CODE OF CONDUCT FOR BOARD MEMBERS	
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Lead Officer	Clare Ruxton, Director of Corporate Services
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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. There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Board of Osprey Housing who has signed this Code. References to 'we', 'us' and 'our' means Osprey Housing.

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 this Code. You cannot be a member of the 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. As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct[1]. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.

1.5. Our Code of Conduct is an important part of our governance arrangements. Members of the Board are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. 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. It there are concerns that a member of the Board may have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A serious breach of this Code may result in action being taken by the Board to remove the member(s) involved.

1.7. This Code of Conduct was adopted by our Board on *27 May 2026*.

2. Who the 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.

[1] Scottish Housing Regulator (2012) Regulatory Framework, Regulatory Standard 5.2 available: here

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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 out tenants /organisation and/or their reputation. The Code applies equally to conduct in person, virtually and on social media.

3. How the 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.[2]

3.2. Each principle is described, as it applies to the activities of Osprey Housing and its Board 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 Osprey Housing and our Board 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 and what they mean for the purposes of this Code are:

4.1 Selflessness
4.2 Openness
4.3 Honesty
4.4 Objectivity
4.5 Integrity
4.6 Accountability
4.7 Leadership

4.1 Selflessness: You must act in the best interests of Osprey Housing at all times 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.

- You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.
- You will exercise the authority that comes with your role as a Board member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.
- You 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 you did not agree with the decision when it was made.
- If you are unable to support in public a decision that has been properly reached by the Board, you should resign.
- You must consider the views of others and be tolerant of differences.

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

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- You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).
- You must not seek to use your influence inappropriately or for personal gain or advantage or for the benefit of someone to whom you are closely connected or their business interest.

4.2 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.

- You should use your best endeavours and exercise reasonable skill and care in the conduct of your duties.
- You should avoid any situation that could give rise to suspicion or suggest improper conduct.
- You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter. You must keep your entry in the Declaration of Interests Register complete, accurate and up to date. You must make an annual statement to confirm that your declarations are correct.
- You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on Entitlements, Payments, and Benefits.
- You must ensure that, in carrying out your role as a Board member, you are informed about and take account of the views, needs and demands of tenants and service users.
- You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- You must not prevent people or bodies from being provided with information that they are entitled to receive.

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

- You should always act honestly and in good faith when undertaking your responsibilities as a Member of our Board.
- You should use your experience, skills, knowledge and judgement effectively to support our activities.
- You should ensure that decisions are always taken and recorded in accordance with our Articles and procedures.
- You must ensure that Osprey Housing 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

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or other wrongdoing.[3]

- You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- You must comply with our policies and procedures regarding the use of our funds and resources and I will not misuse, contribute to or condone the misuses of these resources.
- We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.
- You must ensure that you, or someone closely connected to you (see appendix 1), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. You must declare all interests openly and ensure they are effectively managed to demonstrate this.

4.4 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.

- You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- You must attend meetings regularly, prepare for them effectively and ensure you have access to all necessary information to enable you to contribute constructively and make well-informed decisions.
- You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved and take timely and effective action to identify and address any weaknesses or failures.
- You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.
- You should ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.
- You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.
- You should contribute to the identification of training needs, keep your

[3] These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.

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housing and related knowledge up to date, and participate in training that is organised or supported by us.

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

- You must always treat your Board colleagues, our staff, our customers and their partners with respect and courtesy.
- You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.
- You must publicly support and promote our decisions, actions and activities, and must not, by your actions or behaviour, compromise or contradict the organisation, its activities, values, aims, or objectives. You must notify the Chair quickly if you become aware of any situation or event that you are associated with which could affect Osprey and/or its reputation.
- You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Board.
- You must comply with, support and promote our policies relating to equalities, diversity, inclusion, and human rights.
- You must uphold our whistleblowing, and acceptable use policies.
- You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Board and after you have left.
- You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

4.6 Accountability: You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective

- You must observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and Osprey Housing's legal obligations are fulfilled.
- You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.
- You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.
- You must participate in and contribute to an annual review of the contribution you have made to our governance.
- You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- You must not speak or comment in public on our behalf without specific authority to do so.

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- You must co-operate with any investigations or inquiries instructed in connection with this Code whilst you are a Board member and after you have left.
- You recognise that the Board as a whole is accountable to its tenants and service users, and you demonstrate this in exercising your judgement and in your decision making.

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

- You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.
- You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- You must always be a positive ambassador for the organisation.
- You must participate in and contribute to the annual review of the Board's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- You must not criticise or undermine the organisation, any of our people or our actions in public.
- You must not criticise staff in public; any staffing related concerns should be discussed privately with the Chair and/or Senior Officer.
- You must not harass, bully or attempt to intimidate anyone.
- You must 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.
- You must not act in a way that could jeopardise our reputation or bring us into disrepute.[4]

5. Declaring and Managing Personal Interests

Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.

