

Readers may note that some information within these documents have been omitted / redacted.

Some information has been omitted / redacted as disclosure may prejudice the commercial interests of Irvine Housing Association trading as Riverside Scotland.

We recognise that the commercial sensitivity of information may decline over time and the harm arising from disclosure may be outweighed by the public interest in openness and transparency. We commit to review the redaction of any such information from time to time.

Some information has been redacted as it contains personal data which identifies an individual. Disclosure of this information would place Irvine Housing Association t/a Riverside Scotland in breach of the Data Protection Act 2018.



Riverside
Scotland

**CODE OF CONDUCT FOR
BOARD AND COMMITTEE MEMBERS**

Date of Implementation: 21 September 2022

1 INTRODUCTION

- 1.1 Irvine Housing Association Limited, trading as Riverside Scotland (the Association) complies with the provisions of the Scottish Federation of Housing Associations Code of Conduct 2021 (SFHA Code), which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards. This requires the Association to have guidance and procedures in relation to conduct and probity matters to achieve the highest standards of business conduct.
- 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, a Committee or a Subsidiary Board. You have a personal responsibility to uphold the spirit and the requirements of our Code. You cannot be a member of the Board, a Committee, or a Subsidiary Board 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 This Code of Conduct applies to all Board and Committee Members in the Group, and any references in this Code of Conduct to 'Board Members' include the Association and subsidiary Board Members and Co-optees. This Code of Conduct also applies to involved residents i.e. those residents who are involved in the running and business of the Group through membership of the Group Board, or one of its Committees or a subsidiary Board.
- 1.5 All members of the Board and Committees in the Group and all involved residents must sign this Code of Conduct when they are elected, co-opted, appointed, or, in the case of involved residents, become involved, and on an annual basis thereafter.
- 1.6 The Code of Conduct is an important part of the Association's governance arrangements; it is supported by the role description which describes your responsibilities as a Board or Committee Member or as an involved resident. 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 and Committee Members and involved persons must always ensure their actions accord with the legal duties of the Association and with regulatory guidance. You must also ensure you are familiar with any policies that are linked to this Code.
- 1.7 If there is a concern that a member of the Board, a Committee or a subsidiary 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 the Code may result in action being taken by the Board or

Committee or subsidiary Board to remove the Board or Committee Member(s) or involved resident(s) involved.

- 1.8 The phrase 'close connection' where used in this Code includes husband, wife, civil partner, partner, fiancé, parent, grandparent, child, grandchild, brother, sister, similar relations by marriage, close friend and could include other relationships, such as an aunt or uncle if there is a sufficient degree of closeness. The onus is on the individual to disclose the relationship where there is any doubt.
- 1.9 Each year, following the AGM, Board and Committee Members and involved residents will be asked to sign and date this Code of Conduct to confirm your commitment to the principles, requirements and expectations that it describes and to meet the requirements of our rules. A copy of this Code, showing your signature throughout your membership of Board or Committee, will be retained by us, in accordance with our Data Protection/Privacy policy.
- 1.10 This Code of Conduct was adopted by our Board, Committees and subsidiary Board on 21 September 2022.

2 VALUES AND BEHAVIOURS

- 2.1 Demonstrating appropriate behaviours and establishing and maintaining successful relationships are a key part of Board and Committee Member performance which is subject to ongoing appraisal and review. Continued service is dependent on satisfactory performance. Where there are performance issues identified, the agreed protocol as set out in "Procedure for Dealing with Poor Performance or Misconduct on the part of a Board or Committee Member" will be applied and may under certain circumstances lead to disciplinary action.
- 2.2 Board and Committee Members and involved residents will observe the seven principles of the Committee on Standards in Public Life (the Nolan Committee) which are:
 - **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends:
 - You must act in the best interests of the Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Board and Committee Members should not promote the interests of a particular group or body of opinion to the exclusion of others.
 - **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties:

- You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.
- **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit:
 - You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.
- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office:
 - You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.
- **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands:
 - 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.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest:
 - You must ensure that you always act in the best interests of the Association and that all activities are transparent and accountable.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example:
 - You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the Association by example.

