

CODE OF CONDUCT

for Board Members, Staff, and Involved Residents

INTRODUCTION

The National Housing Federation's Code of Governance 2020, adopted by ISHA's Board, requires that the board and the organisation maintain high standards of probity and conduct.

Our four values and behaviours underpin all that we do:

- **Pride** in team ISHA: aim to get it right first time, learn from mistakes; share skills, knowledge, encourage and support others; celebrate success
- **Respect** for everyone: considerate and honest; work well with diversity; punctual, prepared, polite; ask questions, want to learn more
- **Trusted** to make the difference: take ownership and responsibility; do what we say we'll do; take control of our own personal development
- **Passionate commitment to customers:** goes the extra mile; willing to adapt in response to feedback; open to learn; listen to understand what residents need

While the conduct of all board members, staff and involved residents is expected to reflect these values and behaviours, this code more specifically defines the conduct required of all individuals directly involved in delivering our service and business activities. It emphasises engaging with each other in a professional manner, with dignity and respect, showing integrity and avoiding any suggestion of influence by biased or improper motives.

This code includes the NHF Code of Conduct 2022 in its entirety plus some additional organisational requirements. You must familiarise yourself with the contents of this code and act in accordance with its principles and provisions at all times.

If board members or involved residents have any questions regarding the application of the code, or in relation to a specific issue, they should seek advice and guidance from the Company Secretary. If you believe there has been a breach of the code, you should report it to the Senior Independent Director or the Company Secretary. For board members and involved residents, the Procedure for Managing Breaches of the Code of Conduct by Board Members and Involved Residents will be followed. For staff, the process will follow ISHA's Disciplinary Procedure.

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Staff should seek advice and guidance, where appropriate, from their line manager, People & Culture, or the Company Secretary. If you believe there has been a breach of the code, you should report it to hr@isha.co.uk. All employees, workers and temporary staff are expected to adhere to this code, and any reported allegations of breaches will be investigated and may lead to disciplinary action.

ASSOCIATED POLICIES

ISHA's Probity Framework includes this code and associated policies which support the principles of the code. See appendix B for the full list of associated policies which should be read in conjunction with this code.

THE CODE

The Code is split into four main parts with general principles and specific requirements.

I. ACTING IN THE BEST INTERESTS OF ISHA AND ITS RESIDENTS

You have a responsibility to discharge your role in line with the purposes and values of ISHA.

A. Meeting your responsibilities

The Principle

You must fulfil your duties and obligations responsibly, always acting in good faith and in the best interests of ISHA and for the delivery of its strategic objectives.

Expected of all

- A1. You must always try to fulfil the requirements of your role to the best of your ability. If any circumstances arise that limit your ability to meet your responsibilities, you must raise this through the appropriate channels.
- A2. In carrying out your role, you must always seek to further ISHA's strategic objectives, reflecting ISHA's desired culture.
- A3. You must not act in a way that discriminates against, or unjustifiably favours, particular individuals, groups or interests, including on the basis of any protected characteristics they may have.
- A4. You must consider the impact of your actions on the safety and wellbeing of residents and colleagues.

Expected of board members

- A5. You must respect the principle of collective decision-making and corporate responsibility.
- A6. You must ensure that you declare to ISHA any relevant personal relationships, employment, and other appointments you hold, and that these do not interfere with your ability to perform or conflict with your role as a board member.

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Expected of staff members

A7. You must consult your manager before taking any other paid or voluntary work.

B.Representing ISHA**The principle**

In representing ISHA in any capacity, including at external events, in dealings with outside bodies and on social media (professional and personal), you are an ambassador for ISHA and must uphold and promote its values, objectives and policies.

Expected of all

B1. In representing ISHA, you must act in accordance with its values, policies, and goals.

B2. You must not conduct yourself in a manner that could reasonably be regarded as bringing ISHA into disrepute.

B3. You must not make derogatory, false, or otherwise damaging comments, in person or through any medium, about ISHA or any person, service or organisation connected with it.

B4. You must not seek to officially represent the views or position of ISHA without prior authority, including writing letters to the press, media articles, posts or tweets about ISHA and its activities or making comments or statements to the media. If approached, you must pass the enquiry to ISHA's communications team.

B5. You must adhere to the ISHA's policies in the use of email, intranet and internet services including social media.

B6. When representing ISHA through any medium, including social media, you must always act with professionalism.

