



Board Code of Conduct

Version Number	3
Revision Date	January 2026
Department	Business Support and Transformation
Author	Executive Business Officer
Reason for Policy Creation/Revision	Following Governance review, updated to fully reflect the SFHA Model Code of Conduct
Data Protection	This Code of Conduct conforms with Hanover's Data Protection Policy and Procedure
Equalities	This code will apply to all Board members.
Sustainability	No impact
Proof Read By	Head of Governance & Transformation
Date Approved	26 January 2026
Approved By	Director of Business Support & Transformation
Next Review Due	January 2029
Audience – Training and Awareness Approach	Board Members will be given a copy of the Code of Conduct as part of their Annual Appraisal Process
Effective Date	26 January 2026
Internal References – Policies & Procedures (Located on HAPI)	Entitlements, Payments & Benefits Policy Anti-Fraud Framework Whistleblowing Policy
External References	SFHA Model Code of Conduct for Board Members

BOARD MEMBER CODE OF CONDUCT

1. Code of Conduct Purpose

- 1.1 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all employees and Board Members and in all of our activities. All members of the Board must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Board of Hanover who has signed this Code. References to 'we', 'us' and 'our' mean Hanover.
- 1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Board of Hanover if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.3 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations (SFHA). The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this Code is acknowledged.

2. Scope of Code of Conduct

- 2.1 This Code of Conduct is an important part of our governance arrangements. It is supported by the Board Member Role description (part of the Good Governance Framework) which describes your responsibilities as a Board member.
- 2.2 Members of the Board are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Board Members must always ensure their actions accord with the legal duties of Hanover and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this Code.
- 2.3 If a member of the Board appears to 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 this Code may result in action being taken by the Board to remove the member(s) involved.

3. Who the Code applies to and When

- 3.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Board and its Committees and to the governing bodies of any subsidiaries of Hanover.
- 3.2 The expectations of the Code apply in all settings and circumstances where our Board members are representing us or acting on our behalf and where their conduct could reflect on our tenants /organisation and/or their reputation. The Code applies equally to conduct in person, virtually and on social media.

4. How the Code is Structured

- 4.1 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. These principles tie in with Hanover values which are to:
- *Show Respect*
 - *Be Accountable*
 - *Support Collaboration*
 - *Promote Inclusion*
- 4.2 Each principle is described, as it applies to the activities of Hanover and its Board Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements. The guidance is not exhaustive, and it should be remembered that Board Members and Hanover as an organisation are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.
- 4.3 The seven principles that you must adhere and commit to by signing this Code are
- A. Selflessness**
 - B. Openness**
 - C. Honesty**
 - D. Objectivity**
 - E. Integrity**
 - F. Accountability**
 - G. Leadership**

5. A. Selflessness

You must act in the best interests of Hanover at all times and must take decisions that support and promote our strategic plan, aims and objectives. Board Members should not promote the interests of a particular group or body of opinion to the exclusion of others.

- 5.1 You must always uphold and promote our aims, objectives and values and act to ensure our successful achievement.
- 5.2 You should exercise the authority that comes with your role as a Board Member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.
- 5.3 You must accept responsibility for all decisions properly reached by the Board (or a sub-committee or working group with appropriately delegated responsibility) and

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support them at all times, even if you did not agree with the decision when it was made.

- 5.4 If you are unable to support in public a decision that has been properly reached by the Board, you should resign.
- 5.5 You must consider the views of others and be tolerant of differences.
- 5.6 You must not seek to use your position inappropriately to influence decisions that are the responsibility of employees (e.g. granting a tenancy, ordering a repair, awarding a contract).
- 5.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected or their business interests.

6. 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.