2.3 Board and Committee Members and involved residents will:

- Support the Vision and Values of the Group and promote the interests of the Association and its tenants, residents and customers in the wider community.

- Comply with statutory and regulatory requirements, the Association's rules, the Riverside Governance Framework Document (subject to the provisions of the relevant Intra Group Agreement), and relevant policies and procedures.
- Behave with the highest standards of conduct, integrity and probity as befitting their role within the Group at all times.
- Work co-operatively in the best interests of the organisation and not seek to obtain personal benefit from their role.
- Promote equality and diversity and comply with the Group's Equality and Diversity Policy (subject to the provisions of the relevant Intra Group Agreement).
- Act in accordance with their authority, including under the Association's rules and/or the Committee or involved resident group's terms of reference.
- Effectively take part in the Group's appraisal process.
- Attend all meetings of the Board and/or its Committees and/or relevant scrutiny groups, arriving on time and leaving at the end wherever possible.
- Take or seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes and by increasing their knowledge of the Group and subsidiary organisations where relevant and issues affecting the sector.

2.4 COMMUNICATIONS WITHIN THE BOARD, COMMITTEES AND INVOLVED RESIDENT GROUPS

2.5 Board and Committee Members and involved residents will at all times:

- Ensure that all members have the opportunity to make a contribution and have their opinions treated with respect.
- Be polite and courteous to each other and conduct business in a controlled manner. However difficult or heartfelt the context, aggressive or inappropriate language or behaviour, whether at board meetings or in any other circumstance connected with the Group is not acceptable.
- Focus on the issues of running the organisation in a conscientious and positive manner.
- Apply their skills, knowledge and experience to actively and meaningfully contribute to the work of the relevant Board and/or Committee.

- Ensure that, in carrying out their role as a Board or Committee Member or involved resident, they are informed about and take account of the views, needs and demands of tenants and service users.
- Make decisions for the benefit of the Association as a “team”, supporting each other and accepting shared responsibility.
- Understand that there will be times when not everyone agrees with the decisions made and therefore should not take things personally.
- Respect the role of the Chair and the usual protocol of directing comments through him/her.
- Encourage each other to enjoy participation without the fear of making a mistake.

2.6 COMMUNICATION WITH EXECUTIVE STAFF

- 2.7 Neither Board nor Committee Members, nor involved residents nor employees should use informal channels to exert improper influence on matters of Board business or activities of the Group.

3 CONFIDENTIALITY

- 3.1 Board and Committee Members and involved residents must respect the confidentiality of those items of business which the board decides from time to time should remain confidential, and the contents of reports and documents specifically marked “confidential”.
- 3.2 It may be necessary to communicate with other Board or Committee Members and/or involved residents and/or employees about members of staff, tenants or customers. Any communication, whether oral or in writing, must be treated in strict confidence and not discussed with any third party, including Board/Committee Members, involved residents or members of staff, who do not need to know the material facts in order to assist them with their work or duties.
- 3.3 A Board or Committee Member or involved resident must not disclose information given to him or her in confidence, or information acquired which he/she (acting reasonably) believes is of a confidential nature, without the consent of a person authorised to give it, or unless he or she is required by law to do so; nor prevent another person from gaining access to information to which that person is entitled by law. A Board or Committee Member or involved resident must not use confidential information given to him/her in connection with that role for his/her personal benefit, or the benefit of any person connected with him/her.
- 3.4 If a Board or Committee Member or involved resident wishes to disclose information to any party, and has any doubts as to whether the information concerned is confidential, then advice must be sought from the Chair of the relevant Board or Committee or involved resident group prior to any such disclosure.
- 3.5 Upon ceasing to be a Board or Committee Member or involved resident,

the obligations contained in this section 3 will continue to apply until such information is no longer confidential. Any paperwork relating to the Association or the Group's business (including Board and Committee papers and minutes) must be returned to the Company Secretary of the relevant Association.

- 3.6 Non Executive colleagues must comply with the directions in place at the Association or the relevant subsidiary for staff, when asked to provide a reference for a Board or Committee colleague. These are that information must be limited to the role carried out, length of service and reason for leaving.