B7. Where any personal social media accounts refer to your role with ISHA, you must make it clear in what capacity you are communicating.

B8. If you intend to engage in an activity, including political or campaigning activity, which may reasonably be regarded to affect ISHA, you must obtain prior consent. Such consent must not be unreasonably withheld unless your activity poses a material risk to the association.

B9. All employment references from ISHA must go from the People & Culture Team. If you wish to provide a reference for an ex-colleague you must make it explicitly clear that it is not an employment reference, and instead direct requests to hr@isha.co.uk.

II.BEHAVING WITH INTEGRITY

The reputation and good name of ISHA depends on compliance with this Code, and with the laws, policies, and procedures that it refers to. The integrity of those involved needs to be beyond doubt and seen so to be.

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C. Conflicts of Interest

The principle

You must take all reasonable steps to make sure that no conflict arises, or could reasonably be perceived to arise, between your duties to ISHA and your personal interests, other duties, and relationships.

Expected of all

C1. You must formally declare to ISHA, at the earliest opportunity, any interests which may, or may be perceived to or may in the future, conflict with the duties of your role. You must ensure that your declaration of interest form is complete, accurate and up to date.

C2. You must declare any known relationship to a person applying for or performing a role within ISHA and must not be involved in their appointment, performance management or reward.

C3. You must declare any known relationship to a resident, potential resident, or other customer of ISHA. You must not be involved in decisions relating to their relationship with ISHA or seek or accept preferential treatment for them. You must declare where you have been or are in an intimate relationship with any ISHA resident or staff member.

C4. You must declare any known relationship to a person or organisation seeking appointment as a contractor or supplier to ISHA and must not be involved in their appointment, performance management or reward. Where possible, you should limit your business interactions with contractors where a personal relationship exists. This is to protect you, the contractor and ISHA.

C5. Except where specifically permitted, as set out in ISHA's relevant policy, you must avoid using its contractors and suppliers for private purposes.

C6. You must not use, or attempt to use, your position or information acquired in the course of your duties to promote personal interests or those of any connected person, business, or other organisation for personal gain.

Expected of board members

C7. Individuals with a conflict should not take part in discussions and decisions relating to that conflict and should be prepared to resign if the conflict is material or long- standing, and in the opinion of the board cannot be managed appropriately.

D. Bribery, Gifts & Hospitality

The principle

In your role with ISHA, you must not offer, seek or accept bribes or inducements to act improperly or corruptly. You must not seek or accept gifts, hospitality or other benefits from individuals or organisations that might reasonably be seen to compromise your judgement or integrity or place you under an obligation to those individuals or organisations. You must not seek or accept preferential treatment in the provision of benefits such as housing accommodation or employment.

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You must comply with the law and ISHA's policies and procedures in relation to fraud, bribery and corruption, money laundering and the giving and receiving of gifts and hospitality.

Expected of all

D1. You must not solicit or seek gifts or hospitality or other benefits.

D2. Any gifts or hospitality offered to or by you must be either promptly declared or declined according to ISHA's policies.

D3. If you are offered a bribe, hospitality, or a gift, which is or may be in return for

expected preferential treatment, you must decline and declare this immediately to your line manager or the Company Secretary.

E.Funds, resources, and personal benefit

The principle

You must not misuse ISHA's funds or resources or seek preferential treatment for your own personal benefit. You must comply with ISHA's policies and procedures regarding the use of its funds and resources. Resources include contractor services, staff, information, telephone, computer and other IT facilities, equipment, stationery, and transport.

Expected of all

E1. You must ensure that ISHA's funds and resources are used properly and efficiently.

E2. Your procurement decisions must be guided by ISHA's policies and fairness in decision-making and in line with relevant law.

E3. You must take all reasonable measures to protect ISHA's funds, resources, property and assets from fraud, theft, damage, and misuse.

E4. If you claim reimbursement for any expenses, you must do so in line with ISHA's policies and procedures.

E5. You must comply with provisions of s. 122 of the Housing & Regeneration Act 2008 which restricts the making of gifts and payment of dividends and bonuses to members (shareholders) of ISHA.

F.Confidentiality

The principle

You must process information in accordance with the law and ISHA's policies and procedures.

Expected of all

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F1. You must not disclose, without the required permission and authority, any personal data about tenants, customers, staff, or colleagues.

