



Governance Handbook

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A Message from the Chair of Waverley Housing



Since its establishment in 1989 Waverley has always had its principal focus on the provision of good quality housing and related services for its customers. This is reflected in the ways in which we encourage participation by our tenants in the design and delivery of our services. This includes them having a direct input to the governance of Waverley through membership and involvement with the Board.

The role of the Board is to oversee, direct and support the activities of our staff to help ensure our goals are achieved. We therefore need a good collection and balance of skills and experience among those volunteers who sit as Board members. Collectively we can help develop and maintain strong and sustainable communities in the areas where we own and manage housing and help to improve the quality of life for our fellow Borders residents.

Being a Board member is a considerable responsibility. Decisions are required which can affect the viability, effectiveness and future development of Waverley and these need to be taken in a considered and informed way. As a Registered Scottish Charity and a Registered Social Landlord (RSL) there is no shortage of external oversight and regulation of our activities. While this can sometimes be challenging, it is also welcome as it helps us to demonstrate the strength and competence of our organisation to customers, partners and those who work for us.

This Handbook provides a valuable reference tool for those who sit on Waverley's Board. I hope it will help all of us to maximise the effectiveness of our input, for the ultimate benefit of our customers.

David Gordon
Chair of Waverley Housing

Governing Body Members' Guide

1. Introduction

This Guide provides information to help you in your role as a Member of our Governing Body. It forms part of the Induction Pack for new Board Members and it is also a useful reference for more experienced Members. You can access information about us by visiting our website and by asking your fellow Board Members and senior staff. Being a Board Member is a big responsibility and it takes a while to feel confident, so please do not be reluctant to ask for an explanation or more information. For a list of useful contact details see Appendix 1.

Waverley Housing operates across a wide, sparsely populated rural area in the south of Scotland. We have just over 1520 properties which are dispersed over a number of towns, villages and small settlements, with the main towns being Hawick, Galashiels, Jedburgh, Kelso and Selkirk. Development Planning options are being progressed for the Upper Langlee area of Galashiels.

Our aim is to provide high quality and affordable housing whilst contributing to the broader generation of sustainable communities. We do this through engaging with our tenants and working in partnership with key stakeholders to create neighbourhoods where people want to live today and in the future.

The main services provided by Waverley Housing are in the areas of:

- Housing Management, including estate management and lettings, as well as being actively involved in tenant participation;
- Property management, including responsive repairs and planned maintenance;
- Day to day and void property repairs on behalf of Eildon Housing Association.

Waverley Housing prides itself on being a well governed, well managed and tenant focused organisation. Our values of equality, excellence and engagement are embedded in all of our work and evidence our commitment to treating everyone fairly, delivering high quality services and communicating effectively with tenants and stakeholders.

The work of Waverley Housing is guided by the Business Plan 2016-2021 and supporting Asset Management Strategy for the same period. The Business Plan sets out our Strategic Objectives:

- To deliver quality homes;
- To deliver quality services;
- To create great places to live and;
- To be a strong, successful organisation.

Waverley Housing does not own any substantial areas of land and has no plans to build new housing however the development options at Upper Langlee offers the potential to review the demand for existing stock with newer and higher demand stock. Waverley Housing is also looking at a range of alternative options to grow its stock portfolio including open market purchases and joint venture arrangements with other RSL's in the Scottish Borders. Waverley Housing were appointed in April 2018 as the provider of Day to Day and Void Property repairs services to Eildon Housing Association.

Waverley Housing has an annual turnover of £6.1million and is a major employer within the Scottish Borders, having around 60 Full time equivalent (FTE) staff. Waverley Housing operates its own Trades Team which provides for the majority of planned and cyclical maintenance and repair of our properties.

The Waverley Housing Financial Year runs from 1st April to 31st March (the following year). The financial management of the company is overseen by the Audit and Internal Controls Committee. A Revenue Budget is established each year, together with a Financial Plan which provides an overview of performance for the previous year and detailed income and expenditure analysis for the forthcoming year. Capital Expenditure is accounted for in the detailed income and expenditure schedules in the Financial Plan.

2. What do Registered Social Landlords (RSLs) do?

Housing Associations have been active in Scotland for almost 50 years and collectively own and manage over 270,000 houses.

The Sector is very varied with some housing providers owning less than 500 houses whilst others are responsible for more than 15,000 (the biggest Scottish RSL owns and manages over 40,000 houses). All housing providers are independent organisations that are responsible for their own activities, funding and performance. Some are part of a group structure – this means that they have a legal connection with other organisations that might also be landlords or which might provide related services such as repairs and maintenance or training or advice and support. The legislative environment within which Waverley Housing operates is governed by the Housing (Scotland) Act 2014.

Housing organisations provide housing, mainly for rent for people across Scotland. We let our houses on Scottish Secure Tenancies (SSTs) and our housing stock is expected to meet the Scottish Housing Quality Standard (SHQS) and the Energy Efficiency Standard for Social Housing (EESH) by 2020. Housing organisations are part of the social rented sector (along with Councils) and provide homes for people who are in housing need; they are committed to supporting sustainable communities that people want to live in. Some housing organisations are active in a specific geographical area e.g. part of a city or town or a rural area, whilst others specialise in providing housing for particular groups of people, such as older people or people with particular needs. Although the majority concentrates on providing good quality rented housing, many provide low cost housing for sale and shared equity. Some combine their housing services with the provision of support, either by themselves or in partnership with other organisations.

Housing organisations do more than just let and maintain houses; they are active in the communities that their tenants live in, providing and supporting a wide range of other activities such as:

- Welfare advice – helping people make sure they are accessing all the financial support they are entitled to; promoting financial inclusion through accessible banking and offering advice and support on dealing with debt;
- Energy advice – providing help and assistance to reduce energy costs for tenants;
- Employment and training initiatives – for example, offering apprenticeships and training in partnership with construction and maintenance companies;
- Care and repair – helping older and disabled people to remain independent in their own homes by providing schemes that help with repairs, maintenance and adaptations;
- Factoring – providing maintenance and repairs services to owners who live in flats in areas where the housing organisation is active;
- Green Initiatives – supporting sustainability and recycling initiatives within communities, such as community growing projects and allotments; renewable energy initiatives and furniture recycling projects.

Effective partnerships are critical to the success of housing organisations – key partners include the local authority, Scottish Government, banks, regulators, other landlords and, of course, our tenants and the communities in which we are active.

RSLs are 'registered' with the Scottish Housing Regulator (SHR) which was established by the Housing (Scotland) Act 2010. Its objective is to safeguard and promote the interests of current and future tenants, homeless people and other people who use services provided by social landlords. We are required to meet the SHR's regulatory requirements for governance and financial management, mentioned later in this guide. The SHR has undertaken a review of the Regulatory Standards and expects to publish a revised governance framework in 2019.

Housing Associations do not trade for profit and all of the income that they generate is used to meet their running costs and invest in their current and future activities. Most housing associations are Registered Societies, although some are companies limited by guarantee; many are also Scottish Charities and those that provide support or care are registered with the Care Inspectorate. Housing organisations that provide debt advice are registered with the Financial Conduct Authority. So our Sector is very heavily regulated and we must demonstrate our compliance with the requirements of all of our regulators as well as our funders.

Waverley Housing is a Registered Company incorporated under the Companies Acts (Company number 11066) limited by guarantee as well as a Scottish Registered Charity (SCO26231). We became a Registered Social Landlord (RSL) in 2003, regulated by the SHR. Our funders are Barclays Bank plc.

Our primary source of income is from tenants' rents. We aim to provide the highest possible standards of service whilst keeping rents affordable: this means that we are committed to delivering value for money across all of our business activities – keeping costs low through effective procurement and careful performance management, and paying staff competitive salaries that attract and retain skilled and experienced people.

We report our activities to our Members and tenants in regular newsletters, via our website (<http://www.waverley-housing.co.uk/home/downloads/annual-charter-performance-reports/>) and through our annual performance report that is published by the SHR in October. We are required to report our performance in meeting the Scottish Social Housing Charter to the SHR annually in May.

3. What the Governing Body does

We refer to our governing body as the Board. Board Members are not paid for their contribution, although out of pocket expenses are reimbursed.