4 COLLECTIVE DECISION MAKING

- 4.1 Once a matter is determined by the Board or Committee, individual Board and Committee Members are expected to be bound by the collective decisions of the Board and/or Committee. It is acknowledged that differences of opinion may arise in discussion of issues but, when a majority decision of the Board or Committee prevails, it should be supported outside the Board or Committee meeting.

- 4.2 In exceptional circumstances where a Board or Committee Member has concerns about the running of the Association or a proposed action (for example where the Board Member or Committee Member considers that the Board or Committee is about to act illegally), their concerns should be minuted, and should the Board or Committee member resign, he/she should be able to provide a statement to the Chair for circulation if he/she felt it necessary. The Group has a whistleblowing policy (referred to in section 16 of this Code) which may be appropriate for Board or Committee Members to use in such circumstances.

- 4.3 In exceptional circumstances, where they judge it necessary to discharge their responsibilities as directors, all Non-Executives should be entitled to professional advice at the association's expense. Such advice would only be available at the Association's expense with the prior written consent of the Chair of the relevant Board, in liaison with the Group's Legal & Governance Team or Governance Team of the relevant subsidiary, whose consent would only be given in exceptional circumstances.

5 SKILLS AND EXPERIENCE

- 5.1 A Board or Committee Member should exercise the level of care in dealing with the Association and the Group's business that would be expected of an ordinary prudent business person. Board and Committee Members should exercise the level of skill that would reasonably be expected of a person with that Board or Committee Member's attributes (for example, qualifications and experience).

- 5.2 In seeking to show that Board and Committee Members have exercised an appropriate degree of care and skill they should: -

- read Board/Committee papers, prepare for and attend Board/Committee meetings and give apologies where they are unable to attend;
- contribute to Board/Committee meetings and raise any concerns that they may have;
- check the minutes to ensure that they properly reflect any concerns that are raised or issues that are discussed at Board/Committee meetings;
- encourage the Board to seek and to act on legal and financial advice wherever necessary;
- monitor performance carefully to ensure that the Association's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures;
- use their skills, knowledge and experience to review information critically and always take decisions in the best interests of the Association, its tenants and its service users;
- participate in and contribute to the annual review of the Board's effectiveness and help to identify and attain the range of skills that the Association needs to meet its strategic objectives;
- ensure that Association's strategic aims, objectives and activities deliver good outcomes for tenants and service users and make an effective contribution to the Association's strategic leadership;
- ensure that the Board, Committee or subsidiary Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate; and
- 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 Association.

5.3 Board and Committee Members acknowledge that they have been recruited to provide identified skills and/or experience requirements. Where the skills and/or experience requirements of the Association or Group change from time to time, or Board and Committee Members' appraisals identify potential skills and/or experience gaps, it may be necessary for Board and Committee Members to step down from the Board or Committee, in order to act in the best interests of the Association. Where Board or Committee Members fail to step down, they may be removed in accordance with the constitution or rules of the relevant organisation or Committee.

6 REPRESENTING THE ORGANISATION

6.1 Board and Committee Members nominated by particular groups or organisations should not speak or vote at meetings as if delegated by the group or organisation which has nominated them. Board and Committee Members should act in the best interests of the Group. A Board or Committee Member should base his or her view of matters before the Board or Committee on an honest assessment of the available facts, unbiased by partisan or representative views.

6.2 Board and Committee Members and involved residents must not in their official capacity, or any other circumstance, conduct themselves in a manner

which could reasonably be regarded as jeopardising the Group's reputation or bringing the Group into disrepute. Board and Committee Members and involved residents will notify the Chair quickly if they become aware of any situation or event that they are associated with which could affect Riverside and/or its reputation.