F2. You must not disclose, without authority, any confidential or sensitive business information. This duty continues to apply after you have left ISHA or stepped down from your position. Please refer to your contract of employment, services agreement (board members) or confidentiality statement (involved residents) for further information.

F3. You must not, without authority, pass or distribute to the press or media or any other external recipient(s) any unpublished information or materials relating to ISHA, unless you are doing so in accordance with ISHA's whistleblowing policy and procedure.

F4. You must not prevent another person from gaining access to information to which they are entitled to by law.

G.Reporting concerns

The principle

You must report to the appropriate person within ISHA any reasonable suspicions you have about possible wrongdoing in line with ISHA's relevant policies and procedures.

Expected of all

G1. If you have a concern about possible wrongdoing, you must immediately report it via the appropriate internal channel or external body. This includes becoming aware of potentially dishonest or fraudulent activity, and material breaches of this Code or relevant legislation including health and safety.

G2. If you believe that you are being required to act in a way which conflicts with this Code or legislation, you must immediately report it via the appropriate channel.

G3. You must not victimise or disadvantage any person who uses or intends to use ISHA's confidential reporting (whistleblowing) procedures to report actual or alleged wrongdoing.

Expected of Board Members

G4. If a board member has a concern about the board or the organisation that cannot be resolved through ISHA's policies and procedures, ISHA's Code of Governance states that these concerns should be shared with the Board and formally recorded.

H.Criminal Proceedings and convictions

The Principle

In the case of criminal proceedings or conviction, ISHA reserves the right to consider the impact of such proceedings on the organisation and the compatibility of the proceedings or offence with the individual's role and to take appropriate action. In certain circumstances, this could include disciplinary action.

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Expected of staff members

H1. If your position carries a regular DBS check, for the protection of all parties, notify your line manager if you are charged with, cautioned, or convicted of a criminal offence. Your line manager should seek advice from the People & Culture Manager. You may also decide to inform your line manager if your role is not covered by a DBS check. The information will be treated with sensitivity and confidentiality. No action will be taken unless there is a direct impact on your position.

III. CONDUCTING YOURSELF PROFESSIONALLY & TREATING OTHERS WELL

Professionalism, consideration and respect for others, and a commitment to the principles of equality, diversity, and inclusion, are fundamental to the delivery of social purpose.

I. Respect for others

The principle

You must treat all others with respect and consideration. You must comply with the law and with ISHA's policies and procedures relating to equality, diversity, and inclusion.

Expected of all

H1. You must treat everyone you meet in the performance of your role with equal respect, care, and consideration.

H2. You must show respect for individuals' chosen identities and take care and consideration to use preferred pronouns.

H3. You must promote, through your own behaviours, an organisational culture that is welcoming, accepting and accommodating to people of all backgrounds, cultures, and personal and protected characteristics.

H4. You must not harass, bully, or attempt to intimidate any person, or use threatening or aggressive behaviour or other discriminatory behaviours. You must seek to avoid microaggressions in your speech and behaviour.

H5. You must not display materials in your workplace, or public social media, or use language in the performance of your role which other people might find offensive.

H6. You must report through appropriate channels any instances of unfair or unequal treatment in the workplace and, where it is your role to do so, you must investigate any such reports thoroughly, with compassion and respecting confidentiality.

H7. You must act in a professional manner. Examples of unacceptable behaviour include (but are not limited to):-

For all:

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- a) failure to observe ISHA's policies and procedures
- b) failure to meet the agreed standards of performance as required by your role description
- c) abusive language or threatening behaviour
- d) behaviour that undermines the dignity of colleagues
- e) poor attendance
- f) persistent, bad timekeeping
- g) damage to ISHA property

For staff members:

- a) unauthorised absence
- b) unreasonable refusal to follow an instruction issued by a line manager

H8. Matters viewed as gross misconduct include (but are not limited to): –

- a) stealing from ISHA, colleagues, residents, or the public.
- b) other offences of dishonesty.
- c) falsification of records of a qualification that is a stated requirement of your role, or which results in financial gain.
- d) falsification of records, reports, timesheets, accounts, expense claims, self-certification, or fit notes whether for personal gain, or not.
- e) sexual misconduct at work, including harassment.
- f) fighting with or physical assault with colleagues, residents, volunteers, or the public
- g) deliberate damage to ISHA's property
- h) drunkenness or being under the influence of illegal drugs whilst fulfilling your role
- i) possession, custody, or control of illegal drugs on ISHA property
- k) serious breach of policies and procedures
- l) gross negligence
- m) conviction of a criminal offence that is relevant to your role
- n) discrimination or harassment of another board member, staff member, volunteer, resident, or member of the public
- o) publication of material which is discriminatory, or which makes derogatory, false, or otherwise damaging comments about ISHA or any person, service or organisation connected with it

J. Working with residents and other customers

The principle

You must be professional, fair, and courteous in all your dealings with residents and other customers.

