a letter setting out the conclusions, expressing concern and specifying that there must be improvement / no repetition etc)
  - a vote to remove the Member from the relevant QC Group Governing

Body(ies).

- 9.2 Where, it is concluded that a serious breach has occurred, the Housing Association (Parent) Board may require the member to stand down from their position in accordance with the Rules.
- 9.3 If the Housing Association (Parent) Board proposes to remove a member, following investigation, the member will have the right to address the full Housing Association (Parent) Board 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 Housing Association (Parent) Board, in accordance with Rule<sup>10</sup> (44.5)
- 9.4 A record of the outcome of an investigation will be retained in the Governing Body Member's file for at least 12 months.
- 9.5 The outcome of any investigation will be notified to the Scottish Housing Regulator, in accordance with the requirements of the Notifiable Events Statutory Guidance.

## **10. Definitions**

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

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<sup>10</sup> SFHA Model Rules (2020)

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**Acceptance of Queens Cross Code of Conduct**

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 Governing Body Member. 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 Parent Board which could result in my removal.

Signed : \_\_\_\_\_

Date : \_\_\_\_\_