



Know the codes

An overview of key documents



10th September 2025



What we will cover

- Committee Code of Conducts
- Entitlements, Payments and Benefits Policy and dealing with conflicts of interest
- Notifiable events – an overview
- Whistleblowing – an overview
- The role of the Charitable Trustee

Introductions

Introduce yourself, how long have you been on the committee?

Is there anything particular your looking to learn / discuss tonight?

The Scottish Housing Regulator:

- Hold the register of social landlords in Scotland
- Develop Performance Indicators to measure association performance against Scottish Social Housing Charter, **and**
- Developed Standards of Governance and Financial management to measure board / committee performance
- Regulate Scotland's Housing Associations by:
 - Monitoring their performance against Charter Indicators
 - Asking boards committee to **self-assess** against standards of governance and financial management,
 - Monitoring delivery of other legal and regulatory expectations
 - Comparing performance against of other social landlords





Regulatory Standards of Governance and Financial Management

1. The governing body leads and directs the RSL ...
2. The RSL is open and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders ...
3. The RSL manages its resources to ensure its financial well being, whilst maintaining rents at a level tenants can afford to pay
4. The governing body bases its decisions on good quality information and advice and identifies and mitigates risks ...
5. The RSL conducts its affairs with honesty and integrity
6. The governing body and senior officers have the skills and knowledge they need to be effective
7. The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

The role of the committee

The 5 S's in Governance, as a committee you should:

Support	staff and fellow board members to perform their role
Stretch	to challenge their organisation / continuous improvement
Scrutiny	examine and challenge propositions / services – hold themselves & staff to account
Stewardship	guard the assets of the organisation
Strategy	make the big decisions that affect the future direction of the organisation (in consultation with others)

With thanks to Julia Unwin

As a committee member, which of these do you feel is most important and why?



Code of
Conduct

Regulatory
Standards



Rosehill
Housing
Association Limited

Entitlements,
Payments &
benefits

Notifiable Events
& Whistleblowing



What do you think the
Code of Conduct covers?

Why is it important?



Code of Conducts

Two key elements

1. Code of Conduct

outlines what is expected of the committee collectively and as individuals

2. Acceptance Form

must be signed annually by each committee member to accept the codes expectations, and their understanding that action may be taken to address breaches of the code



“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.”

Rosehill code of conduct (2025)

Selflessness

Openness

Honesty

Objectivity

Integrity

Accountability

Leadership



Key elements of the code

- Contribute to and accept responsibility for the Management Committee's decisions
- Treat all colleagues on the Committee and staff with consideration and respect
- Uphold and promote the principles of equality and diversity in the governance of the housing association
- Prepare for meetings and attend regularly and punctually
- Attend relevant training sessions and events
- Attend and participate in reviews of the performance and effectiveness of the Management Committee
- Respect confidentiality of information where appropriate.

Key elements of the code

- Be aware of the restrictions on payments and benefits and follow the housing association's policy on managing these restrictions.
- Declare any personal or other interest which could potentially conflict with those of the housing association
- Not accept any offers of gifts or hospitality which could be seen as a way of exercising any improper influence over decision making.
- Represent the housing association positively and appropriately.
- Not engage in any activity which could be detrimental to the interests of the housing association.

Which of the elements of the code do you think is most important?

Why is it important to ensure confidentiality of information?

Why is it important to support board decisions in public?

Why is it important to declare and manage conflicts of interest?



Dealing with breaches to the code

“If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.”

Typical conduct for Governing Body Members

“The Chair has delegated authority, in consultation with other office-bearers, to instruct, progress and conclude investigations carried out in accordance with this protocol.”

“The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation.”

“Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.”

Typical conduct for Governing Body Members

Investigations – Internal & External

“**An internal investigation** will be carried out by three Members of the Governing Body, not including the Chair, who will make a report and recommendations to the Governing Body. They will be supported in the conduct of the investigation by the Director.”

“**An independent investigation** will normally be overseen by the Chair and one other office bearer, with support from the Director. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.

The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body.”

Typical Protocol for dealing with a Breach

Independent Investigations

potential actions – on completion of the investigation

“If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances and will always be presented in writing. It may take the form of some or all of the following:

- Advice and assistance on how his or her conduct can be improved
- The offer of training or other form of support
- A formal censure
- A vote to remove the member from the board”

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

Typical Protocol for dealing with a Breach



What you will sign

4. Breach of this Code

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

5. Acceptance and Signature

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

Signed _____

Date _____



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Entitlements, Payments and Benefits

“This policy is intended to be a practical document that supports us in meeting all of the above requirements, ensuring that **none of our people benefits improperly** or inappropriately from their involvement with us, **but also that they are not unfairly disadvantaged.**”

Rosehill Housing Association, Entitlements, payments and benefits (2022)

Why is this important?