The Board operates at a strategic level and delegates responsibility for the day to day management and running of the company to staff, through the Executive Team (Chief Executive Officer/Operations Director). The Board has agreed a Scheme of Delegation that sets out the responsibilities that it retains and those that are delegated either to staff or to sub-committees. The Scheme of Delegation also makes provision for emergency arrangements and establishes the procedure for decision-taking between Board meetings.

Governance is the term used to describe the arrangements that a housing organisation has to lead, provide strategic direction and effective control. Good governance ensures that the company's objectives and standards are clear; that the organisation is well-run and that performance is good and monitored effectively; it also means that a sensible approach to risk is adopted and that high ethical standards are applied. Good governance depends on a constructive relationship between the Board and senior staff; each have their own distinct responsibilities that complement the other and the Board is responsible for ensuring that there is an effective relationship with the Chief Executive. The Board is the employer of our staff.

The Board's main responsibilities are to:

- Lead the Company
- Promote and uphold our values
- Set our strategy and direction
- Agree the Annual Budget and ensure financial viability
- Take account of tenants' views in respect of rents and services
- Monitor performance
- Manage risk
- Ensure legal, constitutional and regulatory compliance
- Promote and demonstrate good governance.

The Board is also responsible for ensuring that we maintain effective relationships with our partners, although day-to-day responsibility is delegated to staff. The Board is responsible for ensuring that all requirements of our Code of Conduct for Governing Body Members and for staff are upheld. The Board must also ensure that it has the necessary range of skills, knowledge and experience to fulfil its role and that our staff have the skills, qualifications and expertise to deliver what is required of them. From time to time the Board will require external independent and/or professional advice e.g. from accountants, lawyers, surveyors etc. Waverley Housing retains Scott Moncrieff (Business Advisors and Accountants) to undertake an independent internal audit programme during each year. The programme of work is agreed prior to the beginning of the financial year and is reported to the Audit and Internal Controls Committee.

Staff support the Board by providing professional advice and expertise; they are responsible for providing the Board with high quality information and advice to make decisions and for implementing the Board's decisions effectively. Staff are responsible for the day-to-day management and operation of the company – for implementing policies, making decisions, managing our relationship with tenants and service users, dealing with complaints and queries, liaison with partners, funders and regulators. Staff are also responsible for consulting with tenants e.g. through our registered tenants' organisations (RTOs) and other tenant or focus groups.

Our Scheme of Delegation contains the Board Terms of Reference which set out the requirements of the Board. The roles of the Chair and Secretary are also set out in our Role Description for Chair & Secretary. Our Board should not have less than 7 members and not more than 10. We review the range of skills, knowledge and experience that the Board requires on an annual basis, through the Appraisal process, to ensure that we have access to the necessary expertise and experience to meet our objectives. Where gaps are identified, we try to address them through training and/or recruitment. We publicise the particular skills we need when any Board member vacancies arise.

Our Board will meet a minimum of 6 times a year, and an AICC and Board Meeting Calendar is issued at the start of each year. Papers are issued a week in advance by post or other preferred method and you are encouraged to raise any queries you might have in advance with the Executive Team to ensure that any additional information is available. New Board Members have the opportunity to discuss the papers with their mentor in advance of the meeting.

In order to ensure that the Board operates as efficiently as possible, we have an established sub-committee – the Audit and Internal Control Committee (AICC). The responsibilities of the AICC are contained within the Scheme of Delegation and specifically outlined in the AICC Terms of Reference. This Committee is able to consider issues in more detail than is possible at Board Meetings. The Terms of Reference for the AICC describe their role and responsibilities and set out any powers they have to make decisions. The AICC can only act in accordance with the responsibilities that are delegated to them in the Scheme of Delegation. Decisions of the AICC

must be reported to the next Board meeting. The Board may also establish working or task groups to progress specific issues, such as new initiatives or a review of service delivery.

4. The role of a Board Member

Board members are appointed in accordance with the Company's Articles of Association. Board Members are people who are interested in and support our activities; they may be tenants or residents in our communities or offer specific technical experience, knowledge and skills.

As a Member of the Board you must always act in the best interests of Waverley Housing and you must not be influenced by any personal, business, financial or other interests. In order to be a member of the Board, you must sign and agree to uphold the Code of Conduct for Governing Body Members. You must also accept collective responsibility for decisions that the Board has taken (provided the decision has been taken properly and is in accordance with our Articles of Association, Standing Orders, Memorandum of Association and other associated documentation).

All Board Members are expected to use their skills, knowledge and experience for the benefit of the Company. Some Members will offer life experience whilst others will bring professional expertise: it is essential that our Board has an appropriate range of skills, knowledge and experience.

Every Board Member shares the same level of responsibility regardless of their background: a Board Member who is a lawyer or accountant, for example, has the same level of responsibility as someone who has no professional qualifications or who is not in employment. These responsibilities are set out below.

Board members are expected to:

- Attend and be well prepared for meetings
- Contribute effectively to discussions and decision making
- Contribute to annual reviews of our performance, activities and progress
- Take part in training and other learning opportunities
- Take part in an annual review of the effectiveness of our governance
- Participate in an annual appraisal of your individual contribution to our governance
- Maintain and develop your knowledge of relevant issues and the wider housing sector
- Represent Waverley Housing positively and effectively
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the Board and between the Board and staff
- Be aware of and comply with the restrictions on payments and benefits and
- Register any relevant interests as soon as they arise and comply with our Entitlements, Payments & Benefits Policy

To support you in your role, new Board Members are expected to take part in an Induction Programme which offers opportunities to meet staff and find out more about what we do as well as identifying an experienced Member of the Board who will act as your mentor for the first six months or as required.

All Board Members are expected to participate in training to keep their knowledge up to date: this might take the form of:

- Briefings provided by staff
- In-house training from an external source
- Attendance at conferences and events
- Reading publications and journals
- On-line research.

Members of the Board elect the Chair of the Company (who must be an elected Board Member). The Chair has additional responsibilities which are described in our Role of the Chair and Secretary, which include:

- Leading the Board and sub-committees constructively, providing direction and managing meetings effectively
- Developing and maintaining a constructive and positive working relationship between the Chair and the Chief Executive and between the Chair of any sub-committees and Senior staff
- Upholding the Code of Conduct and promoting good governance; ensuring that any breaches are investigated appropriately
- Ensuring the business of Waverley Housing is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- Ensuring that the Board has access to the range of skills, knowledge and experience necessary for the achievement of our aims and objectives and for the fulfilment of the Board's responsibilities
- Ensuring that the Board has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Providing support to new and experienced Board Members by promoting access to relevant induction, training and development opportunities.

All Board Members are expected to contribute positively to our governance by being well prepared for meetings, willing to contribute your views and opinions and ensuring that we are seen to operate to the highest standards of governance, integrity and probity.

Each year, every Board Member is expected to take part in an appraisal of your individual contribution to our governance. This is carried out by the Chair and used to inform the development of annual training and development programmes for the Board and its Members. Our Board Appraisal process and Code of Conduct require Board Members to participate in this process, which is also a regulatory requirement (see Code of Conduct Principle F – Accountability F.4.6). We also use this process to help us plan for the future by identifying the skills, knowledge and experience that the Board has and those areas that we might want to strengthen, for example because experienced Board Members are planning to end their involvement with us.

5. The Responsibilities of being a Board Member

Being a Director is a voluntary role which carries legal responsibilities. These include:-

- Using your skills, experience and judgement to help make the business successful
- Following the Company's Memorandum and Articles of Association and ensuring it meets its legal obligations
- Making decisions for the benefit of the company, not yourself
- Declaring any personal interests
- Ensuring that the company keeps accurate records
- Making sure the accounts present a "true and fair view" of the company's finances
- Complying with the law (e.g. health and safety, employer responsibilities).

These responsibilities are reflected in the role description above and in the Code of Conduct that you must sign annually.