- 6.3 Board and Committee Members and involved residents should always be positive ambassadors for Riverside and must avoid any situations that could give rise to suspicion or suggest improper conduct.
- 6.4 Board and Committee Members and involved residents must not impart to the press, to any other party, or via social media or the internet, critical or negative information or make inappropriate comments about the Board, the Association or the Group, its stakeholders, staff, Board or Committee Members, involved residents, or its partners, or criticise or undermine the Group or its actions in public. If circumstances occur where the Board or Committee Member or involved resident has serious concerns and feels it incumbent to disclose such information to a party outside the relevant board, the Riverside Whistleblowing Policy (referred to in paragraph 16 of this Code) should be followed.
- 6.5 Board and Committee Members will not criticise staff in public; they will discuss any staffing related concerns privately with the Chair and/or Senior Officer.
- 6.6 Only the following persons should make statements to the press or to any other third parties on behalf of the Board unless the Board approves otherwise:
 - 6.6.1 TRGL – the Chair of TRGL or the Chief Executive of TRGL;
 - 6.6.2 Subsidiaries - the Chair, Managing Director or Executive Director of the relevant subsidiary.
- 6.7 Such statements should be in accordance with the Riverside Group Media Guidelines.

7 GRANT OF BENEFITS FROM GROUP ORGANISATIONS

- 7.1 Decisions concerning the grant of benefits to Board or Committee Members or involved residents, and those closely connected to them, may involve reputational risk for the Association. Accordingly, decisions relating to benefits for these individuals, and/or to any business trading for profit with which they are connected, must be made in accordance with all relevant probity policies and processes.
- 7.2 In line with the Scottish Housing Association's regulatory guidance, a register of interests which will include some of this information is published annually on the external website centrally for TRGL Board and on the relevant external web pages for each Subsidiary Board.

- 7.3 It is not possible to provide guidance for every situation which may occur, and where there is any doubt the Association's values, the reputation of the Association and the Nolan principles referred to above should guide decision-making.
- 7.4 Where a decision in relation to the grant of a benefit is taken by the Board or a Committee the decision should be recorded in the minutes. In other cases, there is no need to report the provision of social or welfare benefits to the Board, save in exceptional or controversial circumstances.
- 7.5 The provision of significant hospitality or gifts to Board or Committee Members or involved residents, to Riverside staff, or to third parties, by any Riverside organisation, must be authorised by the Board, Senior Management Team, or the Managing Director. For the purposes of this paragraph 'significant' means costing over £100 per person for hospitality or gifts.
- 7.6 The Company Secretary of the Association must be notified in writing of any benefits awarded by any part of the Group to any Board or Committee Member or involved resident or to those closely connected to them so that the information can be recorded in the register maintained for that purpose. The register will be made available for inspection by the regulator and others with a legitimate interest in the affairs of the Association.

8 GIFTS AND HOSPITALITY FROM OTHER PEOPLE OR ORGANISATIONS

- 8.1 As a general rule, personal gifts to Board or Committee Members or involved residents should not be accepted apart from trivial, inexpensive items such as pens, diaries, calendars, or single bottles of wine or spirits, provided that they are given as a goodwill gesture, or small gifts of appreciation (e.g. flowers or small boxes of chocolates) where refusal would genuinely cause offence. The soliciting of gifts, favours or legacies by Board or Committee Members, involved residents or staff is prohibited. Staff members must obtain authority from their line manager before accepting gifts from tenants or service users and in no cases should gifts of money and/or legacies be accepted by staff members.
- 8.2 In particular, excessive gifts from suppliers or contractors should never be accepted. They should either be returned or donated to charity and a letter should be sent to the supplier or contractor concerned notifying them of this. Board and Committee Members, involved residents and staff should not accept lavish hospitality, in particular entertainment, or any hospitality, which could be interpreted as a means of exerting an improper influence over the business of the organisation. Gifts and/or hospitality should not be accepted from suppliers or contractors where the Group is tendering for the supply of goods, works or services and the supplier or contractor may be bidding under that tendering process.

- 8.3 If Board or Committee Members or involved residents have any doubt whatsoever on accepting gifts or hospitality, they should seek the specific clearance of their Chair. The Company Secretary of the Association will be pleased to provide general guidance for Board and Committee Members and involved residents on request. The Association's Entitlements, Payments and Benefits Policy sets out specific requirements on recording gifts and hospitality that must be complied with.
- 8.4 Within 28 days of receiving any gift or hospitality estimated to have cost over the value of £100¹ (or other applicable value set out in the Association's Entitlements Payments and Benefits Policy) from a party outside the Group, a Board or Committee Member or involved resident should provide written notification to the Company Secretary of the Association of the existence and nature of that gift or hospitality so that the information can be recorded in the register maintained for that purpose. The register will be made available for inspection by the regulator and others with a legitimate interest in the affairs of the organisation. Gifts or hospitality may have or appear to have a bearing on the Board or Committee Member's or involved resident's impartiality and responsibility in relation to the Group. In case of doubt it is always wiser to make a declaration, even where the estimated value of the gift or hospitality is less than £100.