You must keep your entry in the Register of Interests complete, accurate and up to date. More details and examples are included at Appendix 1.

6. Breach of this Code

Each member of the Board has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Board believes that they may have breached the Code or has witnessed or has become aware of a

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

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potential breach by another member, they should immediately bring the matter to the attention of the Chair.

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

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

7. Review

This policy will be reviewed every 3 years unless the following criteria dictate that it would be best practise to review sooner:

- applicable legislation, rules, regulations and guidance, both those which affect the Group directly and those which affect the resources available to significant numbers of our customers to enable them to sustain tenancies
- changes in the organisation
- continued best practice

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8. Acceptance

I _____have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our 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_____

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Appendix 1
Declaring and Managing Personal Interests

1. Introduction

Being a member of our Board is of course only one part of your life. Other aspects of your life - such as family, friends and neighbours, voluntary work, causes you support, possibly business or financial interests, possibly your own housing arrangements - may have the potential to cross over into your role as a Board Member.

However, as we are an organisation that works for the community [and uses public funds], it is essential that there is no conflict - and that there can be no reasonable perception of conflict - between your duties as a Board Member and your personal (or personal business or financial) interests.

Any potential conflict between your position as a member of Board and your other interests must be openly declared and effectively managed so as to protect the good reputation of [name of organisation] and the RSL sector.

Where you have a personal business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.

This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

2. Examples of interests that must be declared

The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.

- Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
- Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
- Receipt of care or support services from us.
- Membership of a community or other voluntary organisation that is active in the area(s) we serve.
- Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
- Membership of the Board of another RSL.
- Being an elected member of any local authority where we are active.
- If you purchase goods or services from us.
- If you purchase goods or services from one of our contractors or suppliers.
- Significant shareholding in a company that we do business with.
- Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.

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- Ownership of land or property in our areas of operation excluding for the purpose of your own residential use (i.e. there is no requirement for you to declare any house in which you currently live).
- Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.

If you are not sure whether a certain matter needs to be declared, you must seek guidance from the Chair or CEO. If doubt remains, the advice would always to declare the matter.

You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both you and the organisation.

3. Definition of 'close connection'

Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or law.

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

Table A

Group	Required Response
1. Members of your household This includes: • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home	We expect you to be aware of and declare any relevant actions of all people in your household. You must take steps to identify, declare and manage these.
2. Partner, Relatives and friends This includes: • Your partner (if not part of household) • Your relatives and their partners	Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these

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• Your partner's close relatives (i.e. parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates)	circumstances, you must take steps to identify, declare and manage these actions. Where you do not have a close connection and regular contact with someone in this group, we do not expect you to be aware of or to go to unreasonable lengths to identify any relevant actions. However, if you happen to become aware of relevant actions by such individuals, then these should be declared and managed as soon as possible.

What You Need To Consider

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

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

4. Practical Arrangements for declaring personal interests

A Board Member would be required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role and thereafter to complete a new form (or amend the existing form) annually or whenever there is a material change.

You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.

A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon

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as you become aware that this is the case. You would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Board – both internal and external.

Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

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Appendix 2
Protocol for Managing an Alleged/Suspected Breach of the Code of Conduct

1. Introduction

1.1 This protocol will be used by Osprey to deal with any alleged breaches of our 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 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 should take on the responsibilities that the protocol allocates to the Chair. It may be necessary to ask other members of the Board to take on responsibilities should the allegation relate to both the Chair and Vice Chair. In exceptional circumstances (for example particularly complex or sensitive issues) it may be helpful for the chair to be supported by the RSL's solicitor or another trusted external adviser. In such circumstances, the solicitor/adviser may by agreement fulfil duties otherwise undertaken by the Chair, but will always be accountable to the Chair and governing body. The references to "Chair" throughout this protocol, as they relate to the investigation and management of complaints, should be interpreted as applying to whoever is charged with carrying out / overseeing the specific responsibilities.

2.2 The Chair should consult with other office-bearers (or members of the Board) 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. It is important to ensure that anyone who may be called upon to exercise these responsibilities is provided with appropriate training and/or support.

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Delegated Authority to Oversee Potential Breaches	Any two from the following (must include at least one **Board** member
Board	Chair, Vice-Chair,
Senior Staff	CEO, SLT members

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 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 and/ or obtain other external support that may be needed in exercising any or all of the responsibilities associated with this protocol.

