Good Governance Policy

(incorporating Code of Conduct)

As a Scottish Incorporated Charitable Organisation (SICO), Haemophilia Scotland has statutory, moral and practical standards it must meet in conducting business. This Policy sets out the roles and responsibilities and expected behaviour of trustees and employees. The documents we rely on for governance of our organisation are referenced here.

Previous Version 19 November 2015 (Code of Conduct)

Version 1.2.1 (incorporating minor amendments to reflect revisions to the Constitution adopted August 2026 and updating of hyperlinks).

Date policy approved: December 2024

Review due: 3 years from approval

Contents

If any web-links in this document are broken, please contact us at hello@haemophilia.scot and we will correct.

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1. Introduction

We are a Scottish Charitable Incorporated Organisation registered with the Scottish Charity Regulator (OSCR) Charity No. SC044298. Membership of the organisation is open free of charge to all who are interested in supporting the objectives of Haemophilia Scotland relating to those with bleeding disorders and their families. A board of charity trustees of not more than 12 persons is responsible for the governance of the organisation and gives overall direction to its activities. Trustees are unpaid volunteers and most have direct or indirect experience of bleeding disorders. The Director is responsible to the Board for efficient and cost-effective management of the organisation under the strategic and general direction of the board. The trustees are collectively and ultimately responsible for the actions of the charity.

Haemophilia Scotland aims to ensure that regardless of age, gender, religion or beliefs, ethnicity, disability, sexual orientation or socio-economic background, our community have a positive and enjoyable experience of the charity and our activities.

2. Our Obligations

As a charity, Haemophilia Scotland is committed to protecting and promoting all its members' rights and those it supports through a culture of mutual respect between our community, volunteers, staff and trustees. To achieve we aim to:

- Create an environment, in which all are valued, have their rights respected and are treated as individuals.
- Ensure that all are empowered to express their ideas and views on a wide range of issues and have access to our complaints procedure.
- Respect and value the diversity of all and treat everyone in an equitable and fair manner.
- Adopt the safest possible practices to minimise the possibility of harm.
- Require all members, volunteers, staff and trustees to respect each other's confidentiality and adhere to the Confidentiality policy, Privacy policy and Safeguarding Policy.
- Require compliance with our Equality and Diversity Policy.

3. Duties of the Organisation

As a charity, Haemophilia Scotland is required to comply with the requirements of

- The Charities and Trustee Investment (Scotland) Act 2005 (as amended) ('the 2005 Act')

- The Scottish Charitable Incorporated Organisations Regulations 2011 ('the General Regulations')

- The Scottish Charitable Incorporated Organisations (Removal from the Register and Dissolution) Regulations 2011 ('the Dissolution Regulations')

- the Charities (Regulation and Administration) (Scotland) Act 2023.

- General legislation e.g. Health and Safety at Work Act and Equalities Act.

The main charity provisions include:

- To ensure the organisation fulfils its charitable purposes
- To act in the interests of the charity.
- Seek, in good faith, to ensure that the charity acts in a manner consistent with its purposes.
- To act with care and diligence that is reasonable to expect of a person who is managing the affairs of another person.
- Where conflict of interest my arise, trustees should put the interests of the charity above any personal interest and declare the existence of such conflict.
- Trustees must ensure the charity complies with the law and any regulations or directions which apply to it.
- Where a breach of duty does occur, there is an obligation to correct that breach and to not repeat it.

The Office of the Scottish Charity Regulator (OSCR) oversees the operation of charitable organisations in Scotland and imposes obligations on charities to:-

- Register with the Regulator
- Prepare Annual Reports and Accounts
- Make an Annual submission on the activities of the Charity.
- Register certain information with them about the Charity and its Trustees.
- Report certain notifiable events to OSCR.

OSCR has power to dissolve charitable trusts or require remedial action where there has been a failure to comply with required procedures.

4. Governance Documentation

Our main governance documentation is our Constitution adopted in its present form on 29th August 2026. The Director is responsible for ensuring that each trustee is provided with a copy of the Constitution (and any amendments to it) and provided with an induction to the Constitution and the activities of the organisation.