We are also a Scottish Charity: this means that Board Members are Charity Trustees with legal responsibilities which include:

- Acting in the charity's best interests at all times
- Ensuring that the charity's activities comply with its aims and objectives
- Acting with care and diligence
- Complying with all relevant legislation
- Ensuring that the charity fulfils its reporting obligations to the Office of the Scottish Charity Regulator (OSCR) including the submission of an annual return and accounts.

Our Code of Conduct for Governing Body Members is the framework that reflects these duties. It contains seven principles (explained in detail in your Code of Conduct):

- Selflessness
- Openness
- Honesty
- Objectivity
- Integrity
- Accountability
- Leadership

It is a condition of being a Board Member that you sign and uphold the terms of the Code of Conduct. You must be able to demonstrate that you receive no benefit or preferential treatment because of your involvement with us; this applies to our staff too.

This restriction does not mean that you should be unfairly disadvantaged, however we apply specific procedures to any decision or transaction that a reasonable and objective person might think you have a personal interest in, but to which you are entitled. So, if you or someone you are close to has applied for one of our houses and you meet our allocations criteria, you will not be prevented from accepting a tenancy, as long as the allocations policy and procedures have been followed and you have played no part in any of the consideration. You should be aware, however, that we cannot offer employment to anyone who is closely associated with a current or recent Board Member.

If you, or someone you are close to, have any personal, financial or business interests that are relevant to our activities, you must declare them to and record them in our Register of Interests. If you or someone you are close to have any such interests that conflict with ours, you will be required to manage them appropriately – in some circumstances, this may mean that you cannot continue to be a Board Member.

You must declare any interests as soon as you are aware of them and you should keep your register entries up to date at all times. Please see Table in Section 3.6 within the Code of Conduct which describes the people who are or might be considered to be closely associated with you.

If you become aware of any action or interest involving any of the people contained in Table A, that are relevant to our activities, we expect you to declare and manage it appropriately as soon as possible. We expect you to always know about any such interests involving people in Group 1 and also in relation to anyone in Groups 2 and 3 that you are in regular contact with.

In the event of a matter being discussed by the Board in which you have declared an interest, you must leave the meeting whilst the discussion is taking place and you must not play any part, or seek to play any part, in making the decision.

Our Entitlements, Payments and Benefits Policy describes how you should respond to any offers of gifts or hospitality: you should decline any hospitality or gifts that exceed the value permitted in our policy and you should record all offers, whether accepted or not, in the Gifts & Hospitality Register. Examples of hospitality that is permitted include attending events associated with our

business activities, conferences and training events, events hosted by our partners that are relevant to our business. Examples of hospitality that should be declined include invitations to sporting events or social occasions that have no relevance to our business. Where we receive gifts from suppliers or other partners (e.g. at Christmas) we place them in a raffle that staff and Board members are invited to purchase tickets for and the proceeds are donated to selected charities. For the avoidance of doubt, we do permit the acceptance of small gifts as gestures of thanks or appreciation provided these are recorded in the register; we normally expect these to be shared with colleagues.

6. Engaging with tenants and other customers

The Regulatory Framework requires the Board to lead and direct Waverley Housing to achieve good outcomes for tenants and other service users and to seek out and take account of the needs, aspirations, views and priorities of tenants and other customers in reaching decisions and agreeing strategy. We are required to make information widely available about our services, performance and plans.

Our performance in respect of complying with these requirements is measured, in part by our performance in meeting the expectations of the Tenants' Charter. The Scottish Social Housing Charter is a statement by Scottish Ministers of the standards that tenants and other service users can expect from their social landlords. It is used by the SHR to assess and report on social landlords' performance in providing housing services.

All RSLs are required to meet the requirements of the Charter, which was introduced by the Housing (Scotland) Act 2010. Landlords have been required to monitor and report on their performance against the Charter since April 2013. All RSLs must submit an Annual Return on the Charter (ARC) to the SHR by 31 May each year. The ARC contains statistical and performance information about the standards and outcomes that the Charter contains.

These fall into seven categories:

- **Equalities:** making sure that all customers' needs are met and that people are treated fairly
- **Customer and Landlord Relationship:** ensuring that customers find it easy to communicate with us and to participate in decisions about services
- **Housing Quality and Maintenance:** our compliance with the Scottish Housing Quality Standard (SHQS) and other standards, ensuring that our houses are in good condition when allocated and that repairs are carried out well at times that suit customers
- **Neighbourhood and Community:** ensuring that neighbourhoods are well maintained and tenants feel safe living in them
- **Access to Housing and Support:** the availability of information about housing options, allocations and progress of applications; the ease of applying for a house and the availability of information and support to sustain tenancies; the role of councils in meeting the needs of homeless people
- **Getting Good Value from Rent and Service Charges:** providing services that customers believe deliver continually improving value for money; affordability and the provision of information about how rent is spent.

General Data Protection Regulation

Following a number of years of preparation the General Data Protection Regulation was approved by the European Parliament on 14th June 2016. The enforcement date is 25th May 2018. The EU General Data Protection Regulation (GDPR) replaces the Data Protection Directive and is designed to harmonise data privacy laws across Europe, to protect and empower all EU citizens data privacy and to reshape the way organisations approach data privacy.

Part of the expanded rights outlined by the GDPR is the right for people (data subjects) to obtain from the data controller confirmation as to whether or not personal data concerning them is being processed, where and for what purpose. Further, the controller shall provide a copy of the personal data, free of charge, in an electronic format. This change is a dramatic shift to data transparency and empowerment of data subjects.

To achieve compliance Waverley Housing will, amongst other things, require to update and introduce Privacy Policies, Fair Processing Procedures, Conditions for Consent and contractual provisions for data processor contracts.

- **Services to Other Customers:** (this applies mainly to local authorities and their services to gypsy travellers).

The SHR publishes information on individual landlords' performance against the Charter in August each year; landlords are required to publish reports for tenants that show their performance by October. We consult each year with tenants on the format of our annual performance report on the Charter and take account of their views in developing its style and content (which must meet regulatory requirements too).

A key expectation of the Charter is that landlords compare their performance with that of other landlords; consequently, many housing providers carry out benchmarking either by being members of a formal benchmarking club or through less formal groups of similar organisations which share information. Waverley Housing is a member of the Scottish Housing Network and HouseMark for benchmarking purposes. All RSLs are expected to carry out regular tenant satisfaction surveys which include specific questions relating to the landlord's performance against the Charter. These surveys are carried out every three years.

We seek feedback from tenants about their experience of the range of services that we provide, including repairs and maintenance services – their satisfaction with the process for reporting a repair and the availability of information about what would happen as well as satisfaction with the quality of work carried out and the courtesy of tradespeople. This information is reported to the Board monthly.

We have 2 Registered Tenants Organisations (RTOs) as well as other tenant groups. We are required to consult with RTOs about specific matters relating to service delivery and to provide them with administrative and other support. We provide similar support to our tenants' groups which are not registered.

We have a Customer Review Panel which is made up of a cross-section of our customers. Their role is to monitor our performance and to influence service development and delivery. From time to time, we consult the Panel and our tenants' groups about specific proposals. The Board receives regular reports on the work of the Customer Review Panel.

We maintain a comprehensive website which we promote as the first point of contact with anyone who wants to find out about us or the services we offer. Our website includes information about our policies and procedures and an intranet for Board members to access using a password is planned.

We publish a minimum of 3 newsletters a year which are available to download from the website and are also delivered to every tenant. We also publish corporate and tenant's e-newsletters monthly. Anyone who is dissatisfied about any aspect of our service can make a complaint – our complaints policy meets the requirements of the model produced by the Scottish Public Services Ombudsman. The Board receives reports about complaints and their outcomes on a quarterly basis.

7. Funding

The Board is responsible for ensuring that Waverley Housing is financially viable and that our financial affairs are conducted in accordance with the law and regulatory requirements. To carry out this responsibility, the Board receives regular reports and has an established Audit and Internal Control Committee (AICC) to oversee and monitor our financial affairs. Amongst other responsibilities, the AICC reviews the auditor's reports, monitors internal financial controls and risk assessment, oversees the internal audit programme and makes recommendations to the Board.

The main source of income for Waverley Housing is the rent paid by our tenants. More than 95% of our annual budget is met by rent. The remainder comes from factoring services that we provide to owners and from grants that we receive for specific projects and initiatives.