3. What Constitutes a Breach?

3.1 A breach of the Code of Conduct is a potentially serious matter and so any allegation of a breach must be handled and managed carefully. This Protocol is a process that will apply to managing and/or responding to alleged breaches of the Code of Conduct. Breaches can include (but are not limited to):

- Conduct by a Board 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 Board Member has failed to meet the requirements of the Code of Conduct; is contrary to Osprey's Values, Rules or policies; threatens the reputation of Osprey; risks bringing the organisation into disrepute or undermines Osprey 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 others may involve more significant issues. Consequently, it is important to distinguish between issues that might, at least initially, be relatively minor and/or be described as 'performance-related' (e.g.

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irregular attendance at meetings, regularly disrupting meetings because of mobile phone, failing to prepare for meetings) from unacceptable conduct (such as bullying, offensive or discriminatory behaviour, seeking personal gain / benefit). For these kinds of situations, different approaches are likely to be appropriate, depending on the details of individual circumstances and recognising that it may not always be appropriate to undertake a formal investigation in response to an isolated and/or relatively minor issue (see 4.4 below). Whilst a failure to participate effectively in the RSL's governance is, ultimately, likely to constitute a breach of the Code, it will not be appropriate to resort to that allegation and launch an investigation without, first, engaging with the GBM and seeking to address the issue e.g. by offering additional support.

4. Initial Review to Determine if Further Investigation Required

4.1 When a complaint is received or a concern is raised, consideration should be given as to which is the most appropriate course of action: just because the Code of Conduct may be referred to does not automatically require a formal investigation. An initial review of the complaint or allegations should enable a decision to be reached on the most appropriate response: those making the decision must be able to explain the reasons for their conclusion. The review should be carried out by those members of the Board appointed in accordance with 2.2 of this Protocol, with support from the CEO/SLT member 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 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 (and other office bearers) should exercise their judgement in determining which of the courses of action set out in this Protocol is more appropriate.

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4.5 Issues or complaints which are dealt with as described above (3.2 – 4.4) do not constitute Notifiable Events to the SHR.

4.6 Where an initial review concludes that further investigation is required, one of the two routes described in this Protocol: [Route A and Route B] will be selected by those responsible for dealing with the complaint. The reason(s) for the selected course of action should be recorded as part of the case file, which should be maintained throughout the investigation to ensure there is an audit trail of how the complaint was addressed.

4.7 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 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[5]) 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. If repeated, any action under Route A would be material to the decision about how to respond to subsequent complaints, which would most likely require investigation under Route B (see 5.3 below).

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 (e.g. offensive language or behaviour), 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 (or sub-committee convenor) may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. For the avoidance of doubt, any complaint relating to the Chair or Vice-Chair should be investigated in accordance with Route B (see 6.4).

5.3 After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate (Route A). Where the Chair regards such behaviour as being serious, it should be investigated in

[5] Scottish Housing Regulator (2024) Notifiable Events guidance

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accordance with Route B, as will repeated incidents of a similar nature.

5.4 It may be appropriate for the Chair to record the terms of the discussion in a letter to the Board 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 (Route B), if more significant issues emerge, or actions are repeated.

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 and another office-bearer or Board member.

6.3 The Chair or office-bearer, in consultation with the other 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 is the subject of a complaint, an independent investigation should be conducted, overseen by the Vice-Chair and another Board member.

6.5 If the Chair is likely to be involved in an investigation (e.g. as a witness), it will be necessary for the office bearers to consider who should be involved in overseeing the investigation as no one who may be party to the investigation can be responsible for its oversight.

6.6 The CEO/SLT member can support the implementation of the Protocol, including providing advice to the Chair (unless involved in the issue, in which case the role should be assigned to another senior member of staff or to the organisation's solicitor or other specialist adviser).

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 or, where the complaint relates to the Chair, to another office-bearer. Where a complaint is made to the CEO/SLT member, the matter should immediately be notified to the Chair or to another office bearer, if the Chair is involved.

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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 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 Board member should be recorded by someone who was not present when the issue arose – this could be a member of staff).

6.10 The Board member(s) who is/are 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 Board 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 Board member of the nature of the potential breach(making reference to the specific part(s) of the Code that the complaint relates to), the arrangements for the investigation and will advise that leave of absence will be in place for the duration of the investigation. Board members are expected to co-operate with such investigations[6].

6.11 Leave of absence is recommended when a complaint is being investigated, and is especially important in cases where the complaint raises serious issues. Where a complaint is being investigated that relates to a number of GBMs, there may be practical issues to consider - for example forming and maintaining a quorum. However, if this is a consideration, there are likely to be significant governance issues that require to be managed and seeking legal advice and/or specialist help is recommended in these circumstances. The Board must record any decision to grant any leave of absence or not grant a leave of absence.

6.12 An alleged breach of the Code of Conduct which is being dealt with via Route B will be notified to the 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 (if known) and which members of the Board are responsible for its oversight.