The Constitution sets out the purpose of our organisation as:

“4.1.1 To further as a primary objective the health, education, wellbeing, and the social and economic welfare of all those in Scotland with a bleeding disorder and their families.

4.1.2 To further the health, education, and the social and economic welfare of the haemophilia and bleeding disorders community in Scotland and internationally. And in furtherance thereof:

4.1.2.1 To bring together individuals and organisations that share such interests.

4.1.2.2 Where possible, to cultivate reciprocal relations with organisations that have similar aims, relevant health, social welfare and educational objectives or which may otherwise support or benefit the Scottish Charitable Incorporated Organisation (SCIO).”

Additionally, the Constitution set out rules about:

- Membership of Haemophilia Scotland
- Trustee appointment and termination
- Register of members and trustees
- Decision making by members and trustees
- General duties of trustees
- Dealing with breaches of trustee duties.

5. Trustees’ Responsibilities

We have adopted a Code of Conduct for trustees based on the conduct required by public sector bodies. Each Trustee is required to sign up to this Code before taking up office or whenever the Code is amended. Failure to comply with the Code may be grounds for removal of a trustee from the Board. The Code is reproduced at Appendix A.

An important element of the Code is that trustees must at all times act in the interest of Haemophilia Scotland. Where there is any potential, perceived or actual conflict between the role of any trustee and any other interest they may have, the trustee is obliged to declare that interest in writing lodged with the Director or make a declaration orally at the commencement of a meeting where a conflict may arise.

The constitution provides at clauses 94 to 95 the detailed rules on what may form a conflict of interests:

“94. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

For the purposes of clause 94: -

(a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

(b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.”

6. Responsibilities of Employees and Contractors

We employ a Director as the senior member of staff who is accountable to the Board for the overall management of the overall operation and finances of the charity within the terms of our Strategic Plan and Operational Plan. Quarterly reporting is made to the board on finance and operational matters. The Director is managerially responsible to the Chair. The Director is responsible for ensuring that our employment policies and procedures are followed in relation to other members of staff. There are specific Policies which deal with the rights and obligations of our employees. Additionally we engage individuals or organisations to undertake contracted activities on our behalf. We require such contractors to comply with our policies and procedures.

7. Practical Considerations

As a charitable organisation we:

- Are clear about our purpose and values and how we will achieve our aims.

- Are clear about roles and responsibilities, recognising the trustee board’s role in setting strategic objectives in line with the organisation’s stated aims and objectives.

- Collectively and individually as trustees we demonstrate mutual respect, integrity, openness and accountability.

- Have systems in place which allow us to review policies and procedures and monitor performance against operational plans and budgets.

- Aim to bring together a diverse range of experiences and skills which contribute to the effectiveness of the organisation.

8. Further Information

The Office of the Charity Regulator (OSCR) has published Guidance and Good Practice for Charity Trustees (updated 2nd April 2025) which is essential reading for all charity trustees.

If a trustee is unsure about anything in this Policy advice may be obtained from the Chair. Or Director.

9. Review

This policy will be reviewed every third year, with any amendment to be agreed by trustees. The Constitution of Haemophilia Scotland will be reviewed every three years by the board of trustees (unless required sooner to comply with legislation) who will decide if any amendments to the Constitution should be put to Members in general meeting. The last review was in 2026 meaning the next review should be no later than the AGM in 2029.

HAEMOPHILIA SCOTLAND

Code of Conduct for Trustees

This Code of Conduct sets out the standards of behaviour expected of trustees of Haemophilia Scotland. It aims to ensure that all trustees observe the highest standards of propriety and act in the best interests of Haemophilia Scotland at all times.

Please read through this Code carefully before signing. If you do not understand anything please ask the Chair to clarify for you. This is an important document. In signing it you are committing as a trustee to respect and uphold the values of Haemophilia Scotland, and all that that entails.

General

1. I will act within the Constitution and the law, and abide by the policies and procedures of the organisation. This includes having knowledge of the contents of the Constitution and relevant policies and procedures.