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Expected of all

I1. You must seek and value views from residents and other customers when making decisions that will affect them.

I2. You must not allow any personal relationship with a resident or other customer to influence how you discharge your role and responsibilities.

I3. You must not give personal gifts or loans of money to, or receive personal loans or gifts of money from, residents or other customers.

I4. You must handle residents' and other customers' money only where absolutely necessary and ensure that a receipt is completed for every transaction. In any event, you must operate in accordance with ISHA's financial policies, procedures, and controls to ensure appropriate handling of any, and all, funds.

I5. You must not invite or influence a resident or other customer unless they are a person who you are closely connected to, to make a will or trust under which you are named as executor, trustee, or beneficiary.

Expected of staff members

I6. You must respect the appropriate channels for handling tenancy and service provision issues. You must not act outside ISHA's established procedures in any other matter concerning any resident or other service user.

I7. You must comply with ISHA's policies and procedures relating to the safeguarding of adults at risk and children.

I8. You must declare any family or personal relationships you have with residents.

K. Professional relationships**The principle**

Board members, staff and involved residents must maintain constructive, professional relationships with each other, based on a sound understanding of their respective roles.

Expected of all

J1. You must not ask or encourage the commitment of wrongdoing, including any breach of this Code.

Expected of board members

J2. Your relationships with staff and involved tenants must be constructive and professional.

J3. You must set an example by demonstrating the highest standards of integrity and ethics and your alignment with the values, policies, and objectives of ISHA.

J4. You must not go beyond your role as a board member and become inappropriately involved in operational matters.

Expected of board members and involved residents

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J4. Where it is necessary to raise issues of staff, Board, or contractor performance, these must be raised constructively and through the appropriate channels.

J5. You must not undermine or appear to undermine the authority of a senior officer in his or her dealings with a more junior member of staff.

J6. You must behave in a professional manner, at all times, maintaining independence and integrity. This will include avoiding inappropriate personal familiarity with members of staff.

J7. Unless you have specific and, where practicable, written delegated authority to do so, you must not individually give instruction or direction to any member of staff or contractor.

Expected of staff members

J8. You must behave in a professional manner, maintaining independence and integrity at all times. This will include avoiding, in a professional setting, inappropriate personal familiarity with board members and involved residents.

J9. You must not use informal channels to lobby or influence board members or involved residents on matters of ISHA's business.

J10. You must not knowingly mislead the board or any of ISHA's committees or panels. In presenting information, you must set out the facts and relevant issues and risks truthfully.

Expected of board members and staff members

J11. Board members and staff members should maintain professional boundaries in their relationships with residents. Non-resident board members and staff members should not encourage or accept invitations for social activities with residents outside of ISHA business and should not invite or accept residents as 'friends' on social media.

L. Learning and development

The principle

In partnership with ISHA, you must take responsibility for your own learning and development, regularly updating and refreshing your skills and knowledge.

Expected of all

K1. You must play an active part in ISHA's supervision and performance appraisal processes as applying to you.

K2. You must offer open and constructive feedback to others and invite feedback about your own performance.

K3. You must make your personal training and development needs relevant to your role known to ISHA.

K4. Unless there are exceptional reasons, you must attend learning and development events as required.

Expected of board members

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K5. You must keep your knowledge up to date in those areas in which you are a specialist, as well as keeping abreast of any matters relating to ISHA and the wider housing sector.

IV. PROTECTING YOURSELF, OTHER PEOPLE AND THE ENVIRONMENT

You have a responsibility while on ISHA business to protect your own health, safety, security and wellbeing and that of others, and to minimise harmful environmental impacts.

M. Health, safety, and security

The principle

Your conduct, actions and decision making must promote the health, safety, security and wellbeing of yourself or others.

Expected of all

L1. You must not knowingly put your own or others' health, safety, security, or wellbeing unnecessarily at risk.