9 PERSONAL INTERESTS

- 9.1 The Association respects the right of individuals to have interests outside of the Group and recognises that the skills, knowledge and experience which they can bring to the Group from external activities can often be of great value to their role within the organisation.
- 9.2 However, Board and Committee Members and involved residents must not put themselves in a position where their personal interests, or their duties to other organisations or bodies, conflict, or might conflict, with the duty which they owe to the Group or to any Group organisation.
- 9.3 Board and Committee Members and involved residents must not in their official capacity, or any other circumstance, use their position as a Board or Committee Member improperly to confer on or secure for themselves or for any other person, an advantage or disadvantage.
- 9.4 Board and Committee Members and involved residents should be meticulous about declaring any actual or potential conflicts or duality of interests, or interests which could reasonably be perceived to exist, affecting themselves, their family, friends, business colleagues or associates. The test is whether an interest might reasonably be thought to have influenced an outcome, as well as whether it actually did. Such interests or potential interests may include both financial and non-financial situations and must be declared in accordance with the requirements of this Code.

¹ For these purposes a series of related occurrences should be totalled, for example being invited to several matches in a series.

- 9.5 When changes occur in either their own interests or those of a person closely connected to them, which give rise to a potentially serious or continuing conflict with those of the association, Board and Committee Members and involved residents should review their continuing membership and if necessary take advice on whether they should stand down.
- 9.6 Conflicts of interest should be managed to avoid any financial or non-financial personal gain (whether real or capable of being perceived) to Board or Committee Members or involved residents or to any person or body connected to them (such as their family, friends and business colleagues).
- 9.7 If an external role or responsibility gives rise to a serious or persistent conflict, the Group, along with the conflicted Board or Committee Member or involved resident, must consider how to resolve the conflict so as to protect the Group or its reputation, including whether the Board or Committee Member or involved resident should either resign from the Board, Committee or involved resident group, or step down from the external role/responsibility.
- 9.8 Board and Committee Members shall not involve themselves with external committees, groups and organisations whose activities may impact upon the Association or the Group without prior Board approval. If such approval is granted we will make sure we declare our interests in the manner prescribed by this Code.
- 9.9 Whilst the Group's work may take it into the political arena, it must remain non-political in nature. Board and Committee Members and involved residents will therefore keep their personal political activities totally separate from their role within the Group.

10 REGISTERING INTERESTS

- 10.1 Board and Committee Members must act at all times in good faith and in the best interests of the Association and the Group. Board and Committee Members must not put themselves in a position where their personal interests conflict with those of the Association and the Group. Board and Committee Members must declare any personal interest(s) and manage openly and appropriately any conflicts of interest; they will observe the requirements of the Association's policy on the matter.
- 10.2 Within 28 days of appointment, a Board or Committee Member or involved resident must register his or her interests in the Group's Registers of Interests by providing written notification to the Company Secretary of the Association of:
- a. Membership of other bodies, such as partnerships and voluntary organisations or other relevant bodies;
 - b. Being an officer or elected member of any statutory body;
 - c. Membership of a local authority, another public body, or another association or unregistered 'not for profit' body with interests in the area