- 6.1 You should use your best endeavours and exercise reasonable skill and care in the conduct of your duties.
- 6.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.
- 6.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our Entitlements, Benefits and Payments policy and procedure. 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.
- 6.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our Entitlements, Benefits and Payments policy and procedure.
- 6.5 You must ensure that you are informed about the views, needs and demands of our customers and that your decisions are informed by this understanding.
- 6.6 You must ensure that Hanover is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- 6.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

7. C. Honesty

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

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- 7.1 You should always act in good faith when undertaking your responsibilities as a Board Member.
- 7.2 You should use your skills, knowledge and judgement effectively to support our activities.
- 7.3 You should ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- 7.4 You must ensure that Hanover has an effective policy and procedures to enable, encourage and support any employees or Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.
- 7.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate Director within Hanover in accordance with our Whistleblowing policy.
- 7.6 You must not misuse, contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of Hanover's funds and resources.
- 7.7 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 in line with our Anti-Fraud Framework. You are not allowed to accept or give bribes from/to anyone and must comply with our policy on fraud and bribery ensuring you report any instances of suspected bribery within Hanover or any of its business partners.
- 7.8 You, or someone closely connected to you (see Appendix 1), cannot as a result of your role with us receive preferential treatment relating to any services provided by Hanover or its contractors/suppliers, and you should be able to demonstrate this.

8. 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.

- 8.1 You will ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- 8.2 You will attend meetings regularly, prepare for them effectively and ensure you have access to all necessary information to enable you to contribute constructively and make well-informed decisions.
- 8.3 You will monitor performance carefully to ensure that our purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- 8.4 You will use your skills, knowledge and experience to review information critically and always take decisions in the best interests of Hanover, and our customers.
- 8.5 You will ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.

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- 8.6 You 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 Hanover.
- 8.7 You will contribute to the identification of training needs, keep your knowledge up to date, and participate in ongoing training that is organised or supported by us.

9. E Integrity

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

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

10. F Accountability

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

- 10.1 You will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and Hanover's legal obligations are fulfilled.
- 10.2 You 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.
- 10.3 You will contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.

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- 10.4 You will participate in and contribute to an annual review of the contribution you have made to our governance.
- 10.5 You 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.
- 10.6 You will not speak or comment in public on our behalf without specific authority to do so.
- 10.7 You will co-operate with any investigations or inquiries instructed in connection with this Code whilst you are a Board member and after you have left.
- 10.8 You recognise that the Board as a whole is accountable to its customers, and you will demonstrate this in exercising your judgement and in your decision-making.

11. G Leadership

You must uphold our principles and commitment to delivering good outcomes for our customers, and lead Hanover by example.

- 11.1 You will ensure that our strategic aims, objectives and activities deliver good outcomes for our customers. You will make an effective contribution to our strategic leadership.
- 11.2 You will ensure that our aims and objectives reflect and are informed by the views of our customers.
- 11.3 You will always be a positive ambassador for Hanover.
- 11.4 You will participate in and contribute to the annual review of the Board's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- 11.5 You will not criticise or undermine Hanover, any of its people or our actions in public.
- 11.6 You will not criticise our employees in public; you will discuss any employee related concerns privately with the Chair and/or Chief Executive.
- 11.7 You will not harass, bully or attempt to intimidate anyone.
- 11.8 You will not use social media to criticise or make inappropriate comments about Hanover, our actions or any member of the Board, employee or other partners.
- 11.9 You will not act in a way that could jeopardise our reputation or bring us into disrepute.

12. Declaring and Managing Personal Interest

- 12.1 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. It will be recorded in our Declaration of Interest Register. This should be done in accordance with our Entitlements, Payments & Benefits Policy.

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12.2 You must keep your entry in the Declaration of Interests Register complete, accurate and up-to-date, and as prompted by Hanover.

13. Breach of this Code

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

13.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Chief Executive where appropriate and in accordance with the Procedure for Dealing with Alleged Breach of Code of Conduct. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation.

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

14. Data Protection

14.1 This Code of Conduct conforms to Hanover's Data Protection Policy.

15. Monitoring & Evaluation

15.1 This Code of Conduct will be monitored and evaluated by the Board

16. Review

16.1 This Code of Conduct, and its appendices will be reviewed every 3 years, or earlier as required.

ACCEPTANCE

I have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of Hanover's Board. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Board which could result in my removal.

NAME	
SIGNATURE	
DATE	

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Revision History

<u>Version Number</u>	<u>Revision Date</u>	<u>Approval Date</u>	<u>Approved by</u>	<u>Review Reason</u>
1	NEW	4/7/2022	Director of Business Support & Transformation	new
2	Nov 2024	21/11/2024	Board	Planned review
3	Jan 2026	Jan 2026	Director of Business Support & Transformation	Planned review
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