6.13 The appointment of an external Investigator (when it is decided to be the appropriate response) should be approved by the Board members

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responsible for overseeing the investigation.

6.14 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 Board, who are not responsible for overseeing the investigation. In selecting the Board members, we will seek to ensure that the investigators represent the profile of the Board.

6.15 Existing and former members of the GB may be identified as being able to contribute relevant information to an investigation: the Code of Conduct requires current and former GBMs to contribute to an investigation and a failure to co-operate (by either the subject of a complaint or a GBM asked to contribute) would, itself, constitute a breach of the Code. Former members of the GB who left more than a year before the complaint is made should not, usually, be approached.

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 Board member(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 the CEO/SLT member (or other senior member of staff if the CEO/SLT member is involved in the complaint). The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations (i.e. the Investigator's recommendations) at the end of the investigation, before reporting to the Governing Body.

7.5 All investigations will be the subject of a written brief which sets out the Board'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 previously taken that is relevant.

7.6 All investigations will include at least one interview with the Board member(s) who is/are 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). Board members may be accompanied during

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an interview by a friend (at their request), as a companion to provide support and not to represent. It is not appropriate for another Board member to fulfil this role, nor is it appropriate for the RSL 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 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 Board's consideration and decision making.

8.2 The Board 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 Board, which may be called specifically for this purpose. It is the responsibility of the Board to consider the report and findings from the investigation and to determine:

- Whether there has been a breach
- If there has, how serious a breach it is
- What action should be taken and the outcomes to be achieved

8.4 The Board will report the findings of the investigation and any proposed action to the member concerned, in writing, within seven days of the meeting at which the report of the investigation was considered. The Investigator will be expected to provide written conclusions that can be incorporated into this communication. The Chair should ensure that, in addition to the formal notification, there is personal contact with the GBM(s) whose conduct has been investigated to explain the GB's conclusion, any action and the outcome to be achieved (e.g. training). If the complaint is not upheld, it will be important to make this very clear: it would be appropriate, for example to formally welcome the GBM(s) back from leave of absence at their first meeting.

9. Action to Deal with a Breach

9.1 If, following investigation, a breach of the Code is confirmed, the GB should determine what action will be taken in response. This action will reflect the seriousness of the circumstances and will be informed by the findings and recommendations of the investigation. Action may take the form of some or all of the following:

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- 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 Board

9.2 Where, it is concluded that a serious breach has occurred, the Board may require the member to stand down from their position in accordance with the Rules.

9.3 If the Board proposes to remove a member, following investigation, the member will have the right to address the full 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 Board, in accordance with Rule[7] (44.5)

9.4 A record of the outcome of an investigation (whether the complaint is upheld or not) will be retained in the Board member's file for [insert period – 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 Osprey 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, customer, partner or stakeholder

11. Approval and Review

[7] SFHA Model Rules (2020)

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11.1 This protocol was approved by the **Board** of **Osprey Housing** on XXXX

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Appendix 3

Osprey Housing **Equality Impact Assessment Tool** **PLEASE READ THE GUIDANCE FOR COMPLETION:** Equality Impact Assessment Guidance.doc	

Name of the **policy / project proposal** to be assessed	Board Code of Conduct GCS-2.10 Version 1.0	Is this a **new policy / proposal or a revision**?	Revision
Person(s) responsible for the assessment	DCS		

1. Briefly describe the **aims, objectives and purpose** of the policy / proposal	This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board
2. Who is intended to benefit from the policy / proposal? *(e.g. applicants, tenants, staff, contractors)*	Board Members and Tenants
3. What **outcomes** are **wanted** from this policy / proposal? *(e.g. the benefits to customers)*	Board Members act in a professional manner and are aware of the standards expected of them

4. Which **protected characteristics** could be **affected** by the proposal? (*tick all that apply*)

☐ Age ☐ Disability ☐ Marriage & civil partnership ☐ Pregnancy/maternity ☐ Race

☐ Religion or belief ☐ Sex ☐ Gender reassignment ☐ Sexual orientation

5. If the policy / proposal is not relevant to any of the **protected characteristics** listed in part 4, state why and end the process here.

This policy is given to all Board members at induction and every member is required to review and sign again on an annual basis. Do not feel that possession of any of the protected characteristics will mean a member of the Board is affected either adversely or positively by this policy

	Positive impact(s)	**Negative impact(s)**
6. Describe the **likely positive or negative impact(s)** the policy / proposal could have on the groups identified in part 4		
7. What **actions** are **required** to address the impacts arising from this assessment? *(This might include; collecting additional data, putting monitoring in place, specific actions to mitigate negative impacts).*		

Signed: ____Sofia Redford_____ (Job title): ___Corporate Services Officer_____

Date the Equality Impact Assessment was completed:_____20 April 2026_____