L2. If you have any concerns about the health, safety, security, or wellbeing of yourself, another individual or a group of individuals connected with ISHA, you must report this immediately through the appropriate channels.

L3. You must comply with ISHA's health and safety policies and procedures. In particular:

- a) Where you are provided with protective clothing, this must be worn
- b) For your own safety, comply with ISHA's policies and procedures regarding lone working
- c) Comply with ISHA's smoking, drugs and alcohol guidance
- d) Comply with any ISHA policies regarding security of its premises

N. Protecting the environment

The principle

Within your role at ISHA, you must strive to avoid or reduce possible negative environmental impacts.

Expected of all

M1. In carrying out actions or making decisions in the performance of your role, you must consider the environmental impact of your decisions and where you are able, seek to achieve positive environmental outcomes.

Expected of board members

M2. You should consider the long-term environmental impact of your decisions.

V. TRAINING

Training on ISHA's Code of Conduct will take place with board members, involved residents and staff members on their induction to the organisation. Staff will also receive annual refresher training.

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VI. STATUTORY AND REGULATORY FRAMEWORK

- RSH Governance & Financial Viability Standard
- Bribery Act 2010
- Computer Misuse Act 1990;
- Data Protection Act 2018 and UK GDPR
- Employment Rights Act 1996
- Equality Act 2010
- Housing and Regeneration Act 2008;
- Health and Safety at Work etc. Act 1974;
- Money Laundering, Terrorist Financing and Transfer of Funds (information on the Payer) Regulations 2017;
- Public Interest Disclosure Act 1998
- Protection from Harassment Act 1997

VII. MONITORING

Any breaches of the Code of Conduct by staff members will be recorded in the staff members' personnel file. The People & Culture Manager will report to LT annually on the number of breaches and actions taken. The Company Secretary will be responsible for recording any breaches of the Code of Conduct by board members or involved residents.

VIII. REVIEW

This Code will be reviewed every three years or earlier if any relevant legislation changes require it.

IX. APPENDICES

Appendix A – Definitions

Appendix B – Probity Framework

Appendix C – Guidance on Declarations of Interest

ASSOCIATED DOCUMENTS

See Probity Framework in Appendix B for list of related policies and documents.

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APPENDIX A: DEFINITIONS

A) 'BOARD'

Includes any board of management, management committee, board of trustees, and all similar governing bodies however named.

B) 'BOARD MEMBER'

Includes all members of governing bodies whether they are formally known as non- executive directors, trustees, board members, management committee members, etc. It includes co-optees and any other nominees, whether or not they enjoy voting rights, and all members of sub-committees who are not also members of the main governing body.

C)'BULLYING'

Is offensive, intimidating, malicious or insulting behaviour, an abuse or misuse of power that is meant to undermine, humiliate, or injure the person on the receiving end.

D)'CONTRACTORS'

Includes those other than board members, staff and involved residents who are directly involved in delivering ISHA's business activities. This includes contractors, sub- contractors, consultants, and agents.

E)'HARASSMENT'

Is unwanted conduct related to sex, gender reassignment, race or ethnic or national origins, culture, disability, sexual orientation, religion or belief, age or any other personal characteristics that:

- Has the purpose of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that person; or
- Is reasonably considered by that person to have the effect of violating his or her dignity or of creating an intimidating, hostile, degrading, humiliating or offensive environment for them (even if this effect was not intended by the person responsible for the conduct)

F) 'INVOLVED RESIDENT'

Includes residents and other customers who are formally involved in delivering, or scrutinising, the housing association's business activities. In the case of ISHA, this means Scrutiny Panel members.

G) 'KNOWN RELATIONSHIP'

For the purposes of this code means related parties and close connections, it is not envisaged

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that relationships with acquaintances should be covered by this term.

H) 'MICROAGGRESSION'

Is a term used for brief and commonplace verbal, behavioural or environmental slights that may communicate hostile, derogatory, or negative attitudes towards certain groups of people.

I) 'PEOPLE WITH WHOM YOU ARE CLOSELY CONNECTED'

In broad terms, means your family, relatives or business partners as well as businesses in which you have an interest through ownership or influence. The term includes your spouse or unmarried partner or civil partner, children, siblings, grandchildren and grandparents.

H) 'RESIDENTS AND OTHER CUSTOMERS'

Includes residents, tenants, leaseholders, shared owners and users of other services provided by the housing association.