We review our rents annually and are required to consult with tenants on the proposed increase; our rent policy and budget planning processes anticipate that rents will rise by inflation plus a maximum 1%. Our last increase agreed was differentiated across stock types. Based on the Consumer Price Index, the undernoted rent increases were approved for 2018/19.

- A rent increase of 5.5% to apply to 1 apartment properties.
- A rent increase of 4.5% to apply to 2 apartment properties.
- A rent increase of 3.7% to apply to all other properties and garages.
- A service charge increase to £4.97 per week for tenants living in Beech Avenue.
- A service charge increase to 96p per week for tenants living in Larch Grove, Laurel Grove and Hawthorn Road.

The SHR has recently emphasised the importance of ensuring that rents are affordable to our tenants and has indicated that it may seek to take regulatory action if rents increase beyond a level that is regarded as affordable.

Over 50% of our tenants receive housing benefit to help with their rent payments; with almost half of those (24%) receiving full housing benefit to cover all of their rent. Most of the housing benefit claimed by tenants is paid directly to us by Scottish Borders Council which means that we are sure of receiving this income on a regular basis. Proposed changes to the welfare benefit system mean that the proportion of our tenants who have to pay some of their rent themselves will continue to increase. In order to prepare for this change and for the move to universal credit we have extended the range of advice services that we offer to our tenants to ensure that they have access to comprehensive information and support to enable them to make their claims.

We anticipate that tenants moving from direct payments of their housing benefit to Waverley on to Universal Credit may adversely affect our receipt of direct payments. Our staff will work closely with tenants moving on to Universal Credit in order to maximise our receipt of direct payments where appropriate.

We have worked in partnership with local advice agencies and other RSLs to access government funding to make information available to tenants both through the development of their services

and by employing our own Financial Inclusion Officer to complement our Tenancy Sustainment Officer.

We have been successful in accessing some other sources of funding for specific projects to improve the quality of our houses and their neighbourhoods. In order to address fuel poverty and improve energy efficiency, we have been successful in obtaining ECO funding from energy providers to insulate homes and the supply of alternative fuel sources for heating systems.

We provide factoring services to over 400 owners who live in neighbourhoods where we are the landlord. We generate sufficient income to cover the costs of providing this service which contributes to maintaining neighbourhoods as places where our tenants feel safe and want to live.

As well as funding our annual programme of repairs, cyclical and planned maintenance, we have to repay loans that we took out to fund the building and improvement of our housing stock. We have a loan portfolio which identifies our total borrowings and the lenders and we report to the Board on our compliance with the terms of these loans on a quarterly basis. We are required to make an annual loan portfolio return to the SHR. It is essential that we meet the terms of these loans to avoid any penalties or breaches that could have a serious impact on our financial strength. These conditions are known as “loan covenants” and our compliance is reported and monitored on a monthly basis by Management Team and the Board and within quarterly reports to our funders.

8. Regulatory Requirements

We are required to comply with the SHR’s Regulatory Standards of Governance and Financial Management. The current regulatory framework was introduced in 2012.

There are six regulatory standards:

- 1) The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users
- 2) The RSL is open and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. Its primary focus is the sustainable achievement of these priorities
- 3) The RSL manages its resources to ensure its financial well-being and economic effectiveness
- 4) The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation’s purpose
- 5) The RSL conducts its affairs with honesty and integrity
- 6) The governing body and Chief Executive Officer have the skills and knowledge they need to be effective.

In addition to these standards of governance and financial management, the SHR has established constitutional standards. References to these are contained within our Articles of Association and other documentation in this Handbook. Amongst other things they describe the duties of the Chair and eligibility for membership; establish requirements to have a Code of Conduct in place and specify that Board Members must participate in annual reviews of their individual effectiveness. Additionally, the SHR’s regulatory standards require that any Board Member who is seeking to continue as a member having already been a Board Member for nine years or more must have their nomination for re-election approved by the Board.

Our Chair cannot hold office for more than five years. If the Board wishes to make changes to the Articles of Association, it must firstly seek approval of the Scottish Housing Regulator. Where any amendment affects the purposes of the company, the prior approval of the Office of the Scottish

Charity Regulator (OSCR) is also required, within prescribed timescales. Subject to the approval of the Regulator and OSCR, a special resolution will be presented to a general meeting.

The SHR uses the statistical and performance information that all RSLs are required to submit annually to determine the level of engagement that it has with each individual organisation. Where it determines that medium or high engagement is appropriate, the SHR publishes a Regulation Plan which sets out the reasons for their engagement, describes any issues that they are specifically interested in or concerned about and identifies the additional reporting requirements on the landlords. Escalations in the level of regulatory engagement can constitute a breach of a RSL loan covenant.

As a result of the publication of a Regulation Plan, some landlords may be required to produce and implement an action plan and the SHR will monitor their progress in achieving its outcomes and targets. All Regulation Plans can be accessed on the SHR website.

On 28th March 2018 the SHR wrote to Waverley Housing to confirm that they had completed their annual regulatory risk assessment and decided on the level of engagement needed for all registered social landlords (RSLs) during 2018/19.

The SHR assessment took account of the most recent information returns from RSLs including the Annual Return on the Charter (ARC), the return on the Energy Efficiency Standard for Social Housing (EESH), audited accounts, five year financial projections, loan portfolio return and other information from their engagement with individual RSLs. The SHR also took account of the regulatory implications of risks we have identified that could impact on all RSLs. In line with the regulatory framework, the SHR categorised the level of engagement they need to have with individual RSLs into three categories - low, medium and high.

The SHR confirmed their decision to have a low level of engagement with Waverley Housing and confirmed that they did not intend to publish a regulation plan for us.

All RSLs are required to notify the SHR about specific events that may involve some risk to tenants and/or its financial well-being and/or its reputation or that of the wider sector.

These notifiable events include:

- Breach of the Code of Conduct
- Resignation of the Chair/CEO or other senior staff
- Fraud or attempted fraud
- Serious complaint, allegation or investigation
- Serious incidents (such as a fire)
- Major organisational change
- Breach of legislation (e.g. health & safety) or regulatory standards
- Breach of financial covenants
- Failure of governance.

The SHR's guidance leaflet on Notifiable Events is attached at Appendix 4. The SHR requires to be notified at the earliest opportunity of any notifiable events; those involving governance or organisational issues must be notified by the Chair. All notifiable events must be reported to the Board.

The SHR can take action in the event of a RSL failing to meet required standards or where it believes there is a threat or risk to the interests of tenants and service users. Intervention can take several forms, including:

- Increased regulatory engagement
- Requirement to prepare and implement an agreed Action Plan
- Formal Improvement Notice
- Requirement to co-opt Board Members with the approval of the SHR
- Requirement to appoint a Special Manager with the approval of the SHR
- Suspension or removal of Board Members or agents
- Restrictions on the activities of the RSL pending or following inquiries
- Inquiries
- Direction to transfer of assets to another RSL.

In January 2018 the Scottish Housing Regulator instructed a sector wide review of Our Regulation of Social Housing. The timetable for the 2018 Review is:

- January to March 2018 – Stakeholder consideration and feedback;
- Spring/Summer 2018 – Consideration of responses by SHR;
- Autumn 2018 – Stakeholder consultation on proposed Regulatory Framework;
- Early 2019 – SHR reflection on responses and;
- During 2019 – Publication/Implementation of the new Regulatory Framework.

9. Policies

As a member of the Board, you are responsible for approving the policies that we work to.

Some of these policies are specifically important to our governance. These are:

- Memorandum and Articles of Association
- Business Plan
- Risk Management Policy
- Treasury Management Policy
- Standing Orders and Scheme of Delegation
- Formal statements of the roles and responsibilities of Board Members and Office bearers
- Remits for the Board, Audit & Internal Control Committee, and short-term working groups
- Codes of Conduct for Governing Body Members and staff
- Policy on Entitlements, Payments and Benefits
- Induction and support procedure for new board members
- Framework for annual review of the Board's collective skills, knowledge, experience etc
- Formal process for the annual review of individual Board members' contributions to RSL's governance
- Formal process for the appraisal of the Chief Executive
- Annual statement of recruitment priorities for elections at AGM
- Policy for recruitment, training, support and development of Board members
- Complaints policy and process
- Whistleblowing policy.