- of operation of the Association;
- d. Voluntary work with another Registered Social Landlord or with an organisation that does, or is likely to do, business with any Group organisation;
- e. Directorships, or being an officer or member of the governing body of other companies or Registered Social Landlords;
- f. Any interest as the owner or controller of more than 2% of a company, the shares in which are publicly quoted, or more than 10% of any other company;
- g. If a Board or Committee Member or involved resident purchases goods or services from any Group organisation;
- h. If a Board or Committee Member or involved resident purchases goods or services from one of the Group's contractors or suppliers;
- i. Membership of a campaigning, residents' or community organisation which has interests in the business and/or operation of the association;
- j. Membership of political parties and pressure groups;
- k. Relationship with, or to any of the following people connected with the Association or with any Group organisation:
 - i. Any Board or Committee Member;
 - ii. Any employee; or
 - iii. Any tenant of any property which any Group organisation owns or manages.
- l. Any tenancy or occupation which the Board or Committee Member or involved resident (or a close connection, or business in which they are concerned) has of any property which any Group organisation owns or manages;
- m. Any occupation or ownership of a property which is factored or receives property related services from any Group organisation;
- n. Receipt of care or support services from any Group organisation;
- o. Any close connection with any person or organisation which uses a contractor that a Group Organisation also uses;
- p. The address or other description (sufficient to identify the location) of any land in which he/she has a beneficial interest and which is in an area in which the Association operates;
- q. Any 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 any Group organisation; and
- r. Any other interest that might conflict with their interests, obligations and duties with the Group.

10.3 The above list is not exhaustive and it is the duty of the individual Board or Committee Member or involved resident to ensure that any circumstances where there is a conflict, or potential conflict, of interest are reported to the Company Secretary of the Association.

10.4 Membership of other Boards or Committees within the same group structure is required to be declared under the Scottish Housing Regulator's Regulatory Standards, and this is achieved by the Board noting these interests once per annum, however it is still necessary to make a declaration at a meeting should an item of business arise which involves, or could be

perceived to involve, an internal conflict. Should a Board or Committee Member or involved resident identify a conflict upon receiving papers for a meeting, they should contact the relevant Legal & Governance Team/Company Secretary for further guidance.

- 10.5 Within 28 days of becoming aware of any changes to the interests specified above, a Board or Committee Member or involved resident should provide written notification to the Company Secretary of the Association of that change.
- 10.6 As required by the Scottish Housing Regulator's Regulatory Standards, the register of interests is published annually on the external website centrally for TRGL Board and on the relevant external web pages for each subsidiary Board.
- 10.7 Failure to disclose an actual or potential conflict of interest may result in a Board or Committee Member or involved resident being removed from that role.
- 10.8 A Board or Committee Member or involved resident who is convicted of a criminal or civil offence, must declare this to the Chair [or the Company Secretary] of the Association. The Board will then decide the appropriate course of action to take.

11 DISCLOSURE OF INTERESTS AT MEETINGS

- 11.1 A Board or Committee Member or involved resident should abstain from discussion and/or voting in relation to any matter in which they have, or could reasonably be perceived to have an interest. He or she must disclose to that meeting the existence and nature of that interest at the commencement of the meeting, or when the interest becomes apparent (whether or not the Board or Committee member or involved resident has also made a written declaration).
- 11.2 Where there is a conflict of interest, the Board or Committee Member or involved resident should not remain present unless requested to do so by the Chair of the Board or Committee or involved resident group.
- 11.3 If a conflict of interest is clear and substantial the Board or Committee Member or involved resident must:
 - a. withdraw from the room where a meeting is being held whenever it becomes apparent that the matter is being considered at that meeting;
 - b. not seek improperly to influence a decision about that matter; and
 - c. not vote, or be counted towards the quorum necessary for taking a decision, in relation to the matter in question.
- 11.4 For the avoidance of doubt, Board or Committee Members who are tenants or residents of the Association and involved residents should regard matters specifically concerning their individual circumstances as a clear and substantial conflict; matters affecting tenants or residents more generally

need to be declared only where they create a specific conflict of interest.