I) 'STAFF MEMBER' AND 'STAFF'

Includes ISHA's employees and any other persons fulfilling the role of a paid employee, such as those deemed to be workers (except for board members), interim placements, or those on secondment from another organisation.

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ISHA's Probity Framework

Areas Covered & Supporting Documents

Conduct	Conflicts of Interest	Bribery & Corruption	Personal Benefit*	Remuneration	Procurement	Reporting Concerns
Code of Conduct	Code of Conduct	Code of Conduct	Code of Conduct	Recognition & Reward Policy	Code of Conduct	Code of Conduct
• Data Protection Policy • Harassment at Work and Bullying at Work Policy • Health & Safety Policy • IT Usage Policy • Safeguarding Policies • Social Media Policy • Appointment letters • Staff, Board Members Handbooks • Procedure for managing Code of Conduct Breaches (Board, Involved Residents) • Procedure for managing board member disputes & grievances • Disciplinary Procedure (staff)	Declarations of Interest form & Registers for board members, staff and involved residents Guidance on Declaring Interests	Fraud Policy & Register Anti-Money Laundering Policy Financial Regulations Gifts, Benefits & Hospitality Policy & Register	Appointment & Promotion Policy Allocation & Letting Policy Shared Ownership Allocation Policy Gifts, Benefits & Hospitality Policy Expense Policy *covers preferential treatment of board members, staff and involved residents and those closely connected with them	Appointment & Promotion Policy Equality, Diversity & Inclusion Policy Staff Handbook Financial Regulations Financial Statements Compensation Policy (residents) Non-contractual Payments (staff): Remuneration Committee Terms of Reference	Bribery & Corruption policies	Confidential Reporting (Whistleblowing) Policy & Procedure

Guidance Note on Declaring Interests

The National Housing Federation's Code of Governance 2020, adopted by ISHA's Board, requires that the board and the organisation maintain high standards of probity and conduct.

ISHA's Code of Conduct requires all board members, staff and involved residents to act at all times in good faith and in the best interests of ISHA, its residents and other service users and not on behalf of any interest group, for any personal interest or benefit or for the interest or benefit of friends, relatives or business colleagues.

To help us understand any personal interests that may present a conflict either for your role or the work of the association, and to avoid any suggestion of influence by biased or improper motives, all board members, staff and involved residents are required to complete a form declaring any interests for themselves and those closely connected to them (see Addendum for definition of "closely connected").

Forms are completed upon joining the organisation and annually thereafter, circulated by the Company Secretary (in the case of board/committee members and involved residents) and People & Culture for staff. The forms are reviewed for any potential or actual conflicts and recorded in a register of interests. The Company Secretary or People & Culture may contact you to clarify any of your declarations or discuss further.

If, during the course of the year, a change occurs in either your own interests or those of a person closely connected to you, you must amend your declaration of interest accordingly.

It is your responsibility to ensure that your declaration of interest is kept up to date at all times. Failure to do so (and this includes failing to complete the annual declaration) is a breach of the Code of Conduct and may lead to disciplinary action.

What is an 'interest'?

The following is a list of areas where potential interests may arise, but is not all inclusive:

- (1) employment or self-employment (regardless of the type of work undertaken away from ISHA);
- (2) company directorships or business partnerships (regardless of the nature of the business you are affiliated with);
- (3) non-executive director or trustee roles;
- (4) owner or controller of more than 2% of a publicly quoted company or more than 10% of any other company
- (5) significant ownership of land and/or property in the area of operation of the association;
- (6) tenancy or leasehold interest of a property owned by the association;
- (7) membership of a campaigning, residents' or community association which has interest in the business or area of operation of the association

- (8) positions of public responsibility such as an official or elected member of any statutory body
- (9) membership of another association or un-registered 'not for profit' body with interests in the area of operation of the association;
- (10) membership of secret societies and similar organisations.

It is important to declare both ***potential*** and ***actual*** conflicts of interest. A potential interest is one where the circumstances could *potentially* bring about some personal or business gain for the member/staff, their close relative or a person connected to them. An actual conflict of interest is where the circumstances *actually* do bring about some personal or business gain for the member/staff, their close relative or a person connected to them.

In the interest of transparency, memberships of political parties and pressure groups should always be declared.

Board members who are the paid staff or board members of, or who provide goods and services to, other housing or not for profit organisations should declare their interests in those organisations.