10. More information

If there is anything that you want to know more about, please contact:

Fraser Kelly, Chief Executive Officer

Tel: (01450) 364215

E-mail: fraser.kelly@waverley-housing.co.uk

COMPANY DOCUMENTS

AICC & Board Meeting Planner

2019	AICC	BOARD
Jan-19		29/01/2019
Feb-19		26/02/2019
Mar-19	12/03/2019	26/03/2019
Apr-19		30/04/2019
May-19		28/05/2019
Jun-19	11/06/2019	25/06/2019
Jul-19		30/07/2019
Aug-19		27/08/2019
Sep-19		AGM 24/09/2019
Oct-19		29/10/2019
Nov-19	12/11/2019	26/11/2019
Dec-19		TBC
2020		
Jan-20		28/01/2020
Feb-20		25/02/2020
Mar-20	17/03/2020	31/03/2020

Alcohol & Drugs Policy

The Policy

This policy sets out the Company's aims to protect and maintain the health, safety and welfare of Employees and others in the workplace by reducing the risk of alcohol and drug related harm in accordance with the Health & Safety at Work and Misuse of Drugs Acts.

Inappropriate use of alcohol and/or drugs can damage the health and wellbeing of Employees and have a far reaching effect on their personal and working lives. Health issues resulting in misuse of alcohol and drugs include weight problems, sleep problems, cancer, liver disease, mental health problems and stroke.

At work, alcohol misuse, including hangovers, can result in reduced levels of attendance, mistakes, sub-standard work performance, impaired judgement and decision making and increased health and safety risks, not only for the individual concerned but also for others. Furthermore, Employees who drink irresponsibly or commit offences related to the misuse of alcohol or drugs may put the Company's reputation and image at risk.

Employees must present for work free from the effects of alcohol or drugs during working hours.

The Company's approach is to set an expectation based on the individual responsibility of each Employee, that alcohol or drugs will not be used in such a way as to adversely affect safe behaviour or work performance. This policy applies to all Employees regardless of position or seniority. In addition, this policy shall also be observed by all board members, contractors, visitors, agency workers, consultants and other third parties working for, on behalf of the Company.

The Policy in Operation

Definitions

Alcohol problem/misuse: Use of alcohol that harms health, physical, psychological, social or work performance but without dependency being present.

Alcohol dependency: A compulsion to keep taking alcohol either to avoid the effects of withdrawal (physical dependence) or to meet a need for stimulation or tranquilising effects or pleasure (psychological dependence).

Alcohol addiction: A state of periodic or chronic intoxication produced by the repeated intake of alcohol. This means that a dependency has developed to such an extent that it has serious detrimental effects on the user and often their family as well, and the individual has great difficulty discontinuing their use.

Drugs: The term 'drug' applies to drugs controlled under the Misuse of Drugs Act 1971, prescribed drugs and over-the-counter medication and solvents. In the context of this policy, drug misuse is the use of illegal drugs or the use of prescribed drugs, or no-prescribed drugs, or other substances (e.g. solvents) in a way which harms an Employee's health or work or endangers others.

Psychoactive Substances: Sometimes known as "Legal highs" psychoactive substances are substances that have similar effects to banned drugs, such as cocaine or cannabis. A substance which produces a psychoactive effect in a person if, by stimulating or depressing the person's central nervous system, it affects the person's mental functioning or emotional state.

Social or Work Related Functions: Examples include; works nights out, conferences, away days, Christmas parties or office parties.

Corporate Hospitality

Employees whose role involves entertaining for business purposes or representing the Company at events at which alcohol is served, are considered to be attending work related events, even though they may occur outside normal working hours. Consequently, the same standards apply and the Employee must remain professional and fit for work at all times.

At social or work related functions; the Company expects Employees to demonstrate responsible behaviour and to act in a way that will not have a detrimental effect or impact negatively on the Company's reputation. At such work related outings, managers should act to prevent excessive consumption of alcohol by any Employee and should take steps to deal with any unacceptable conduct that occurs at such functions. Any such behaviour may be the subject of disciplinary action.

Driving

If an Employee is convicted of a drink or drugs related driving offence and the Company's reputation is subject to disrepute, the Employee may be subject to disciplinary action. If an Employee commits a drink/drugs driving offence during working hours or whilst working for the Company, this may constitute gross misconduct and may result in dismissal in accordance with the Company's disciplinary policy.

Implementation of the Policy

Employees must not drink alcohol on the Company's premises or the premises of its customers or clients without express permission from a senior manager or director. The possession, use or distribution of drugs for non-medical purposes on the Company's premises, including psychoactive substances, is strictly forbidden and a gross misconduct offence. If you are prescribed drugs by your doctor or using over-the-counter drugs which may affect you behaviour and/or work you should discuss the problem with your manager or supervisor. Management will offer appropriate support in such situations.

Any Employee who does not abide by the rules of this policy, is found to be intoxicated at work or their conduct impaired through substance abuse, will be immediately removed from duty and will normally be subject to the appropriate disciplinary measures, which may include dismissal. This policy covers both alcohol and drugs related incidents at work and alcohol and drugs related offences within/outside work which may damage the Company's reputation.

The Company reserves the right to search Employees or any of their property held on Company premises at any time, if there are reasonable grounds to believe that this policy is being or has been infringed or for any other reason. The Company may also ask existing and prospective Employees to undergo a medical examination to determine whether they have taken a controlled drug, psychoactive substance or has an alcohol abuse problem.

A refusal to give consent to such a search; examination or a refusal to undergo the screening will result in the immediate withdrawal of any offer made to prospective Employees and will normally be treated as gross misconduct for Employees.

The Company reserves the right to inform the police of any suspicions it may have with regard to the use of controlled drugs by its Employees on the Company's premises. A dependency problem may be identified by the Employee, by colleagues or managers. If an Employee has difficulty in meeting the Company's required standards due to their alcohol/drugs misuse or dependency on alcohol, then the Company strongly encourages the individual to inform their immediate manager and seek medical advice or counselling from their general practitioner or a specialist organisation (see Appendix 1 for contact details).

Referral to support will not affect job or promotion prospects.

Where an Employee admits to having an alcohol or drugs problem, or is positively tested (supported by medical evidence), the Company reserves the right to suspend the Employee from work on paid leave to allow the Company to decide whether to deal with the matter under the terms of its disciplinary procedure or to require the Employee to undergo treatment and rehabilitation.

If the Employee does not have an alcohol or drugs problem and/or this is not subsequently supported by medical evidence, the Company will make a full assessment of the situation and decide whether it is appropriate to take disciplinary action.

The Company will, where appropriate to do so, provide full support to an Employee, who acknowledges an alcohol or drugs related problem and subsequently undergoes treatment and/or rehabilitation. This approach will not absolve the Employee from meeting the required organisation standards and rules but will assist in achieving them. Reasonable time off for treatment may be granted – this may possibly involve sick leave with SSP for the duration of the treatment.

The aim is to support Employees in regaining good health. Any Employee who would like their treatment or rehabilitation to be taken into account during any disciplinary procedure or performance appraisal must inform their line manager, in advance. Depending on the progress made by the Employee during the course of their treatment, any disciplinary action may be dropped, suspended for a specified period or continued.

Where the rehabilitation of an Employee with an alcohol or drug problem/dependency is unsuccessful; their performance, attendance or behaviour unacceptable or they refuse or continually neglects to accept, comply with or respond to advice and/or treatment; the Company's disciplinary procedure will be initiated, ultimately dismissal may be unavoidable. Nothing in this policy should be taken as conveying a contractual right that a particular course of action will be followed.

The Company aims to ensure the confidentiality of all Employees experiencing alcohol or drug problems is maintained appropriately; e.g. by personnel, occupational health and line managers. Information regarding individual cases will not be divulged to third parties unless the safety of the person concerned or others would be compromised by not doing so.