12 USING CONSULTANTS, SUPPLIERS AND CONTRACTORS

- 12.1 Where the potential for a conflict of interests exists - e.g., in the personal use of a consultant, supplier, contractor or sub-contractor used by any part of the Association (including any Group organisation), a Board or Committee Member or involved resident should not employ such consultants, suppliers, contractors or sub-contractors, except where:
- a. The individual can demonstrate that there is a clear and unambiguous separation between their personal purchasing decision and decisions made on behalf of the Group;
 - b. They can demonstrate that there is no reasonable or practicable alternative in the circumstances (e.g., emergencies, local scarcity, lack of equivalent expertise, national organisation);
 - c. No preferential treatment is given or received in terms of price, quality or any other aspect of service delivery due to your involvement with the Group; and
 - d. In cases where there is any doubt or concern the matter is declared to the Company Secretary of the relevant Association for recording in the relevant register of interests.
- 12.2 Approval to use any consultants, suppliers, contractors or sub-contractors engaged by the Group is at the discretion of the approving officer (in accordance with the Association's scheme of delegation). In order to be granted approval, the Board or Committee Member or involved resident will be required to demonstrate that there is no reasonable alternative providing the service required in your local area and that you will receive no preferential treatment in terms of service or cost (which you will be required to demonstrate through quotations and receipts).

13 BRIBERY ACT 2010

- 13.1 Board and Committee Members and involved residents should be aware that it is a criminal offence:
- a. To offer, promise, or give a financial or other advantage intending it to induce a person to do something improper, or to reward someone for behaving improperly; or
 - b. To request, agree to receive, or accept, a financial or other advantage intending that a function should be performed improperly, or in anticipation, or as a reward, for improper performance.
- 13.2 Many provisions of this Code, such as the requirement to register gifts and hospitality and the avoidance of using the Group's contractors for personal work, are intended as measures to assist in the prevention of bribery. However, should a Board or Committee Member or involved resident have any suspicions or knowledge that bribery or attempted bribery is occurring

he or she should report it the Company Secretary of the Association or use the relevant Whistleblowing procedure (see below) as soon as practicable.

14 OFFENCES/LEGAL ACTIONS AND CONFLICTS OF INTEREST

- 14.1 The Association is committed to assisting with the rehabilitation of offenders where possible, however, there may be cases when it is considered inappropriate for persons accused or convicted of particular offences to remain in the position of authority accorded to a board or committee member or involved resident. Should this happen, individuals should immediately notify the relevant Company Secretary and each individual case will be considered by the relevant Board on its merits, but individuals should be aware that they may be suspended pending the outcome of the court case, or required to resign from the Board or Committee or involved resident group, should the Board consider it necessary to protect the association, the Group, or any of its tenants, residents or employees.
- 14.2 Any Board or Committee Member or involved resident who is or becomes a party to a dispute or legal action involving any part of the Group may be suspended from serving as a Board or Committee Member or involved resident until the dispute is resolved or the legal action is concluded.
- 14.3 Should a conflict of interest with any part of the Group, or any other circumstances arise in connection with a Board or Committee Member or involved resident, and the relevant board considers that it is in the best interests of the association for the Board or Committee Member or involved resident to be suspended, then the person may be suspended until the matter is resolved to the Board's satisfaction.

15 TENANT BOARD AND COMMITTEE MEMBERS AND INVOLVED RESIDENTS – BREACH OF TENANCY

- 15.1 Tenants who offer themselves for selection as members of any Board or Committee within the Group or as involved residents should have a good record of complying with tenancy conditions. If they are in serious breach of any condition, but particularly in regard to rent payment or neighbour nuisance, then they cannot be selected for, or continue with, Board or Committee Membership. The issuing of a Notice for Recovery of Possession (“NRP”) or obtaining a possession order is always classed as a serious breach of tenancy conditions. ‘Technical’ rent arrears due to Housing Benefit will normally be discounted, unless any delay in payment is the tenant's responsibility.
- 15.2 If an NRP is issued while the tenant is a member of any Group Board or Committee then the tenant will be suspended from his/her Board or Committee Membership until the case is heard by the court and the outcome known.
- 15.3 In any such proceedings, should the court find against a Board or Committee Member or involved resident who is a tenant, then that tenant should be

disqualified from the Board or Committee or involved resident group and from membership of the Association (if applicable) immediately.

16 WHISTLEBLOWING

- 16.1 Board or Committee Members or involved residents will ensure that the Association has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Board or Committee Member or involved resident to report any concerns they have about possible fraud, corruption or other wrongdoing.
- 16.2 Should a Board or Committee Member or involved resident become aware of any conduct by an employee, or by another Board or Committee Member or involved resident which he or she reasonably believes involves a failure to comply with any Group Code of Conduct, or become aware of any other matter of serious concern, he or she should report it using the notification protocols set out in the adopted Whistleblowing Policy for the Association.