It is not possible to list all potential areas where a conflict of interest may arise. If you are unsure as to whether or not you have an interest to declare, seek advice from the Company Secretary or People & Culture. If in doubt, it is always better to declare.

Board Members

In addition to a general declaration of interests, board and committee members must also declare any interests related to agenda items at meetings. Declaration of Interests is on the agenda at the beginning of every meeting. If a member has an interest in a particular agenda item, they should declare it at the beginning of the meeting and then leave the room for the discussion of that agenda item according to the association's Rule D18. They will also not be allowed to vote on the matter in question. Online, the member should log off from the meeting temporarily so they cannot hear the debate and influence the decision. The conflict of interest and leaving the room will be recorded in the minutes.

If it is not clear whether a member's interest requires them to not participate in a discussion and decision, the Chair will follow Rules D19 to D21.

Residents

Board and committee members who are ISHA residents shall be deemed not to have an interest in any decision affecting all or a substantial group of residents of the association (rule D26). For example, if the Board is discussing or taking decisions on general policies that affect all residents, such as the rent policy, members who are residents would not need to declare an interest in this item. If, however, the board is discussing their particular estate or building, they must declare an interest in this matter. Meetings with involved residents should follow the same protocol.

Resolving conflicts of interest

For board and committee members and involved residents, the Company Secretary will report any valid declared conflicts of interest to the Chair, Senior Independent Director and Chief Executive. Conflicts of interest for board and committee members will then be managed according to the association's rules D17-D27. In the case of a fundamental or ongoing material conflict, the board will determine whether the person concerned shall cease to be a board member. If the member concerned does not voluntarily resign, they may be removed from the board in accordance with rule D9.

Where a staff member has a conflict of interest, the People & Culture Manager will oversee the resolution of the conflict or potential conflict and work with the staff member's manager to ensure internal controls are in place if required. For example, a staff member who is also an ISHA resident should not be able to alter their own rent account or view the rent accounts or ASB records of their neighbours. Any conflicts for Leadership Team members will be reported to the Chief Executive and Chair so that they may manage them accordingly.

Dealing with unreported conflicts of interest

Where there is evidence that someone has withheld information or provided misleading information about their interests or those of a person closely connected to them - whether deliberately or through taking insufficient care in making a declaration – this will be considered a breach of ISHA's Code of Conduct. As stated in the Code, breaches will be investigated and may lead to disciplinary action.

Board and committee members who fail to disclose an interest may be requested to vacate their office permanently or for a period of time if requested to do so through a majority vote of the board under rule D23.

For staff, the process will follow ISHA's Disciplinary Procedure.

For involved residents, the Scrutiny Panel Chair and ISHA representatives would ask the resident to disclose the full nature of the conflict of interest. A decision will be made by the panel Chair and ISHA representatives to whether the resident should excuse themselves from a particular project.

The Company Secretary will be responsible for ensuring that this guidance reflects ISHA's rules, Code of Governance, Code of Conduct and organisational policies.

Version 2, January 2024

Addendum to Guidance on Declaring Interests

How do we define a family member or close connection?

Family members include those who might reasonably be regarded as similar to family members, even though there is no relationship by birth or law, These could include:

- a partner (someone to whom the individual is married, is a civil partner or someone with whom they live in a similar capacity);
- parent, parent-in-law;
- son or daughter, step-son or step-daughter, child of a partner;
- brother or sister, brother or sister of a partner;
- grandparent, grandchild;
- uncle or aunt, nephew or niece;
- the partners of any of these people;
- any dependents; and
- any person on whom the individual depends.

Someone who the individual has had an intimate relationship with

It would also include estranged, separated or divorced family members (and estranged, separated or divorced family members who might reasonably be regarded as similar to be family members).

Close connections would be people with whom you are in regular or irregular contact for over a period of time who are more than an acquaintance. It would be someone that a member of the public might reasonably think you would be prepared to favour or disadvantage when discussing a matter that affects them. It may be a friend, colleague, neighbour, business associate or someone known through general social contacts.

Someone is considered closely connected to a company, partnership or other organisation if they, a family member or close connection

- is employed by that organisation, either directly or as a sub-contractor or an agent
- is a director, owner, board member, trustee, or has some other controlling or financial interest in the organisation
- holds shares in the organisation, or has some other financial stake or interest in its success; or
- if there is some other close connection or link that a reasonable person could take to create a conflict of interest.