ALCOHOL AND DRUGS POLICY – APPENDIX 1

Stay in Control

The government advises that people should not regularly drink more than the daily unit guidelines of 3-4 units of alcohol for men (equivalent to a pint and a half of 4% beer) and 2-3 units of alcohol for women (equivalent to a 175 ml glass of wine). 'Regularly' means drinking every day or most days of the week.

Stick to these guidelines and you are what the Government defines as a 'lower risk' drinker. The same guidelines state that regularly drinking over them puts you at an 'increasing risk' of developing health problems, and if the amount you're drinking is usually double or more than the guidelines you are putting yourself at a 'higher risk' of developing health problems.

If you think your drinking puts you into the increasing risk or higher risk categories, it could be time to re-think your relationship with alcohol.

There are a range of services that offer help and counselling with alcohol and drugs. You can contact any of the services below directly. Alternatively, your GP will be able to help you find the most appropriate support for you.

www.drinkaware.co.uk

Shows your favourite drinks in units, calories and spend, helps track your drinking and gives personalised tips and feedback.

www.nhs.co.uk

Has an online drinking self-assessment tool.

Drinkline - 0800 917 8282

Drinkline is a national alcohol helpline. If you're worried about your own or someone else's drinking, you can call this free helpline, in complete confidence, 24 hours a day.

Addaction – 01896 757843

125 High Street, Galashiels, TD1 1RZ

Email: bordersdirectaccess@addaction.org.uk

Alcohol and drug service for adults aged 16+

NHS Borders Addiction Service – 01896 664430

Galavale Lodge, Tweed Road, Galashiels, TD1 3EB

Alcohol and drug treatment service for adults aged 16+ with complex needs (e.g. substance dependency, physical/mental health comorbidity).

Board Member Expenses Policy

Introduction

Waverley Housing pays expenses to members of the Board and its Committees to meet the costs they incur in carrying out their duties, e.g. travelling to meetings and events. This Policy sets out the expenses that may be reimbursed to Waverley Housing Board/Committee members in connection with their role.

Currently Waverley Housing does not make any payment of remuneration for work undertaken in the capacity as a Board member.

The Secretary shall be appointed by the Board Members for such term, at such remuneration and upon such conditions as they see fit. Any Secretary so appointed may be removed by them.

Policy

The Company will not make payment or grant benefit to a Board Member (or anyone who has been one within the preceding 12 months) except in accordance with the Company's Entitlements, Payments and Benefits Policy.

The Company will meet legitimate expenses which Board Members and co-opted members incur whilst carrying out duties on behalf of the Company and which are acceptable within the terms of this policy.

Conditions

Expenses will only be paid:

For actual expenses incurred where a receipt is provided.

To attend Board Meetings or Committee Meetings.

When undertaking other official business on behalf of the Company on the authority of the Board. This includes attendance at conferences, training events and seminars.

In any of the above circumstances, expenses will only be paid as detailed in Eligible Expenses section below, and where alternative provision was not included e.g. expenses cannot be claimed for meals, accommodation, transport etc. where these are already included in any attendance fee, or they are provided free of charge.

Eligible Expenses

Travel:

Board Members should be aware of "best value" and are expected to use the most cost effective form of transport when travelling on company business.

Exceptions are permitted when there are specific reasons why an alternative had to be used, such as for issues of safety, inaccessibility where a member is frail or disabled, or where the times of departure or arrival are not suitable.

The Company will meet any travel expenses incurred by a Board Member, providing that it falls within the conditions for paying expenses as set out above.

Under the terms of this policy, this includes:

- Standard class fares on public transport (rail bus, air or ferry)
- Taxi fares – at charge rate (receipts must be provided)
- Car mileage - will be in accordance with rates set by HMRC throughout the financial year
- Bridge tolls, car park fees (receipts must be provided)

- Fines for breaching parking regulations, speeding or other road traffic offences are not included.

Meals:

Meal expenses will be payable to Board Members who are prevented by their official duties from taking their meal at home (or where they would ordinarily take their meals), and thereby incur additional expenditure.

This does not include attendance at Board Meetings, Committee Meetings or other meetings at the Company offices, or where a suitable meal has been provided or has been reimbursed.

Meals covered are breakfasts, lunches and evening meals except where any of these are included in the price of the overnight accommodation. Actual expenses will only be paid up to a maximum amount, which shall be determined by the Board from time to time.

The current rates are as follows:

Breakfast:	up to £ 8.00
Lunch	up to £12.50
Evening Meal	up to £26.50

(up to a maximum of £47 per day)

Child Care:

The Company will meet the costs of childcare incurred through having to have a child looked after while carrying out duties associated with being a Board Member. This is providing that a receipt for the expense incurred is provided and that the person minding the child is not a member of the Board Member's household.

Child-minding expenses will be paid for any child, step child or child for whom a Board Member is the legal guardian. Such children must normally live with them and must be under the age of 16.

Childcare costs cannot be claimed where cheaper or free alternatives are available e.g. where a crèche was provided.

The cost will be met in full, subject to a valid receipt from a Registered Child Minder. In the absence of such documentation, the Scottish Living Wage (hourly rate) will apply.

Care of Dependant Relatives:

Board Members can claim expenses incurred through having dependent relatives cared for while they are carrying out duties associated with being a Board Member, providing they can provide receipts for expenses incurred and the person caring is not a member of the Board Member's household.

The Company may ask for documentary evidence of the relationship of the dependent to the Board Member and any legal duty of care e.g. payment of relevant social security benefit, payment from social work etc. before paying expenses.

The cost will be met in full, subject to a valid receipt (e.g. Social Work invoice). In the absence of such documentation the Scottish Living Wage (hourly rate) will apply.

Overnight Accommodation:

Where accommodation costs are not covered in any other way e.g. within a residential delegate fee or invoiced directly to the Company, Board Members' costs will be approved by the Board prior to the booking of accommodation. In exceptional circumstances where accommodation is required and it is not practical to obtain Board approval, accommodation may be booked and reimbursed up to a maximum of £80 per night. Receipts must be provided.

The Company recognises Board Members will incur additional personal expense whilst staying overnight when representing the company and will pay a Daily Allowance to meet incidental expenses arising from an overnight stay at a rate to be determined by the Board. The current rate for incidental expenses is up to £22 per day.

Loss of Earnings:

The Company may also reimburse a Board Member for any loss of earnings or annual leave entitlement in the following circumstances providing that:

- 1) The payment is not being made in respect of a routine meeting.
- 2) The meeting or event could not reasonably have been held at an alternative time.
- 3) The attendance of the Board Member was required and authorised by the Board.
- 4) Another Board Member who would not lose earnings could either not attend in their place, or it would not have been appropriate for them to attend in their place.
- 5) The claimant submits an official letter from their employer confirming that earnings have been lost or annual leave entitlement used.
- 6) The rate payable for loss of earnings will be broadly in line with the Scottish Court Service jurors' allowances.

Loss of earnings will not be paid to those Board Members who are self-employed unless under exceptional circumstances and approved by the Board. Where such payments are made they will be in accordance with point 6 above.

Procedure

Claims should only be made for expenses that are allowed for in this policy.

All claims must be on the official expenses claim form. This must be completed in full and signed and dated by the claimant.

All claims must be submitted within three months' of the date of the claim arising.

The claim will be approved for payment by a member of the Executive Team and forwarded to the financial services section for processing.

The payment of expenses will only be made upon submission of a claim form and will normally be made by bank transfer for members of the Board. All claims must be submitted monthly no later than the 20th of each month or earlier if the 20th falls on a week-end.

Expense claims made by Board Members will be subject to a P11D return to the Inland Revenue and as such will be processed through the payroll system.

Board Members will be required to provide the financial services section with banking details and National Insurance number.

Receipts must be provided for all expenses claimed.

Board Membership & Recruitment Policy

Introduction

Waverley Housing is a 'not for profit' Company registered under the Companies Act 1985 and exists to provide good quality accommodation for those in greatest need in the Scottish Borders.

The Board of Waverley Housing monitors performance of the company and is responsible for ensuring that it is viable, properly governed and properly managed.

Membership

The Board is made up of ten members, six of which are tenant members, three are community members and one additional member performs the role of Chair.

Board members may have a combination of skills and experience but the overall aim will be to ensure that the Board has a balance of strengths and abilities.

Board members provide their services on a voluntary basis and are unpaid. Payment of reasonable expenses incurred in order to participate in Board business will be met by the company.

Please read our Articles of Association for full details on Board membership.

Recruitment

Every four years the company shall hold a General Meeting at which all of the Board members (including the Chairperson) shall be deemed to retire from office and new appointments of Chairperson/Tenant Members and/or Community Members shall be made as per the terms detailed in our Articles of Association.

Should a vacancy arise outwith the four yearly cycle aforementioned then the Board may, at any time, appoint any person to be a member to fill the vacancy until such time as the vacancy is formally filled in accordance with the terms detailed in our Articles of Association and as per our Guidance Notes on Board Member Recruitment.

Induction

Potential Board members will undertake parts 1 and 2 of the induction process and following formal appointment will complete parts 3 - 9 as per Board Member Induction Procedure.

Bribery Policy

Introduction

Bribery is a criminal offence and Waverley Housing (hereinafter referred to as the Company) will not pay bribes or offer improper inducements to anyone for any purpose, nor does it, or will it, accept bribes or improper inducements. Neither will the Company use a third party as an intermediary in giving or receiving bribes.

The Company is committed to the prevention, deterrence and detection of bribery and will not condone any person connected with the Company giving or taking bribes. The Company aims to maintain anti-bribery compliance as “business as usual”, rather than as a one-off exercise.

Purpose

This policy, together with other relevant policies, will assist Employees and Board Members to recognise bribery and engage in Whistleblowing if necessary.

We require that all Board Members and Employees, including permanently employed staff, temporary agency staff and contractors:

- Act honestly and with integrity at all times and safeguard the Company’s resources, for which they are responsible;
- Comply with the spirit, as well as the letter, of the relevant laws and regulations.

Scope

This policy applies to all of the Company’s activities. For partners and suppliers, the Company will seek to promote the adoption of policies consistent with the principles set out in this policy.

The responsibility to control the risk of bribery occurring resides at all levels of the Company.

This policy covers all Board members, Employees, Contractors and Consultants.

The Company commits to:

- Setting out a clear anti-bribery policy and keeping it up to date;
- Making all Board members and Employees aware of their responsibilities to adhere strictly to this policy at all times;
- Encouraging vigilance and reports of any suspicions of bribery;
- Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities;

- Taking firm and vigorous disciplinary action against any individual(s) involved in bribery, up to and including dismissal;
- Including appropriate clauses in Code of Conduct for Employees and Board Members to prevent bribery.

Definition of Bribery

Bribery is an inducement or reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage.

It is unacceptable to:

- Give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- Give, promise to give, or offer a payment, gift or hospitality to any third parties with whom Employees or Board Members have business dealings with;
- Accept payment from a third party that is known or suspected as an offer with the expectation that it will obtain a business advantage for them;
- Accept a gift or hospitality from a third party if it is known or suspected to have been offered or provided with an expectation that a business advantage will be provided by the Company in return;
- Retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns under this policy;
- Engage in activity in breach of this policy.

Gifts and Hospitality

All Board Members and Employees must ensure that they comply with the Company's policy on gifts and hospitality (Entitlements, Payments and Benefits Policy).

Employee Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company. All Employees are required to avoid activity that breaches this policy.

Employees must:

- Ensure that they read, understand and comply with this policy;

- Raise concerns as soon as possible if they believe or suspect that a conflict with this policy has occurred, or may occur in the future.

As well as the possibility of civil and criminal prosecution, Employees that breach this policy will face disciplinary action, which could result in summary dismissal for gross misconduct.

Raising a Concern

The Company is committed to ensuring that all Employees have a safe, reliable, and confidential way of reporting any suspicious activity. The Company want everyone to know how they can raise concerns. Both the Company and its Employees have a responsibility to help detect, prevent and report instances of bribery. Please refer to the Company's Whistleblowing Policy in this connection.

Board Members or Employees who refuse to accept or offer a bribe or those who raise concerns or report wrongdoing can understandably be worried about the repercussions. The Company aims to encourage openness and will support anyone who raises a genuine concern in good faith under this policy, even if they turn out to be mistaken.

The Company is committed to ensuring nobody suffers detrimental treatment through refusing to take part in bribery or corruption, or because of reporting a concern in good faith.

Code of Conduct for Governing Body Members

1. Introduction

There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Governing Body of Waverley Housing who has signed this Code. References to 'we', 'us' and 'our' mean Waverley Housing.

- 1.1 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.
- 1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body 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 Conduct¹. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. 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.
- 1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body 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. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.5 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Governing Body to remove the member(s) involved.

2. Who the Code applies to

- 2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Governing Body and its sub-committees and to the governing bodies of all subsidiaries and members thereof.

3. How the Code is structured

- 3.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.²

¹ Scottish Housing Regulator (2012) Regulatory Framework, Regulatory Standard 5.2

² Committee for Standards in Public Life 1994, Nolan Principles on Standards in Public Life

Each principle is described, as it applies to the activities of a RSL and its Governing Body 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 Governing Body Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

4. The Principles

4.1 The seven principles and what they mean for the purposes of this Code are:

- A. Selflessness**
- B. Openness**
- C. Honesty**
- D. Objectivity**
- E. Integrity**
- F. Accountability**
- G. Leadership**

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

A.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.

A.2 You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

A.3 You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

A.4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.

A.5 You must consider the views of others and be tolerant of differences.

A.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).

A.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 connected³ or their business interests.

A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

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 You should exercise reasonable skill and care in the conduct of your duties.

B.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.

B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on this matter.

B.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 policy on the matter.

B.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.

B.6 You must 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 You must 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 You should always act in good faith when undertaking your responsibilities as a Member of our Governing Body.

C.2 You should use your skills, knowledge and judgement effectively to support our activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with our Articles and policies and procedures.

C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Governing Body member to report any concerns they have about possible fraud, corruption or other wrongdoing.⁴

³ See Code Appendix 1, Table A for definition of closely connected

C.5 You must 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 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.⁵

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. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.

C.8 You, or someone closely connected to you, cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

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 You must 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 SHR and OSCR).

D.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.

D.3 You must 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 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

D.5 You should ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.

D.6 You should 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.

⁴ 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.

⁵ Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

D.7 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in 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 You must always treat your Governing Body colleagues, our staff and their opinions with respect.

E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.

E.3 You must declare any personal interests in accordance with this Code (see Appendix 1 of this Code); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

E.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Governing Body.

E.5 You must uphold our equality and diversity, whistleblowing and electronic communications & social media⁶ policies.

E.6 You must 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 Governing Body and after you have left.

E.7 You must observe and uphold the legal requirements and our Data Protection and Records Retention & Disposal policies in respect of the storage and handling of information, including personal and financial information.

E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

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

⁶ This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL.

F.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Waverley Housing's legal obligations are fulfilled.

F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.

F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.

F.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.

F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive Officer and that it is implemented effectively.

F.7 You must not speak or comment in public on our behalf without specific authority to do so.

F.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.

F.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

<p>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.</p>

G.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.

G.2 You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.

G.3 You must always be a positive ambassador for the organisation.

G.4 You must 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 You must not criticise the organisation or our actions in public.

G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Chief Executive Officer.

G.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Governing Body, staff or other partners.

G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.⁷

5. Declaring and Managing Personal Interests

- 5.1 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 and record it in our Register of Interests.
- 5.2 You must keep your entry in the Register of Interests complete, accurate and up to date.
- 5.3 More details and examples are included at Appendix 1 of this Code.

6. Breach of this Code

- 6.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.
- 6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Chief Executive Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol at Appendix 2 to this Code.
- 6.3 Each member of the Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

⁷ This includes activities on social media, blogs and networking sites.

7. Review

- 7.1 This Code of Conduct was adopted by the Governing Body on 24th February 2015. It will be reviewed in accordance with our Policy Review cycle.