“policy that sets out what payments and benefits we permit and to ensure that these arrangements demonstrate transparency, honesty and propriety. We must ensure there is no justifiable public perception of impropriety.”

Rosehill Housing Association, Entitlements, payments and benefits (2022)

Who does the policy cover?

- a) Members of Governing Bodies and of the Governing Body of any subsidiaries; and
- b) Everyone who works for an RSL or any of their subsidiaries
- c) Connected people (friends and family of the above)



What interests do you think you should declare?



Who should consider as “closely connected”?



Examples of interests

- Tenancy of a Rosehill property
- Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives services from HA
- Membership of the governing body of another RSL
- Being an elected member of Council
- If you purchase goods or services from Rosehill or from one of its contractors
- Significant shareholding in a company that we do business with (or are considering doing business with)
- Membership of other body whose interests and / or activities may affect our work or activities



Connected people

Group 1

Members of your household

This includes:

- Anyone who normally lives as part of your household (whether related to you or not)
- Those who are part of your household, but work or study away from home

Group 2

Partner, Relatives and Friends

This includes:

- Your partner (if not part of the household)
- Your relatives and their partners
- Your Partner's close relatives (i.e. parent, child, brother or sister)
- Your close friends
- Anyone you are dependent on or who is dependent on you
- Acquaintances (such as neighbours, someone you know socially or business contacts/associates)

Required response

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.

Required response

Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these circumstances you must take steps to identify, declare and manage these actions.

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 go to unreasonable lengths to identify any relevant actions.



Registering and declaring interests

“You must record in this register any interests that you or someone connected to you has which are relevant to our business and /or our activities. You will be required to maintain the accuracy of the interests you declare and to confirm annually that your entry is accurate and up to date.

Where you have an interest in any matter that is being discussed or considered, including at a meeting, you must declare your interest and play no part in the consideration, discussion and decision-making; you must withdraw from any part of a meeting where the interest arises and play no part in the discussion. Our Rules require that any Committee member who has an interest in a matter that is being considered withdraws from all discussions and plays no part in decision-making”

Rosehill Housing Association, Entitlements, payments and benefits (2022)



Maintaining Registers

“The Director has overall responsibility for ensuring the Registers are maintained and reported on where appropriate.

The Association maintains 2 registers:-

- i) Gifts and Hospitality
- ii) Declaration of Interests”

Entitlements, Payments & Benefits – mode policy



Use of our contractors and suppliers

“In order to help maintain our excellent reputation, **where possible you should avoid using the organisation’s contractors / suppliers for your own personal purposes.** We have made a list available to all our people which outlines the contractors and suppliers that fall under the terms of this policy”

“we recognise that there may be certain circumstances ... in your local area make it difficult to obtain a reasonable selection of potential suppliers ... Under such circumstances you could be permitted to use those contractors/suppliers ... you will be required to demonstrate that there is no reasonable alternative contractor/supplier providing the service required in your local area, and that you will receive no preferential treatment...”

Rosehill Housing Association, Entitlements, payments and benefits (2022)

One last thing about contractors / suppliers

The list of contractors / suppliers does not include:

- Those who only provide services of a small value (e.g local window cleaners, sandwich shops) or
- Those with such a large national or local standing that no favour could ever realistically be gained (e.g. utility companies, BT, banks, etc.)

What you will sign

ROSEHILL HOUSING ASSOCIATION LIMITED DECLARATION OF INTERESTS FORM	
This form should be completed to record any interests you may need to declare under the Code of Conduct. Leave blank any boxes that are not relevant to the declaration you are making.	
Your Name	
Date of Declaration	
<u>Details of the Declaration</u>	
No interests which need to be declared (please tick the box opposite, then sign the form). OR	
<p>Do you, your spouse/partner or any family members have any involvement with any business trading for profit that:</p> <ul style="list-style-type: none"> • Currently works for Rosehill? • May seek work from Rosehill in future? <p>If yes, please give details of the business involved, and the position (e.g. proprietor, manager, other employee) held by yourself or the person covered by the declaration</p>	
<p>Please give details if you are related to or have a close personal relationship with any of Rosehill Housing Association's:</p> <ul style="list-style-type: none"> • Employees • Committee members 	
<p>Please give details if you are aware that you are related to any of Rosehill Housing Co-operative's:</p> <ul style="list-style-type: none"> • Tenants/service users • Housing applicants 	

Please give details of any other positions of public responsibility you hold (for example, if you are an elected councillor, or on the committee of another housing association/co-operative)	
Please give details of any other voluntary or community organisations you are a member of, which have any dealings with Rosehill	
Is there any reason why this declaration should be regarded as confidential?	
Signed:	
Date:	

What's on the horizon



Rosehill will update their policy once the SFHA has published its revised model policy.

What type of committee are you?

Supporters club



Our role is to support the senior staff

Partner / Critical Friend



Our role is to challenge, support & share responsibility

Abdicators



We leave it to the professionals

Adversaries



Role is to keep a close eye on the staff



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Regulatory Standards ...

“The RSL is open, co-operative, and engages effectively with all its regulators and funders, notifying them of anything that may affect its ability to fulfil its obligations. **It informs the Scottish Housing Regulator about any significant events** such as a major issue, event or change as set out and required in our notifiable events guidance.”

Regulatory Standard 2.4

“There are clear procedures for employees and governing body members to raise concerns or whistleblow if they believe there has been fraud, corruption or other wrongdoing within the RSL.”

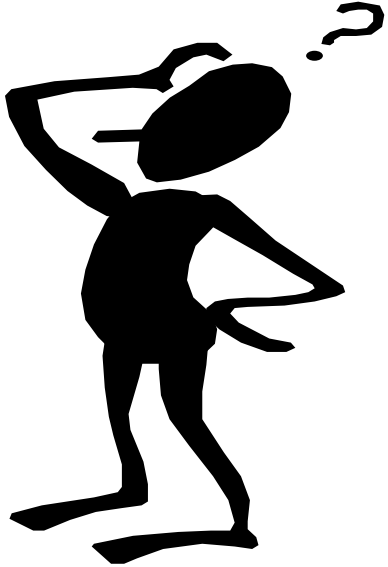
Regulatory Standard 5.6



Notifiable events



- What are notifiable events?
- Who should notify the regulator and what about?
- What are the different types of notifiable events?
- When should you notify the regulator and what should you tell them?
- How do you report a notifiable event?
- What might the regulator do?



**Who should notify the SHR?
What type of events do you
think should be reported?**

Who should notify the SHR?

- The senior member of staff for issues relating to:
 - **Governance Issues**
 - **Performance and service delivery**
 - **Financial issues and funding issues**
- The chair about Notifiable events where there is a conflict of interest for the senior member of staff (i.e. concerns about the senior officer / committee, changes relating to the Assurance statement)



Governance and organisational issues

- Any material change to the assurances contained in your Annual Assurance Statement
- Removal of governing body members
- Resignation of governing body members for non-personal reasons
- Resignation or dismissal of the RSL's chief officer
- Breaches of the Code of Governance
- Whistleblowing allegations
- Etc.



Performance and service delivery issues

- Any incident involving the health and safety executive or a serious threat to tenant safety
- Major failure of key service delivery arrangements
- Adverse reports by statutory agencies, regulators, inspectorates
- Significant natural disasters, e.g. fire, flood, building collapse
- Etc.



Financial and funding issues

- Fraud or the investigation of fraud
- Breach or potential breach (including, for the avoidance of doubt, technical breaches) of any banking covenants
- Serious financial loss; actual or potential
- Default or financial difficulties of major suppliers or service providers
- Serious concerns raised by lenders or auditors
- Serious and immediate potential cashflow issues
- Etc.



What is a serious event?

“Whether an event is ‘material’ or ‘significant’ may depend on factors such as the size or complexity of the RSL; so each RSL should consider the risk and potential impact on the organisation when deciding whether an issue is a notifiable event.

If you are unsure whether an event is a notifiable event, please contact us and we will be happy to discuss this with you and give further advice.

If in doubt, we recommend that you notify us. ”

Notifiable events – Guidance Note, The Scottish Housing Regulator, February 2019

If in doubt notify!

When should you notify?

“RSLs should alert us to a notifiable event as soon as is reasonably practical. Sometimes this will mean alerting us before an event happens so that we have an early warning. There should be no delay, for instance, until after a scheduled governing body meeting ...

We would not expect an event to be completely concluded before you alert us to it.”

Notifiable events – Guidance Note



What information do the SHR need?

- What the significant event is
- When it happened or is going to happen
- Who is involved and/or affected **and**
- What the RSL is planning to do or what action it has already taken



What may the SHR do?

If they are satisfied with the course of action the RSL is taking that will be sufficient, however:

- They may inform, or ask the RSL to inform, another regulator or authority if appropriate
- They may ask the RSL to get specialist advice, e.g. legal, financial, and offer advice
- They may reconsider regulatory engagement and thus alter regulation plan



Failure to notify

“If you fail to notify us, or delay notifying us, about a significant event affecting your RSL, and it comes to our attention by other means, we will ask you why you failed to notify us. Following this, if we have concerns about the event or the explanation, we will consider if we need to take any regulatory action”

Previous Guidance Note - The Scottish Housing Regulator

Ensuring senior staff and board members are aware of Notifiable events

“No matter how an RSL chooses to reflect notifiable events within its policies and procedures, senior staff and governing body members should understand the notifiable events process, and assure themselves, and us (SHR), that they are complying through their Annual Assurance Statement.”

“If an RSL staff member, or governing body member is aware of a notifiable event which has not been submitted to us, they should report it within the organisation through the RSL’s whistleblowing policy. If that is not possible, or the attempt to report internally has been unsuccessful, they can whistleblow to us.”

Notifiable events – Guidance Note



Some NEs (from my work with RSLs)

A committee member observed a fellow committee member making racist remarks during an external conference

The contractor who provided the majority of maintenance support for an association went bankrupt

An association became aware of a health and safety risk in a block of flats, sorted the issues and then told the SHR 3 weeks later

A tenant was found dead in a sheltered housing property, it was approximately a week before they were found

A committee member was accused of attempted murder

Whistleblowing



**Scottish Housing
Regulator**

Whistleblowing what the Regulatory Framework says



“Have effective arrangements and a policy for whistleblowing by staff and governing body/elected members which it makes easily available and which it promotes.”

Requirements for Local authorities and RSLs

How would you feel if you had to whistleblow?

Would you have any reservations?

What might hold you back?

How could you be reassured by Cassiltoun?

Protection for whistleblowers?

“As employees are often the first to realise that there may be something seriously wrong, we (Rosehill) expects those who have serious concerns about any aspect of our work to come forward and speak up without fear of reprisal. Therefore, we recognise that it is an important aspect of accountability and transparency to provide a mechanism to ensure that no employee, committee member or stakeholder of ours feel at a disadvantage in raising legitimate concerns.”

“The Public Interest Disclosure Act, 1998, gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns”

“Employers may also be held vicariously liable for workers who victimise colleagues for making a disclosure. We will take all reasonable steps to protect our staff from being victimised”

[Rosehill Whistleblowing policy](#)

What is the policy for?

“...to enable our staff to raise concerns internally and at a high level to disclose information that the individual believes shows malpractice or impropriety.

A number of policies are already in place, including dignity at work, and disciplinary and grievance procedures. This policy is intended to cover concerns that are in the public interest and may (at least initially) be investigated separately, but may lead to the instigation of other procedures.

[Rosehill Whistleblowing policy](#)



Types of concern

“These concerns might include:

- Financial malpractice, impropriety or fraud
- Failure to comply with a legal obligation or Statutes
- Dangers to health and safety or the environment
- Criminal activity involving us, our staff, committee member(s) or stakeholders
- Professional malpractice
- Improper conduct or unethical behaviour
- Abuse of power or status
- Deliberate attempts to conceal any of the above

[Rosehill Whistleblowing policy](#)

Whistleblowing Guidance





Whistleblowing possible actions

“we (SHR) might ask the governing body to investigate the matter (normally by the governing body engaging someone independent and so fully objective);

- we might ask the governing body to get independent advice or support to help them to deal with the situation;
- we might carry out an investigation (planned or unannounced);
- we might refer the matter to another regulator ... **or**
- we might report the matter to the police because we think that a criminal offence may have been committed.”

“Where we consider regulatory engagement with an RSL is necessary then we will publish a regulation plan which will explain the reasons for, and nature of, our engagement.



What we will cover

- Committee Code of Conducts
- Entitlements, Payments and Benefits Policy and dealing with conflicts of interest
- Notifiable events – an overview
- Whistleblowing – an overview
- The role of the Charitable Trustee



The role of a Charitable Trustee

OSCR

Scottish Charity Regulator





What we will cover

- The Charities and Trustee Investment Act 2005 & Charities (Regulation and Administration) (Scotland) Act 2023
- The role of Office of Scottish Charity Regulator
- The key roles and expectations of a Charitable Trustee (and recent changes)

The Charities and Trustee Investment (Scotland) Act 2005

The Act received royal assent in 2006, with the majority of its provisions coming into force in April 2006, it was in three parts:

Part 1 – Established OSCR and outlined its powers

Part 2 – Fundraising – outlined charities fundraising powers and how they will be regulated

Part 3 – Outlined the extension of investment powers of trustees

Who are OSCR?

“The Office of the Scottish Charity Regulator (OSCR) is the independent regulator and registrar for Scottish charities ... including community groups, religious charities, schools, universities, grant giving charities and major care providers.”

Quote – OSCR website

Who are Charitable Trustees?

Charitable trustees can be called a number of names including directors, trustees, committee members, board members, etc.

Trustees collectively form a governing body who are responsible for the “general control and management of the administration of a charity”

What's expected of a Trustee?

Section 66 of the act defines four general duties and other specific duties expected of trustees:

General duties - A charity trustee must

- Act in the interests of the charity
- Seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects and purposes
- **Act with care and diligence that is reasonable to expect of a person who is managing the affairs of another person**
- Ensure that the charity complies with the provisions of the act and other relevant legislation

Acting with care and diligence

This requires trustees to:

- Ensure the charity is run properly, responsibly and lawfully
- Ensure the charity is solvent and protect its assets
- Ensure the governing body is fit for purpose and trustees are working together
- Apply a duty of care to staff and volunteers





Memorandum of understanding (MoU)

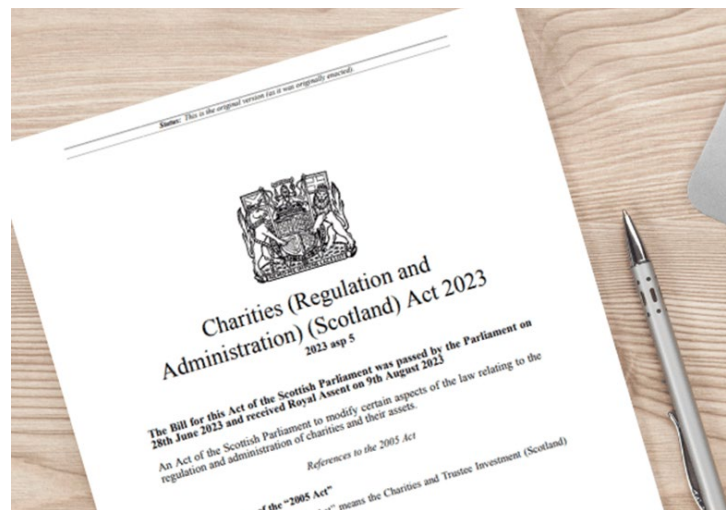
To minimise the regulatory burden for RSLs in Scotland registered as Charities. The Scottish Housing Regulator and OSCAR established a MOU to share information and collaborate operationally (primary powers of regulation rest with the SHR)





Changes to Charity Law In Scotland

Charities (Regulation and Administration) (Scotland) Act 2023





The 2023 Act is expected to be commenced in three phases. Phase one changes came into force on 1 April 2024. These changes are summarised on the OSCR website.

Key remaining parts of the 2023 Act are planned to come into force as follows:

- **Summer 2025: updates to the trustee disqualification criteria.**
- **End of 2025: inclusion of the names of charity trustees and publication of all charity accounts on the Scottish Charity Register.**

Information about charity trustees

- OSCR to hold a schedule (database) of all charity trustees for internal use only. This will include
 - Name, date of birth and contact details of trustees entered through the OSCR Online portal to verify identity and enable OSCR to exercise its regulatory functions
 - Charities will be asked to provide trustee information from summer 2025
- Charity trustee names only (first and last name) will be published on OSCR Register from the end of 2025
- Dispensation available where there is a risk to personal safety

Automatic Disqualification

- Number of criteria for disqualification been expanded
 - Current - Conviction for offence involving dishonesty, Disqualified as a company director, Undischarged bankruptcy, Removed as trustee by the Court or by Charity Commission
 - New - Conviction under bribery legislation / under proceeds of crime legislation, Terrorism or association with proscribed terrorist group, Misconduct or negligence as a public official, Disobedience with an order of Court, Sexual offences subject to notification
- Disqualification has been widened to include people undertaking a senior management function (for RSLs this will include senior staff)
- There will be a waiver process for individuals with very specific circumstances



What we will cover

- The Scottish Housing Regulator's Code of Conducts and dealing with conflicts of interest
- Notifiable events – an overview
- Whistleblowing – an overview
- The role of the Charitable Trustee

Any last questions?