17 EXPENSES INCURRED BY BOARD MEMBERS

- 17.1 Expenses incurred in the course of official Group business may be claimed (using a Board Member Expenses Form, available on the Board Member Convene site or copies from the Governance Team). Board and Committee Members are responsible for ensuring that no unnecessary costs are incurred and that the Group receive good value for money.
- 17.2 All expenses must be claimed in line with the provisions of the **Riverside Travel & Subsistence, Taxable Travel and Miscellaneous Expenses Policy** (Expenses Policy) a copy of which is provided to all new Board and Committee Members. Claims must be supported by a relevant receipt or a claim may be refused. If it is impossible to obtain a receipt then the reason must be stated in the expense claim.
- 17.3 Claims should be made as soon as possible once the expense has been incurred.
- 17.4 In any cases of uncertainty as to how the policy rules should be applied, advice should be obtained from the Governance Team. Any exceptions to requirements must be agreed by the Company Secretary of the Association otherwise expenses may not be reimbursed.
- 17.5 The key provisions of the Expenses Policy are summarised below however the Policy document must be referred to ensure that provisions are fully understood and complied with:
- a. Travel to Meetings
- The normal class of rail travel for Group employees on official business is standard class. When there is a business justification for first class travel, it may be available to Board Members and Directors (and accompanying employees) only.

- Use of private vehicle - Mileage is paid at 45 pence per mile up to 10,000 miles, thereafter it is paid at a rate of 25 pence per mile.
 - Use of taxis is not an entitlement and official journeys should generally be made by public transport.
 - Taxi fares may be claimed when no suitable public transport is available, when travelling in an unknown locality, when heavy baggage is carried, or when the saving in official time is important or where travelling alone.
 - Other ancillary and essential costs incurred, such as parking, tolls etc. may be claimed.
- a. Subsistence
- Out of pocket expenses may be claimed including refreshments incurred in the course of official business. Claims must be made in line with the Policy provisions and the accommodation and subsistence standards set out in the rates document provided to all board and committee members.
- b. Telephone
- At cost.
- c. Conferences and Training
- If a Board or Committee Member or involved resident is an appointed delegate or representative, fees and accommodation booked by the Group will be paid direct. Otherwise they may be claimed on production of a booking form or receipt. Travelling expenses for such events will also be met.
- d. Caring responsibilities
- Board or Committee Members or involved residents who incur child care or other care costs to enable them to carry out approved duties will be entitled to have reasonable costs reimbursed by the Group. This is subject to the prior agreement of the Chair. Misuse, abuse or breach of the Expenses Policy may result in disciplinary action.

18 DISCIPLINARY MATTERS

- 18.1 The Group requires high standards from its Board and Committee Members and in the event that a Board or Committee Member fails to comply with the provisions of this Code, or contravenes or undermines the aims and standards of the Group, disciplinary action may be taken in accordance with the provisions of the relevant constitution and the provisions set out in the 'Procedure for Dealing with Poor Performance or Misconduct on the part of a Board or Committee Member.'
- 18.2 Each Board or Committee Member and involved resident has a personal and individual responsibility to promote and uphold the requirements of this Code. If any Board or Committee Member or involved resident believes they may have breached this Code, or they have witnessed or become aware of a potential breach by another member, they will immediately bring the matter to the attention of the Chair.

CONTACT DETAILS

The Company Secretary for the Riverside Scotland is Diana MacLean, Managing Director, telephone: [REDACTED] [REDACTED] [REDACTED] [REDACTED] address: 44-46 Bank Street, Irvine, Ayrshire, KA12 0LP

The Head of Governance for the Riverside Group is Russell Hall, telephone: [REDACTED] address: 2, Estuary Boulevard, Estuary Commerce Park, Liverpool, L24 8RF.

I CONFIRM THAT I HAVE READ AND UNDERSTOOD THIS CODE OF CONDUCT AND I AGREE TO COMPLY WITH ITS PROVISIONS. 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 OR COMMITTEE WHICH COULD RESULT IN MY REMOVAL:

SIGNED:.....

NAME (PLEASE PRINT)

DATE: