



**KINGDOM**  
Group

# Code of Conduct Board Members

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## 1. Introduction

- 1.1 All Board members across the Kingdom Group of Companies must electronically accept they have read, understood and accepted this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean all Board members across the Kingdom Group of Companies. The Code reflects our Kingdom CARES Values which are Customer, Accountable, Respect, Efficient and Supportive (CARES).
- 1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Board<sup>1</sup> if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and agree to this Code annually.
- 1.4 As a Registered Social Landlord (RSL), KHA is required to adopt and comply with an appropriate Code of Conduct<sup>2</sup>. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards. We chose to adopt this Code across all companies within the Kingdom Group as the principals are all relevant.
- 1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Board member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Board Members must always ensure their actions accord with the legal duties of the RSL (or its subsidiaries) and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.6 If there is a concern that a member of the Board may have breached any part of this Code, the matter will be investigated in accordance with the protocol that we have adopted. A serious breach of our Code may result in action being taken by the Board to remove the Board member(s) involved.

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<sup>1</sup> Our Rules state that the Board can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the Board to take such action (SHR Regulatory Framework (2019) Constitutional Standard 19

<sup>2</sup> Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

1.7 This Code of Conduct was adopted by the Board across the Kingdom Group on 21st October 2024.

## 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 Committees and to the Boards of all subsidiaries and Board members of the Kingdom Group.

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

## 3. How 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.<sup>3</sup>

3.2 Each principle is described, as it applies to the activities of KHA and its subsidiary Board members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive and it should be remembered that all 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 that you must adhere and commit to by signing this Code are:

A. [Selflessness](#) (page 4)

B. [Openness](#) (page 5)

C. [Honesty](#) (page 6)

D. [Objectivity](#) (page 7)

E. [Integrity](#) (page 8)

F. [Accountability](#) (page 9)

G. [Leadership](#) (page 10)

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<sup>3</sup> Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](#)

## **A. Selflessness**

You must act in the best interests of your Organisation 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.

- A.1** I will always uphold and promote Kingdom's aims, objectives and values and act to ensure their successful achievement.
- A.2** I will exercise the authority that comes with my role as a Board member responsibly.
- A.3** I will accept responsibility for all decisions properly reached by the Board (or a Committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4** I will consider and respect the views of others.
- A.5** I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.
- A.6** I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected<sup>4</sup> or their business interests.

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<sup>4</sup> See Appendix 1, p13-15 for definition of "closely connected"

## **B. Openness**

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

- B.1** I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.
- B.2** I will avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3** I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.
- B.4** I will not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety or influence or place me under an obligation to these individuals or organisations. I will comply with Kingdom’s policy on Entitlements, Payments and Benefits.
- B.5** I will ensure that, in carrying out my role as a Board member, I am informed about and take account of the views, needs and demands of tenants and service users.
- B.6** I will ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7** I will not prevent people or bodies from being provided with information that they are entitled to receive.

## C. Honesty

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

- C.1** I will always act honestly and in good faith when undertaking my responsibilities as a Board member.
- C.2** I will use my experience, skills, knowledge and judgement effectively to support our activities.
- C.3** I will ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- C.4** I will ensure that Kingdom Group has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Board members to report any concerns they have about possible fraud, corruption or other wrongdoing.<sup>5</sup>
- C.5** I will report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- C.6** I will comply with our policies and procedures regarding the use of our funds and resources<sup>6</sup> and I will not misuse, contribute to or condone the misuse of these resources.
- C.7** We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. I will neither accept nor give bribes or any other inducement to anyone. I will comply with our Anti Fraud, Bribery and Corruption Policy, and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.
- C.8** I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this.

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<sup>5</sup> 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.

<sup>6</sup> Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

## **D. Objectivity**

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

- D.1** I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- D.2** I will prepare effectively for meetings and ensure I have access to all necessary information to enable me to make well-informed decisions.
- D.3** I will monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- D.4** I will use my skills, knowledge and experience to review information critically and always make decisions in the best interests of the organisation and our customers.
- D.5** I will ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.
- D.6** I will ensure that 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.
- D.7** I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing training that is organised or supported by us.



## **E. Integrity**

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

- E.1** I will always treat my Board colleagues, our staff, our customers and partners with respect and courtesy.
- E.2** I will always conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.
- E.3** I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect KHA, its subsidiaries and/or its reputation.
- E.4** I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Board member.
- E.5** I will comply with, support and promote our policies relating to equalities, diversity and human rights
- E.6** I will uphold our whistleblowing and acceptable use policies.
- E.7** I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Board and after I have left.
- E.8** I will observe and uphold the legal requirements in respect of the storage and handling of information, including personal and financial information.

## **F. Accountability**

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

- F.1** I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and legal obligations are fulfilled.
- F.2** I will ensure that we have effective systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.
- F.3** I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its Committees and working groups.
- F.4** I will participate in and contribute to an annual review of the contribution I have made to our governance.
- F.5** I will ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive and that it is implemented effectively.
- F.6** I will not speak or comment in public on our behalf without specific authority to do so.
- F.7** I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Board member and after I have left.
- F.8** I recognise that the Board as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making

## **G. Leadership**

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

- G.1** I will ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. I will make an effective contribution to our strategic leadership.
- G.2** I will ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3** I will always be a positive ambassador for the organisation.
- G.4** I will participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5** I will not criticise or undermine the organisation or our actions in public.
- G.6** I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Chief Executive.
- G.7** I will not harass, bully or attempt to intimidate anyone.
- G.8** I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Board, staff or other partners.
- G.9** I will not act in a way that could jeopardise our reputation or bring us into disrepute.<sup>7</sup>

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<sup>7</sup> This includes activities on social media, blogs and networking sites.

#### **4. Breach of this Code**

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

#### **5. Acceptance**

On an annual basis, using an electronic form the Board Members will declare they have read and understood the terms of this Code of Conduct;

- 1) I agree to uphold its requirements in all activities as a member of our Board
- 2) I am aware that I must declare and manage any personal interests
- 3) I agree to review all relevant registers regularly to ensure that all entries relating to me are accurate.
- 4) 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.

## Appendix 1

# Declaring and Managing Personal Interests

### 1. Introduction

- 1.1 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.
- 1.2 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.
- 1.3 Any potential conflict between your position as a member of the Board and your other interests must be openly declared and effectively managed so as to protect our good reputation and the RSL sector.
- 1.4 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.
- 1.5 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

- 2.1 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 governing body 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.
- 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.

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

2.3 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 yourself and the organisation.

### **3. Definition of 'close connection'**

3.1 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.

3.2 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
<p><b>1. Members of your household</b></p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Anyone who normally lives as part of your household (whether related to you or otherwise)</li> <li>• Those who are part of your household but work or study away from home</li> </ul>	<p>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.</p>
<p><b>2. Partner, Relatives and friends</b></p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Your partner (if not part of household)</li> <li>• Your relatives and their partners</li> <li>• Your partner’s close relatives (i.e. parent, child, brother or sister)</li> <li>• Your close friends</li> <li>• Anyone you are dependent upon or who is dependent upon you</li> <li>• Acquaintances (such as neighbours, someone you know socially or business contacts/associates)</li> </ul>	<p>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.</p> <p>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.</p>

**What You Need To Consider**

3.3 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**

- 4.1 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) whenever there is a material change.
- 4.2 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.
- 4.3 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 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.
- 4.5 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.