2. I will support the purpose and strategic plan of Haemophilia Scotland, championing it, using any skills or knowledge I have to further the organisation's aims; seeking expert advice where appropriate.

3. I will be an active trustee and will work in the best interests of Haemophilia Scotland in meeting its charitable objectives. I will make my skills, experience and knowledge available to Haemophilia Scotland through meetings and in participation in events and engaging with members.

4. I will respect the confidentiality of personal and other information I may become aware of through my role as trustee, but will also ensure that as an organisation we remain transparent in our dealing with others, subject to the rules in our Privacy Statement.

5. I will seek to develop and maintain a sound and up-to-date knowledge of Haemophilia Scotland, its working environment and those we engage with.

6. I will use Haemophilia Scotland's resources responsibly, and when claiming expenses will do so in line with established procedures. I will not accept gifts or hospitality, unless authorised by the Board of trustees. Whilst I am a trustee, I will not seek paid employment with Haemophilia Scotland.

7. I accept my obligation to be accountable for my actions as a trustee and will submit myself to whatever scrutiny is appropriate.

8. I accept my responsibility to ensure that Haemophilia Scotland is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

9. I will comply with all policies agreed by the Board.

Managing Interests

10. I will not gain materially or financially from my involvement with Haemophilia Scotland.

11. I will act in the best interests of Haemophilia Scotland as a whole, and not as a representative of any group – considering always what is best for Haemophilia Scotland and its present and future beneficiaries and avoiding bringing Haemophilia Scotland into disrepute.

12. I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Haemophilia Scotland. Where there is a potential conflict of interest, I will ensure that this is declared and managed in accordance with established policy.

13. I understand that failure to declare a conflict of interest may be considered a breach of this code and that the procedure attached will be followed where a failure to declare a conflict of interest is alleged.

Meetings

14. I will attend all appropriate meetings and other appointments or give apologies.

15. I will prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time where practical.

16. I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.

17. I will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so.

Governance

18. I will actively contribute towards improving the governance of the trustee board, participating in induction and training and sharing ideas for improvement with the board.

19. I will help to identify good candidates for future trusteeship at Haemophilia Scotland and, with my fellow trustees, will consider how we work together to develop and maintain a strong and diverse board going forward.

Relations with others

20. I will endeavour to work considerately and respectfully with all those I come into contact with. I will respect diversity, different roles and boundaries, and avoid giving offence.

21. I will seek to support and encourage all those I come into contact with at Haemophilia Scotland. In particular, I recognise my responsibility to support the - Chair, Vice Chair and fellow trustees, the Director, employees and volunteers.

22. I will not make public comments about the organisation unless authorised to do so. Any public comments I make about Haemophilia Scotland will be well considered and in line with organisational policy. I will be explicit if I am expressing a personal opinion.

Leaving the Board

23. I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the Board of Trustees.

24. Should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the board I will accept the majority decision of the board in this matter and resign at the earliest opportunity.

25. If I wish to cease being a trustee of Haemophilia Scotland at any time, I will inform the Chair before submitting my formal resignation.

PRINT NAME:

SIGNATURE:

DATE:

Procedure where a Failure to Declare a Conflict of Interest is Alleged

The Constitution of Haemophilia Scotland provides:

"82 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

94. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

For the purposes of clause 94: -

(a) an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

(b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter."

Where it comes to the notice of any employee or trustee that a trustee has failed to declare a conflict of interest and has participated in the discussion and/or voted on that matter, the Chair must be informed immediately. The Chair will investigate the matter within a period of 20 working days, including taking a statement from the trustee who it is alleged has breached the code of conduct. The Chair will thereafter make a recommendation to a meeting of the Board on the action to be taken. Prior to any decision being taken the trustee who it is alleged has breached the code of conduct will be given the opportunity to address the Board on the issue. The action to be taken may be either:

(a) take no further action in the circumstances

(b) issue a censure to the trustee concerned

(c) remove the trustee under clause 65.3.e of the constitution on grounds that a material breach of the code of conduct has been committed.

Any decision at (c) requires a two thirds majority of trustees to be carried. Any decision taken is final.