

# DOVECOTES TENANT MANAGEMENT ORGANISATION



## Board Member Code of Conduct and Governance Policy

| Version | Date     | Summary of Changes                                                                                                                                                  | Author / Reviewer | Approved By          |
|---------|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------|
| 1.0     | 03.07.26 | Initial draft prepared for Board review and approval.                                                                                                               | Chief Officer     | For Board review     |
| 1.1     | 15.09.26 | Legal wording, formatting and Appendix 1 checklist amendments completed for Board approval readiness.                                                               | Chief Officer     | Board / Policy Owner |
| 2.0     | 15.09.26 | Full policy review completed, including Articles of Association alignment, strengthened breach wording, legal review checklist and Board approval readiness checks. | Chief Officer     | Board<br>15.09.26    |

## Board Member Code of Conduct and Governance Policy

### Board Members, Co-optees and Appointed Representatives

#### 1. Introduction

**1.1** This Board Member Code of Conduct and Governance Policy (“this Conduct Code”) sets out the standards of behaviour, governance expectations and responsibilities required of all Board Members, Co-optees and any other appointed persons who formally represent Dovecotes Tenant Management Organisation (“the TMO”).

**1.2** The purpose of this Conduct Code is to protect the rights, dignity and interests of tenants, residents, Board Members, staff, volunteers, contractors, partners and any other person lawfully engaging with or acting on behalf of the TMO.

**1.3** Board Members are entrusted by tenants and residents to provide effective leadership, scrutiny, decision-making and oversight. Board Members must therefore act in a way that supports good governance, public confidence, transparency, accountability and the long-term interests of the TMO and the community it serves.

**1.4** This Conduct Code must be read alongside, and must not override, the TMO’s Articles of Association, Dovecotes Modular Management Agreement, Code of Governance, Board Member Role Description, Confidentiality Policy, Equality and Diversity Policy, Data Protection Policy, Complaints Policy, Communications Policy, Gifts and Hospitality Policy, Financial Regulations, Standing Orders and any other approved policy or procedure relevant to Board conduct.

**1.5** Where there is any conflict between this Conduct Code and the Articles of Association, the Articles of Association will take precedence. For the purposes of this Conduct Code, “Chairperson” means the person referred to as Chairperson in the Articles of Association. Where there is any uncertainty, advice should be sought from the Chairperson, Chief Officer, Company Secretary or other appropriate governance adviser.

**1.6** This Conduct Code reflects recognised principles of good governance in the social housing and tenant management sector, including accountability, integrity, transparency, resident focus, equality, confidentiality, authorised and accountable use of resources and collective responsibility.

#### 2. Purpose and Scope

**2.1** This Conduct Code applies to all elected Board Members, officer roles, Co-optees, committee members and appointed representatives acting on behalf of the TMO.

**2.2** This Conduct Code forms part of the expectations attached to appointment or election to the Board. Compliance with this Conduct Code is a condition of continued participation in the governance of the TMO.

**2.3** The Conduct Code is designed to ensure that all Board Members act in the best interests of the TMO and its residents; uphold the Articles of Association and Dovecotes Modular Management Agreement; demonstrate honesty, integrity and accountability; maintain confidentiality and data protection standards; avoid conflicts of interest and improper personal benefit; support effective, respectful and inclusive decision-making; act collectively once decisions have been lawfully made and formally recorded; promote compliance with legal, regulatory and governance requirements; and support the TMO’s commitment to tenant-led services and good-quality housing management.

**2.4** Board Members must comply with both the letter and the spirit of this Conduct Code. It is not possible for this Conduct Code to cover every situation. Board Members must therefore use good judgement, seek advice where required and act in a way that would withstand reasonable public, tenant, regulatory and audit scrutiny.

### 3. Governance Framework

**3.1** The Board is responsible for ensuring that the TMO is lawfully governed, financially controlled, legally compliant and able to deliver its responsibilities under the Dovecotes Modular Management Agreement.

**3.2** Board Members must act in accordance with the Articles of Association, the Dovecotes Modular Management Agreement, Companies Act requirements relevant to the TMO, agreed Standing Orders and delegated authority arrangements, approved TMO policies and procedures, relevant health and safety, equality, data protection and employment legislation, social housing regulatory expectations including relevant Regulator of Social Housing Consumer Standards, and the TMO's agreed values, strategic aims and business objectives.

**3.3** Board Members must support the Board to operate as an effective decision-making body. This includes preparing for meetings, reading papers, asking appropriate questions, contributing constructively, respecting different views and ensuring that decisions are formally recorded.

**3.4** Board Members must not act outside the authority given to them by the Board, the Articles of Association, the Dovecotes Modular Management Agreement or approved delegations.

**3.5** Individual Board Members do not have authority to make decisions on behalf of the TMO unless that authority has been formally delegated and recorded.

### 4. Values of the TMO

**4.1** The TMO's values provide the foundation for this Conduct Code. Board Members must demonstrate these values in their behaviour, decision-making and interactions with others.

- **Tenant Led:** We will ensure tenants lead the way in the services we deliver.
- **Respectful:** We will ensure that our organisation and service delivery show respect for our community, staff, partners and other stakeholders.
- **Inclusive:** We will recognise the diversity of our community and work to ensure that our governance and service delivery reflect and respond to that diversity.
- **Integrity:** We will act honestly, fairly and ethically, maintaining confidentiality and avoiding improper personal benefit.
- **Collaboration:** We will work constructively with statutory agencies, partners, contractors, staff, volunteers and residents to improve services and the local environment.
- **Honesty and Transparency:** We will operate openly and transparently wherever possible, while protecting confidential, personal, legal, commercial and sensitive information.

**4.2** Board Members must ensure their behaviour is consistent with these values at all times, including during meetings, community engagement, informal discussions, email correspondence, social media use and public representation of the TMO.

## 5. Standards of Conduct

**5.1** Board Members must act in good faith and in the best interests of the TMO; behave honestly, fairly, respectfully and responsibly; treat others with dignity and courtesy; act within the law, the Articles of Association and the TMO's governance framework; maintain confidentiality and comply with data protection requirements; declare conflicts of interest promptly and accurately; use TMO resources responsibly, lawfully and only for authorised purposes; support collective responsibility for Board decisions; avoid behaviour that could bring the TMO into disrepute; promote equality, diversity and inclusion; act with due care, skill and diligence; and support effective risk management, financial control and assurance.

**5.2** Board Members must not bully, harass, victimise, intimidate or discriminate against any person; use their position to gain personal advantage or preferential treatment; disclose confidential or personal information without authority; instruct staff unless authorised through agreed governance arrangements; undermine Board decisions that have been lawfully made and formally recorded; act in a way that damages trust and confidence in the TMO; make public statements on behalf of the TMO unless authorised to do so; interfere in operational matters delegated to staff without authority; or place personal interests above the interests of the TMO and residents.

**5.3** Board Members must be mindful that their conduct may be judged not only by what they intended, but by the reasonable impact of their actions on others and on the reputation of the TMO.

## 6. The Board Member Role

**6.1** Being elected or appointed as a Board Member is an important governance responsibility. Board Members are entrusted by tenants and residents to shape the vision, priorities and strategic direction of the TMO; approve and review policies; monitor performance and service delivery; oversee financial management and value for money; scrutinise risk, compliance and assurance; ensure the TMO fulfils its obligations under the Dovecotes Modular Management Agreement; support tenant influence, transparency and accountability; and ensure the organisation remains fit for purpose.

**6.2** Board Members must play a full and active role in the work of the Board. This includes attending meetings regularly, reading papers in advance, contributing constructively and respecting the role of the Chairperson in managing meetings.

**6.3** All Board Members, including those holding officer positions, are equal in their right to express views and participate in discussion, subject to the Articles of Association, Standing Orders, declarations of interest and the orderly conduct of meetings.

**6.4** Board Members may disagree during discussion. Constructive challenge is an important part of good governance. However, disagreement must be expressed respectfully and must not become personal, disruptive or unreasonable.

**6.5** Once the Board has made a lawful decision that has been formally recorded, all Board Members must support collective responsibility for that decision, even if they personally disagreed during discussion.

**6.6** Board Members must comply with statutory and administrative requirements relevant to their role.

**6.7** Board Members must inform the Chairperson, Chief Officer or Company Secretary promptly if any matter arises that may affect their eligibility or suitability to serve. This includes, but is not

limited to, ceasing to be eligible for membership, resignation, expulsion from membership, material or persistent breach of tenancy or lease where relevant to membership, no longer being resident on the estate, bankruptcy or mental incapacity as set out in the Articles, failure to declare a relevant interest, three successive absences from Board meetings within a continuous twelve-month period without special leave of absence, unauthorised disclosure of confidential information, removal by resolution of the Company in General Meeting, or revocation of co-option by the Board.

**6.8** The Chairperson has additional responsibility for leadership of the Board, ensuring that meetings are conducted in accordance with the Articles of Association, Standing Orders and agreed procedures, encouraging inclusive participation, supporting effective decision-making and helping to ensure this Conduct Code is upheld.

## 7. Equality, Diversity and Inclusion

**7.1** Board Members must promote an inclusive, respectful and diverse culture within the TMO.

**7.2** Board Members must support the TMO's Equality and Diversity Policy and must not discriminate unlawfully or unfairly against any person.

**7.3** Board Members must encourage involvement from tenants and residents and must support fair access to participation, information and engagement.

**7.4** Board Members must not bully, harass, victimise, intimidate or act inappropriately towards Board Members, staff, tenants, residents, volunteers, contractors, visitors or partners.

## 8. Training, Induction and Development

**8.1** Training, advice and induction will be provided for newly elected, nominated, appointed or co-opted Board Members, and for any newly appointed staff or representatives who are not familiar with the TMO's governance arrangements. This training will relate to this Conduct Code, the Articles of Association, the Dovecotes Modular Management Agreement, the role of the Board and the standards expected of those acting on behalf of the TMO.

**8.2** All newly elected, appointed or co-opted Board Members will be required to attend an induction meeting within three months of joining the Board unless otherwise agreed by the Chairperson.

**8.3** Training should include, where relevant, the role and responsibilities of Board Members, the Articles of Association, the Dovecotes Modular Management Agreement, confidentiality and data protection, equality and diversity, conflicts of interest, financial governance, health and safety responsibilities, complaints and resident engagement, regulatory expectations and consumer standards, safeguarding and appropriate boundaries, and the TMO's approved policies and procedures.

**8.4** Board Members must take reasonable steps to keep their knowledge up to date and participate in training, briefings or development activities identified by the Board.

## 9. Confidentiality and Data Protection

**9.1** All Board Members, employees, Co-optees and appointed representatives acting on behalf of the TMO are bound by a duty of confidentiality. This duty applies during their term of office or appointment and continues after they have left the Board or ceased acting for the TMO.

**9.2** Board Members must keep confidential any person-identifiable information, business information, tenancy information, complaint information, employment information, safeguarding

information, health and safety information, legal, financial or commercially sensitive information, or any other restricted information obtained through their role.

**9.3** Confidential information must not be passed to any person who is not authorised to receive it. This includes other residents, family members, friends, unauthorised Board Members, external organisations and social media contacts.

**9.4** If a resident confides in a Board Member, that information must be treated as confidential to that Board Member unless the resident has clearly requested that it be discussed with staff, the Chief Officer, the Chairperson or the full Board, or unless there is a legal, safeguarding, health and safety or serious risk reason that requires escalation.

**9.5** Where individual cases are discussed at Board or committee meetings, information must be anonymised wherever possible and limited to what is necessary for the Board to fulfil its governance, assurance or decision-making role. Board Members do not have a general right to inspect individual tenant, resident, staff or contractor records.

**9.6** Board Members must comply with the UK GDPR, Data Protection Act 2018 and the TMO's Data Protection, Confidentiality, Records Management and Retention Policies. Any suspected data breach, loss of confidential information or unauthorised disclosure must be reported immediately to the Chief Officer or the person responsible for data protection.

## 10. Conflicts of Interest and Personal Interests

**10.1** Board Members must declare all relevant financial and non-financial interests. This includes interests that are actual, potential or perceived, and any change in circumstances must be declared promptly.

**10.2** Declarations of interest must be recorded in the TMO's Register of Interests and must also be declared at the start of any meeting where a relevant item is to be discussed. The declaration must be recorded in the minutes.

**10.3** Where an interest is material, the Board Member must not take part in the discussion or vote and may be required to leave the meeting while the item is considered.

**10.4** A Board Member does not usually need to declare an interest simply because a general policy or estate-wide decision affects them in the same way as other tenants or residents. However, where a matter provides a specific or disproportionate personal benefit or disadvantage, or where the matter relates specifically to the Board Member, a family member, close associate, employer, contractor or outside body with which they are connected, the interest must be declared and advice should be sought where necessary.

**10.5** Board Members must not use their position to seek preferential treatment from the TMO for themselves, relatives, friends or associates. Board Members remain entitled to receive services as tenants or residents through normal procedures and must use the same reporting, complaints, repairs and tenancy processes as other tenants and residents.

**10.6** Article 34 of the Articles of Association requires a Board Member to declare an interest and not vote in respect of any contract in which they have a financial or material interest, whether direct or indirect, or any related matter. Any Board Member or Co-optee with an interest in an arrangement between the TMO and another person or body must disclose that interest at the beginning of the meeting, before the matter is discussed, and must not remain present during discussion of that item.

For the avoidance of doubt, being a tenant of Council property is not, by itself, treated as such an interest for voting purposes under the Articles.

## 11. Staff Relations and Operational Boundaries

**11.1** Board Members must treat all staff employed by the TMO with courtesy, dignity and respect. Employees are expected to show the same consideration in return.

**11.2** Board Members must not ask, encourage or pressure staff to act in a way that conflicts with their employment duties, professional responsibilities, staff Code of Conduct, policies or lawful instructions.

**11.3** Board Members must respect the distinction between governance and operational management. The Board sets strategy, approves policy and provides oversight. Staff are responsible for day-to-day service delivery and operational management within agreed delegations.

**11.4** The Board determines the staffing and management structure. The Chief Officer is responsible for operational management of staff, subject to approved delegations. The Chairperson, or another authorised Board Member, may have delegated responsibility for line management or appraisal of the Chief Officer in accordance with agreed HR and governance procedures. Individual Board Members must not issue instructions directly to staff unless expressly authorised.

**11.5** If a Board Member has a concern or complaint about a member of staff, this must be raised with the Chief Officer or Chairperson in the first instance. If the concern relates to the Chief Officer, it must be raised with the Chairperson. Concerns must be raised appropriately, confidentially and in good faith. Complaints about staff must never be made casually, maliciously or in a way that bypasses approved HR or complaints procedures.

## 12. Health, Safety and Wellbeing

**12.1** Board Members must support the TMO in meeting its health, safety and wellbeing responsibilities to tenants, residents, staff, volunteers, contractors and visitors.

**12.2** Board Members must apply due care and diligence and must not behave in a way that causes, or may reasonably contribute to, physical or psychological harm. They must support a safe working and governance environment where concerns can be raised without fear of intimidation or victimisation.

**12.3** Board Members must take health and safety reports, risk assessments, compliance checks, contractor advice and external assurance seriously and ensure appropriate action is taken where required.

## 13. Public Relations, Representation and Communications

**13.1** Where a resident approaches a Board Member with a complaint, repair issue or service enquiry, the Board Member should encourage the resident to use the appropriate TMO process. Where it is appropriate for a Board Member to raise a matter on behalf of a resident, this must be done through agreed procedures and, in the first instance, with the Chief Officer or appropriate authorised officer.

**13.2** Board Members must not act in any way that is, or may reasonably be perceived as being, detrimental to the reputation, governance or interests of the TMO. Board Members must not make promises, commitments or decisions on behalf of the TMO unless they have delegated authority to do so.

## 14. Social Media and Digital Conduct

**14.1** Social media and digital communication are public or semi-public forums. The standards in this Conduct Code apply to online conduct as well as face-to-face conduct. Board Members must always respect confidentiality, financial, legal, personal, employment, tenancy and commercially sensitive information when using social media or digital communication.

**14.2** Where a Board Member uses a personal social media account that refers to, links to, or could reasonably be associated with their role as a TMO Board Member, they must take care to make clear whether they are acting in a personal capacity or as an authorised representative of the TMO.

**14.3** Board Members must not post, share or endorse content that could reasonably damage the reputation of the TMO, undermine Board decisions that have been lawfully made and formally recorded, identify confidential matters, or be discriminatory, abusive, misleading, defamatory or inconsistent with the TMO's values and policies.

## 15. Allowances, Expenses, Gifts and Hospitality

**15.1** Board Members must comply with the rules set by the TMO and those set out in the Dovecotes Modular Management Agreement regarding allowances and expenses. Board Members are responsible for ensuring compliance with all relevant HM Revenue and Customs requirements concerning payments, allowances and expenses.

**15.2** Board Members must not accept any gifts, hospitality, favours or benefits that might, or might reasonably appear to, compromise their personal judgement, independence or integrity, or place them under an improper obligation.

**15.3** Board Members must comply with the TMO's Gifts and Hospitality Policy. Any offer of gifts or hospitality must be reported to the Chief Officer or Chairperson and recorded in the Gifts and Hospitality Register in line with the rules set by the TMO.

**15.4** Board Members are responsible for their decisions on the acceptance or refusal of gifts or hospitality and must ensure that any decision can stand up to public, tenant, audit and governance scrutiny and does not bring the TMO into disrepute.

## 16. Use of TMO Resources and Information

**16.1** Board Members must use TMO resources only for authorised TMO purposes and must not misuse official resources, property, funds, equipment, systems, documents, information, email accounts, records or facilities for personal gain, political purposes or any unauthorised purpose.

**16.2** Board Members must not misuse information gained through their role for personal gain, political purposes or to provide an unauthorised benefit to another person or organisation. Board Members must protect TMO records and information from unauthorised access, loss, misuse, damage or disclosure.

## 17. Board and Committee Meetings

**17.1** Board Members must conduct themselves respectfully and constructively during Board, committee, subcommittee and working group meetings. Board Members must follow the direction of the Chairperson and comply with Standing Orders and agreed meeting procedures.

**17.2** Board Members may request items for Board, committee or subcommittee agendas in accordance with agreed procedures and timescales. Urgent items may be included at the discretion of the Chairperson, subject to governance requirements and the need for sufficient information and

lawful, well-recorded decision-making. Individual cases, including repairs complaints or tenancy matters, should not normally be raised at Board meetings unless specifically agreed in advance and there is a legitimate governance, assurance, policy or performance reason to do so.

**17.3** If a Board Member is unable to attend a Board or committee meeting, they must send apologies in advance. Under Article 36(d), absence from three successive Board meetings during a continuous period of twelve months, without special leave of absence from the Board, may result in the Board passing a resolution that the office has been vacated.

## 18. Raising Concerns and Speaking Up

**18.1** The TMO is committed to maintaining an open, transparent and safe governance and working environment where Board Members, employees, tenants and residents feel able to speak up and raise concerns appropriately. Policies and procedures relating to complaints, whistleblowing, conduct and governance concerns must be clearly communicated and followed.

**18.2** Board Members have a responsibility to raise concerns where they believe this Conduct Code may have been breached, the Articles of Association or Dovecotes Modular Management Agreement may not be followed, staff or Board Members are being asked to act contrary to their duties or codes of conduct, or there may be misconduct, wrongdoing, fraud, abuse, discrimination, harassment, health and safety risk, safeguarding risk, data protection concern, financial control failure or other serious governance issue.

## 19. Breaches of the Code

**19.1** This Conduct Code must be signed and complied with by all Board Members, Co-optees and appointed representatives. Any alleged breach of this Conduct Code will be treated seriously and considered fairly, consistently and proportionately, having regard to the seriousness of the matter, the evidence available, the impact on the TMO, residents, staff or others, and any relevant requirements under the Articles of Association, Standing Orders, approved governance procedures or legislation. Where the alleged breach may fall within Article 36, the matter must be considered with specific reference to that Article before any decision is made.

**19.2** A breach of this Conduct Code may include, but is not limited to, failure to declare an interest; unauthorised disclosure of confidential, personal or sensitive information; bullying, harassment, discrimination, victimisation or intimidation; misuse of TMO resources, systems, documents or information; acting outside delegated authority; serious or repeated failure to follow governance procedures; conduct that brings, or may reasonably bring, the TMO into disrepute; failure to comply with the Articles of Association; persistent non-attendance; malicious, vexatious or bad-faith behaviour; or behaviour that undermines staff, residents, Board Members, lawful, transparent and formally recorded decision-making or the effective governance of the TMO.

**19.3** Where an alleged breach is identified, the Board, Chairperson, Chief Officer or other authorised person may take appropriate preliminary steps to establish the facts. The person concerned should be informed of the concern, provided with sufficient information to understand the allegation, and given a reasonable opportunity to respond before any formal decision is made, unless there is a lawful or safeguarding reason to limit disclosure.

**19.4** Depending on the seriousness and circumstances of the breach, action may include informal advice, guidance, training, mediation, a written warning, restriction of access to confidential information, removal from a committee or representative role, recommendation for removal from the Board, referral to a General Meeting where required, referral to an external body where

appropriate, or any other action permitted by the Articles of Association, approved governance procedures or law.

**19.5** No sanction or formal action should be imposed unless the decision-maker is satisfied, on the information reasonably available, that the action is justified, proportionate and consistent with the TMO's governing documents and approved procedures. Records should be kept of the allegation, evidence considered, response received, decision made, reasons for the decision and any action taken.

**19.6** If urgent protective action is required, for example to protect confidential information, staff, residents, records, systems, governance processes or the reputation of the TMO, temporary and proportionate restrictions may be put in place while the matter is reviewed. Any temporary restriction must be kept under review and must not be used as a disciplinary sanction unless and until the matter has been considered in accordance with the appropriate procedure.

## 20. Company Rules on Removal from the Board

**20.1** Article 36 of the Articles of Association sets out the circumstances in which the office of Board Member is immediately vacated, or may be treated as vacated following a Board resolution, including the following:

- Resigns office in writing to the Company.
- Ceases to be a member in accordance with Article 7.
- Fails to declare an interest in any contract or related matter as required by Article 34.
- Is absent from three successive Board meetings during a continuous period of twelve months without special leave of absence from the Board and the Board resolves that the office has been vacated.
- Becomes bankrupt or is of unsound mind, as stated in Article 36(e).
- Is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Companies Act 1985, as referenced in Article 36(f), or any applicable successor statutory provision.
- Discloses confidential information concerning tenants, leaseholders, residents, the estate or a member of staff to any person unauthorised to receive such information and the Board resolves that the Board Member shall retire immediately.
- Has their co-option revoked by the Board.

**20.2** A breach of this Conduct Code does not, by itself, create an additional power to remove an elected Board Member beyond the powers set out in the Articles of Association or applicable law. Where the concern is not covered by Article 36, the Board may take proportionate governance action under this Conduct Code, but any removal from elected office must be dealt with through the Articles of Association, a resolution of the Company in General Meeting where required, and applicable statutory provisions.

**20.3** Nothing in this Conduct Code removes any rights, protections or procedures set out in the Articles of Association, legislation or the Dovecotes Modular Management Agreement.

## 21. Related Policies and Documents

- Articles of Association.
- Dovecotes Modular Management Agreement.
- Code of Governance.
- Standing Orders.

- Board Member Role Description and Responsibilities.
- Conflicts of Interest Policy and Register of Interests.
- Gifts and Hospitality Policy and Register.
- Confidentiality Policy.
- Data Protection Policy.
- Equality and Diversity Policy.
- Communications Policy.
- Complaints Policy.
- Safeguarding Policy.
- Health and Safety Policy.
- Financial Regulations.
- Scheme of Delegation.
- Risk Management Framework.
- Staff Code of Conduct.
- Whistleblowing or Raising Concerns Policy.
- Social Media Policy.
- Records Management and Retention Policy.

## 22. Declaration

I confirm that I have received, read and understood the Dovecotes Tenant Management Organisation Board Member Code of Conduct and Governance Policy. I agree to comply with this Conduct Code, the Articles of Association, the Dovecotes Modular Management Agreement and all relevant TMO policies and procedures. I understand that failure to comply with this Conduct Code may result in action being taken in accordance with the Articles of Association, approved governance procedures and applicable law.

|                   |  |
|-------------------|--|
| <b>Name:</b>      |  |
| <b>Role:</b>      |  |
| <b>Signature:</b> |  |
| <b>Date:</b>      |  |

## Appendix 1 – Legal Review Checklist

This checklist should be completed before the Conduct Code is formally adopted, relied upon in relation to an alleged breach, or used to support any governance action affecting a Board Member, Co-optee or appointed representative. It should be retained with the relevant Board papers, investigation records or approval documents as part of the governance audit trail.

| Review Area                            | Legal Risk / Checklist Question                                                                            | Recommended Controls                                                                                                                                                                                                      | Evidence Required                                                                                                                 | Status                                                                       |
|----------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Articles of Association alignment      | Risk that the Conduct Code creates powers or procedures not permitted by the Articles.                     | Maintain an Articles cross-reference check; state that the Articles take precedence; require governance advice where wording may affect appointment, removal, voting or membership rights.                                | Marked-up policy review; Articles cross-reference note; Board paper confirming alignment; legal/governance advice where obtained. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Companies Act and statutory references | Risk that older Companies Act 1985 references are relied upon without checking current statutory position. | Seek legal advice before relying on statutory removal provisions; use wording such as “or any applicable successor statutory provision” where appropriate; avoid informal interpretation of legislation.                  | Legal advice note; Board minute recording advice; updated statutory reference schedule.                                           | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Membership eligibility                 | Risk that membership rights and Board office rights are confused.                                          | Separate membership eligibility checks from Board conduct action; verify residency and membership status through approved records before any decision; avoid removing a Board Member unless Article requirements are met. | Register of Members extract; residency/membership confirmation; correspondence; Board or General Meeting minutes.                 | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Co-option                              | Risk that Co-optees are treated as elected Board Members or that revocation is not formally recorded.      | Issue written co-option terms; record appointment and revocation decisions in Board minutes; review all co-options at or before the next AGM.                                                                             | Co-option letter; Board minute; attendance record; AGM review record; signed Conduct Code declaration.                            | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Conflicts of interest                  | Risk of invalid or challengeable decisions where interests are not declared or managed.                    | Maintain a Register of Interests; require declarations at each meeting; ensure withdrawal from discussion and voting where required; minute all declarations and actions taken.                                           | Register of Interests; signed declarations; meeting minutes; agenda conflict checks; record of withdrawal/non-voting.             | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

|                            |                                                                                                         |                                                                                                                                                                                                        |                                                                                                                                        |                                                                              |
|----------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Conflicted decision-makers | Risk of bias, perceived bias or procedural unfairness in investigations or decisions.                   | Identify decision-makers at the outset; record conflicts; exclude conflicted individuals; consider independent chairing, external HR/governance advice or a separate review panel for serious matters. | Conflict declaration record; investigation terms of reference; decision-maker appointment record; independent advice note.             | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Confidentiality breach     | Risk of unlawful disclosure, data breach, reputational damage or invalid immediate retirement decision. | Investigate factual disclosure evidence; apply Article 36(g) strictly; restrict access to confidential information pending review where proportionate; report data breaches through approved routes.   | Incident report; evidence log; access restriction record; data breach assessment; Board resolution; ICO decision record if applicable. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

|                                         |                                                                                       |                                                                                                                                                                                           |                                                                                                                     |                                                                              |
|-----------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Non-attendance                          | Risk that absence provisions are applied without meeting the Article 36(d) threshold. | Monitor Board attendance; issue reminders after missed meetings; record apologies and special leave; check the three-successive-meeting and twelve-month requirements before any action.  | Attendance register; apology records; special leave decision; Board resolution; correspondence to the Board Member. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Removal from elected office             | Risk of unlawful, procedurally unfair or challengeable removal from elected office.   | Confirm whether Article 36 applies; obtain governance or legal advice before removal; follow General Meeting and statutory requirements where required; avoid informal removal decisions. | Legal/governance advice; notice of meeting; agenda; quorum record; voting record; signed minutes; outcome letter.   | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Procedural fairness and natural justice | Risk that action is challenged because the process was unfair.                        | Provide clear allegations; disclose enough information to allow a response; allow reasonable time to respond; ensure impartial decision-making; keep reasons for decisions.               | Allegation letter; evidence pack; response received; meeting notes; decision rationale; outcome letter.             | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Right to accompaniment or support       | Risk that a serious process is not accessible or is perceived as unreasonable.        | Allow reasonable support where appropriate; consider a companion, representative, advocate or communication support for complex, sensitive or disability-related matters.                 | Support request; adjustment decision; meeting invitation; attendance note; record of any agreed arrangements.       | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

|                              |                                                                                        |                                                                                                                                                                                 |                                                                                                                     |                                                                              |
|------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Appeal or review route       | Risk that decisions are seen as final without a fair route to challenge.               | Identify appeal or review arrangements before imposing sanctions; separate appeal decision-makers from original decision-makers where possible; record timescales.              | Appeal procedure; review request; appeal panel record; outcome letter; revised decision record if applicable.       | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Proportionality of sanctions | Risk that action taken is excessive or inconsistent.                                   | Match action to seriousness, evidence, impact and previous conduct; consider informal resolution first where appropriate; apply sanctions consistently and document reasons.    | Sanction rationale; comparison with previous cases where relevant; risk assessment; Board or panel decision record. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Temporary protective action  | Risk that temporary restrictions are treated as punishment before process is complete. | Use restrictions only where necessary to protect information, people, systems or governance; make them time-limited; review regularly; communicate that they are precautionary. | Risk assessment; restriction notice; access log; review dates; decision to lift, vary or continue restrictions.     | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

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| Data protection                         | Risk of non-compliance with UK GDPR, the Data Protection Act 2018 or internal information governance requirements. | Limit personal data to what is necessary; restrict circulation; use secure storage; complete breach assessments promptly; apply retention rules and data subject rights procedures. | Data breach log; data protection impact assessment where needed; secure storage record; access list; retention decision; ICO notification record if applicable. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Information security and access control | Risk that a person under review continues to access confidential papers, systems or records unnecessarily.         | Review access to SharePoint, email, Board papers, keys, devices and confidential records; remove or restrict access where necessary and proportionate; recover documents securely.  | Access review log; IT request; confirmation of restrictions; returned property record; secure deletion or recovery record.                                      | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Defamation and reputational risk        | Risk that allegations or findings are stated unfairly,                                                             | Use factual, evidence-based wording; avoid unnecessary opinion; mark sensitive documents confidential;                                                                              | Approved wording; circulation list; confidentiality marking; legal advice                                                                                       | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

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|                                          | inaccurately or circulated too widely.                                                                      | limit circulation; obtain advice before any public or external statement.                                                                                                     | note; communications approval record.                                                                                      |                                                                              |
| Equality and conduct                     | Risk of discrimination, harassment, victimisation, bullying or inconsistent treatment.                      | Apply Equality and Diversity Policy; consider protected characteristics and impact; treat comparable cases consistently; record objective reasons for decisions.              | Equality impact note; conduct evidence; policy cross-reference; decision rationale; correspondence.                        | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Reasonable adjustments                   | Risk that the process disadvantages a person because of disability, health, communication or support needs. | Ask whether adjustments are needed; offer accessible formats; allow extra time where reasonable; consider support at meetings; seek advice where required.                    | Adjustment request; agreed adjustment record; accessible document copy; meeting arrangements; advice note.                 | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Safeguarding and serious risk escalation | Risk that serious welfare, safety or criminal concerns are handled only as an internal conduct issue.       | Identify safeguarding, threats, violence, harassment, hate incidents, fraud, criminal allegations and serious health and safety issues; escalate through approved procedures. | Safeguarding referral; incident form; police reference if applicable; risk assessment; external advice or referral record. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Employment and HR overlap                | Risk that Board conduct action interferes with staff employment rights, grievances or disciplinary matters. | Separate Board Member conduct from HR procedures; protect staff confidentiality; obtain HR advice where staff allegations, grievances or workplace harassment are involved.   | HR advice record; grievance or disciplinary cross-check; confidentiality plan; staff communication record.                 | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

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| Whistleblowing protection | Risk that action is perceived as retaliation for raising concerns in good faith. | Screen allegations for whistleblowing or protected disclosure issues; separate conduct concerns from | Whistleblowing assessment; concern report; advice record; decision rationale; protection measures if needed. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
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|                                            |                                                                                                                      | legitimate raising of concerns; obtain advice before taking action.                                                                                                                       |                                                                                                                                                 |                                                                              |
| Regulatory and Management Agreement duties | Risk that a breach affects landlord obligations, consumer standards, Council confidence or the Management Agreement. | Assess resident impact, service delivery impact, Council liaison need and regulatory risk; include serious issues in risk and assurance reporting where appropriate.                      | Risk register update; Council correspondence; service impact assessment; Board assurance report; action plan.                                   | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Insurance and indemnity                    | Risk that action or correspondence prejudices insurance cover or indemnity protection.                               | Check Board Members and Officers, public liability, professional indemnity, cyber and other relevant cover; notify insurers where required; avoid admissions of liability without advice. | Insurance policy check; insurer notification; claim reference; advice from broker or insurer; Board record.                                     | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Financial misconduct, fraud or bribery     | Risk of loss, fraud, bribery, procurement irregularity or improper personal benefit.                                 | Secure relevant records; restrict financial system access where necessary; involve Treasurer, auditor or external adviser as appropriate; consider police or fraud reporting thresholds.  | Financial records; audit trail; procurement file; Gifts and Hospitality Register; access restriction record; auditor or police referral record. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Decision records                           | Risk that the TMO cannot demonstrate why action was taken.                                                           | Keep a complete chronology; separate facts, allegations, responses and decisions; record reasons; store documents securely and apply retention rules.                                     | Chronology; evidence bundle; investigation notes; minutes; outcome letter; retention record.                                                    | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Legal privilege and sensitive advice       | Risk that legal advice or sensitive investigation material is disclosed unnecessarily.                               | Restrict circulation of legal advice; mark documents confidential or legally privileged where appropriate; avoid recording detailed legal advice in open minutes.                         | Restricted circulation list; confidential file note; redacted minute wording; legal advice storage record.                                      | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Delegated authority                        | Risk that action is taken by someone without authority.                                                              | Check Standing Orders, Scheme of Delegation and committee terms of reference; confirm who may investigate, restrict access, recommend action or make decisions.                           | Delegation extract; terms of reference; Board resolution; authorisation email; decision record.                                                 | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

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| Notice, quorum and voting         | Risk that a Board or General Meeting decision is invalid because notice, quorum, voting or conflict requirements were not followed. | Check notice periods, agenda wording, quorum, voting eligibility, proxy arrangements where applicable, declarations of interest and minute requirements before the meeting.                           | Notice issued; agenda; attendance list; quorum confirmation; voting record; proxy forms where applicable; approved minutes.          | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| External reporting and liaison    | Risk that mandatory or advisable external reporting is missed.                                                                      | Identify whether notification is required to the Council, insurer, auditor, ICO, police, regulator or other external body; nominate an authorised contact and record all communications.              | Notification log; external correspondence; reference numbers; advice received; Board update.                                         | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Legal or governance advice        | Risk that complex or high-risk matters are handled without appropriate advice.                                                      | Seek advice for removal, serious misconduct, data breaches, discrimination, employment overlap, statutory interpretation, fraud, safeguarding or reputational risk; record advice and Board response. | Advice request; adviser details; written advice; Board decision record; action plan arising from advice.                             | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |
| Board approval and implementation | Risk that the Conduct Code is not formally approved, communicated or implemented.                                                   | Approve final Conduct Code through the correct governance route; record version control; issue to Board Members and Co-optees; obtain signed declarations; set review date.                           | Board approval minute; approved final version; circulation email; signed declarations; training or briefing record; review schedule. | <input type="checkbox"/> Checked<br><input type="checkbox"/> Action required |

## Document Control

| <b>Proposed Adoption Date</b> | <b>Review Required</b> | <b>Approved By / Initials</b>     | <b>Notes</b>                                                                                                                                                                                                                                           |
|-------------------------------|------------------------|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| November 2019                 | November 2021          | JC Chair / AM Chief Officer       | Original adoption.                                                                                                                                                                                                                                     |
| March 2022                    | March 2024             | AM Chief Officer                  | Reviewed.                                                                                                                                                                                                                                              |
| 15.09.2026                    | September 2028         | Board approval / NR Chief Officer | Updated for governance compliance, Articles of Association alignment, confidentiality and data protection, conflicts of interest, Board conduct, RSH consumer standards awareness and related policy alignment. Final approval pending Board decision. |