MANOR ESTATES GROUP

Code of Conduct for Governing Board Members

Based on SFHA Model Code of Conduct for Governing Body Members (October 2024)

Approved by MEHA Board January 2025

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1. Introduction

1.1. All members of the Board must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean Manor Estates Group (comprising of Manor Estates Housing association and Manor Estates Associates Ltd). The Code reflects our Values which are: Committed; Agile; Professional and People Focused .

1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.

1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Board [1] if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.

1.4 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct[2]. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.

1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Board 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. Board Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

1.6 If there is a concern that a member of the Board may have breached any part of this Code, the matter will be investigated in accordance with the Protocol that we have adopted. A serious breach of our Code may result in action being taken by the Board to remove the Board member(s) involved.

[1] Our Rules state that the Board 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 Board to take such action (SHR Regulatory Framework (2024) Constitutional Standard 19

[2] Scottish Housing Regulator (2024) Regulatory Framework, Regulatory Standard 5.2

1.7 This Code of Conduct was adopted by our Board on xxx 2024.

2. Who Our Code Applies To and When

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

2.2 The expectations of the Code apply in all settings and circumstances where our Board members are representing us or acting on our behalf and where their conduct could reflect on our tenants/organisation and/or their reputation. The Code applies equally to conduct in person, virtually and on social media.

3. How Our Code Is Structured

3.1 Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.[3]

3.2 Each principle is described, as it applies to the activities of Manor Estates Group and its Board members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive and it should be remembered that Manor Estates Group and our Board members are responsible for ensuring that their conduct meets the high standards that the RSL sector is recognised for upholding (as detailed in para 2.2).

3.3 The seven principles that you must adhere and commit to by signing this Code are:

A. Selflessness

B. Openness

C. Honesty

D. Objectivity

E. Integrity

F. Accountability

G. Leadership

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

A. Selflessness

You must act in the best interests of Manor Estates Group and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Board should not promote the interests of a particular group or body of opinion to the exclusion of others.

A.1 I will uphold and promote Manor Estates 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 Board member responsibly

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

A.4 I will consider and respect the views of others.

A.5 I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.

A.6 I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected[4] or their business interests.

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

B. Openness

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

B.1 I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.

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

B.3 I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.

B.4 I will not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety or influence or place me under an obligation to these individuals or organisations. I will comply with Manor Estates Group's policy on Entitlements, Payments and Benefits Policy.

B.5 I will ensure that, in carrying out my role as a Board member, I am informed about and take account of the views, needs and demands of tenants and service users

B.6 I will ensure that Manor Estates 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 act in the best interests of the organisation and that all activities are transparent and accountable.

C.1 I will always act honestly and in good faith when undertaking my responsibilities as a Board member.

C.2 I will use my experience, skills, knowledge and judgement to support our activities.

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

C.4 I will ensure that Manor Estates Group has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.[5]

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

C.6 I will comply with our policies and procedures regarding the use of our funds and resources[6] and I will not misuse, contribute to or condone the misuse of these resources.

C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. I will neither accept from nor give bribes or any other inducement to anyone. I will comply with our policy on Preventing Bribery and Fraud and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.

C.8 I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this.

[5] These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.
[6] Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

D. Objectivity

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

D.1 I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).

D.2 I will attend meetings regularly, prepare for them and ensure I have access to all necessary information to enable me to contribute constructively and make well-informed decisions.

D.3 I will monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

D.4 I will use my skills, knowledge and experience to review information critically and take decisions in the best interests of the organisation, our tenants and our service users when acting on decisions presented at Board.

D.5 I will ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.

D.6 I will ensure that policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

D.7 I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing training that is organised or supported by us.

E. Integrity

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

E.1 I will treat my Board colleagues, our staff, our customers and partners with respect and courtesy

E.2 I will conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.

E.3 I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect Manor Estates Group and/or its reputation

E.4 I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Board member.

E.5 I will comply with, support and promote our policies relating to equalities, diversity and human rights

E.6 I will uphold our whistleblowing and acceptable use[7] policies.

E.7 I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Board and after I have left.

E.8 I will observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

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

F. Accountability

You must take responsibility for and be able to explain your actions, and demonstrate that you contribute to our governance.

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 Manor Estates Group's legal obligations are fulfilled.

F.2 I will ensure that we have systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.

F.3 I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.

F.4 I will participate in and contribute to an annual review of the contribution I have made to our governance.

F.5 I will ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.

F.6 I will not speak or comment in public on our behalf without specific authority to do so.

F.7 I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Board member and after I have left.

F.8 I recognise that the Governing Body as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making

G. Leadership

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

G.1 I will ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. I will make contribution to our strategic leadership.

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

G.3 I will be a positive ambassador for the organisation.

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

G.5 I will not criticise or undermine the organisation or our actions in public.

G.6 I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Senior Officer.

G.7 I will not harass, bully or attempt to intimidate anyone.

G.8 I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Board, staff or other partners.

G.9 I will not act in a way that could jeopardise our reputation or bring us into disrepute.[8]

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

4. Breach of this Code

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

5. Acceptance and Signature

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Board. 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 Board which could result in my removal.

Signed _____

Date _____