Appendix 1 to the Code of Conduct

Declaring and Managing Personal Interests

1. Introduction

- 1.1 Being a member of our Governing Body 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 Governing Body Member.
- 1.2 However, as we are an organisation that works for the community, it is essential that there is no conflict – and that there can be no reasonable perception of conflict – between your duties as a Governing Body Member and your personal (or personal business or financial) interests.
- 1.3 Any potential conflict between your position as a member of our Governing Body and your other interests must be openly declared and effectively managed so as to protect the good reputation of Waverley Housing 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 approved contractors or BRPP Framework Agreement partners.
 - 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 CEO. 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 in law.

3.2 The following table outlines those who you should consider when declaring interests:

Table A

Group 1 Members of your household	Group 2 People closely associated with you	Group 3 Others you need to Consider
Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home	<ul style="list-style-type: none"> • Parents, parents-in-law and their partners • Sons and daughters; stepsons and step-daughters and their partners • Brothers and sisters and their partners • A partner’s parent, child brother or sister • Grandparents, grand-children and their partners • Someone who is dependent on you or whom you are dependent on • Close friends 	<p>Other relatives (e.g. Uncles, aunts, nieces, nephews and their partners)</p> <p>Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates)</p>

- 3.3 If you are aware of any action or involvement relating to **anyone** in the table then you should declare and manage this as soon as possible.
- 3.4 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.
- 3.5 Please note, we do not expect you to be familiar with the actions of members of your household (Group1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.
- 3.6 **You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with.** We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.
- 3.7 In relation to 3.3 - 3.6 above, when considering your actions you should do so from the point of view of a reasonable and objective observer.

4. Declaring personal interests

- 4.1 A Governing Body Member is required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role. New forms are issued annually in April for Governing Body Members' completion. If during a year, there is any material change in any personal interests, the onus lies with the Governing Body Member to advise the Business Support Section of such, and to complete a fresh declaration form.
- 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 Governing Body – both internal and external.
- 4.4 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.

Appendix 2 to the Code of Conduct

Protocol for Dealing with a Breach of the Code of Conduct

A.1 This procedure sets out the arrangements that will normally apply to potential breaches of the Code of Conduct, which are defined as follows:

- (a) Breaches of the Code of Conduct (the Code) that occur during a meeting and involve a member being obstructive, offensive or disregarding the authority of the Chair
- (b) Other complaints about the conduct of a Member of the Governing Body
- (c) Information that suggests that there may have been a breach of the Code by a member of the Governing Body.

A.2 The Chair has delegated authority to deal with potential breaches of the Code, subject to Clause A.4 below. The Chair has delegated authority, in consultation with other office-bearers, to instruct, progress and conclude investigations carried out in accordance with this protocol.

A.3 A breach of the Code is a Notifiable Event, The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirements (as set out in the relevant guidance⁸) in terms of reporting the outcome of the investigation are met.

Conduct at meetings

A.4 Alleged breaches that occur during the course of a meeting (and which have not happened before) will normally be dealt with by the Chair or sub-committee Convenor, either during the meeting and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate. Where the Chair regards such behaviour as being very serious, it may also be investigated subsequently in accordance with the terms of this protocol, as will repeated incidents of a similar nature.

Other Complaints

A.5 It is recognised that potential breaches of the Code of Conduct may occur beyond Waverley Housing's premises (e.g. whilst a Governing Body member is at an external meeting, attending a training event or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

A.6 A potential breach of the Code, including repeated instances of poor conduct at meetings, will normally be the subject of an investigation, which will be managed by the Chair.

⁸ Scottish Housing Regulator, April 2012, Notifiable Events Guidance.

A.7 Not all potential breaches will be the subject of complaints or allegations. Where they are, they do not have to be made in writing but the Chair and Secretary/Senior Officer should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation.

A.8 In the event that an allegation is made anonymously, it will be investigated as thoroughly as possible, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.

Investigation of a potential breach

A.9 Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. No one who has any involvement in the complaint or the circumstances surrounding it will play any part in the investigation.

A.10 A potential breach of the Code of Conduct (other than that which is being dealt with as described at A.4) will be notified to the Governing Body by the Company Secretary within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation (but will not describe the detail of the complaint) and a recommendation of a suitable person to carry out the investigation. This recommendation should be made by the Chair who may seek advice from our solicitors.

A.11 All investigations will be objective and impartial. A potential breach of the Code of Conduct will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate (as set out at A9).

A.12 An internal investigation will be carried out by three Members of the Governing Body, not including the Chair, who will make a report and recommendations to the Governing Body. They will be supported in the conduct of the investigation by the Senior Officer.

A.13 Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.

A.14 An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.

A.15 The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body. Waverley Housing should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Governing Body.

A.16 Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Governing Body Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.

A.17 The Governing Body Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Governing Body Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Governing Body should agree to grant leave of absence to a member who is the subject of a complaint whilst an investigation is carried out.

A.18 A meeting of the Governing Body will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.

A.19 The Governing Body will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.

A.20 Where, following an investigation, it is concluded that a serious breach has occurred, the Governing Body may require the member to stand down from their position in accordance with the Rules.

A.21 If the Governing Body proposes to remove a member, following investigation, the member will have the right to address the full Governing Body before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority of the remaining members of the Governing Body, in accordance with the Company's Articles of Association.

Action to Deal with a Breach

A.22 If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:

- an informal discussion with the member concerned
- advice and assistance on how his or her conduct can be improved
- the offer of training or other form of support
- a formal censure
- a vote to remove the Member from the Governing Body

A.24 The outcome of any investigation will be notified to the Scottish Housing Regulator.

Definitions

A.25 Waverley Housing will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):

- Failure to act in our best interests and/or acting in a way that undermines or conflicts

- with the purposes for which we operate.
- Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
 - Accepting a bribe or inducement from a third party designed to influence the decisions we make.
 - Consistent or serious failure to observe the terms of the Code of Governance.

Approval and Review

A.26 This protocol was approved by the Governing Body of Waverley Housing on 24th February 2015. It will be reviewed immediately following its implementation to deal with a potential breach or in accordance with our Policy Review cycle, whichever is the earlier.

Complaints Policy

Policy Statement

Waverley Housing values complaints. Well handled, they provide a vital source of feedback and learning to help drive improvement. Poorly handled, they erode the confidence customers and others have in our organisation. Adopting good practice in complaints management is essential to continuous improvement.

At Waverley we strive to provide high quality customer-focused services. On occasion, we may not get everything right and this may bring about a complaint. We define a complaint as:

“An expression of dissatisfaction by one or more members of the public about Waverley Housing's action or lack of action, or about the standard of service provided by or on behalf of Waverley Housing”

This policy statement outlines the principles that we will adopt when we receive a complaint.

We will:

- Embrace the detail and the spirit of the Scottish Public Service Ombudsman (SPSO) Complaints Handling Procedure (CHP), implementing it in its entirety
- Abide by the Property Factors (Scotland) Act 2011 in relation to factoring complaints
- Actively encourage comments, suggestions and complaints
- Use complaints as an opportunity to learn about our strengths and about areas requiring improvement and improve the services we deliver
- Deal with complaints fairly, quickly and confidentially
- Establish what the complainant wants to happen
- Keep complainants informed throughout the complaints process, informing them who is dealing with their complaint
- Attempt to resolve all complaints as close to the point of service delivery as possible
- Monitor and review complaints, reporting our performance in dealing with complaints to our tenants and other stakeholders
- Empower and train ALL staff to effectively manage complaints
- Make our complaints process available and accessible to all

More detailed information can be found in Waverley Housing's Customer-Facing Complaints Handling Procedure.

Complaints about the Executive Team or Board Members Procedure (based on SPSO Model)

COMPLAINTS ABOUT THE EXECUTIVE TEAM OR BOARD MEMBERS

1. Complaints about a member of the Executive Team (comprising the Chief Executive and the Operations Director) should be referred to the Chair of the Board (see contact details below), who will acknowledge the complaint within five days of receipt.
2. All complaints will be considered by the Chair in the first instance and shall reflect the timescales and principles of our Complaints Handling Procedure (CHP).
3. Serious professional misconduct or report of a serious adverse event shall be considered a serious complaint.

Minor Complaints about the Executive Team

4. The Chair will aim to resolve minor complaints made against a member of the Executive Team informally, and in accordance with our CHP but where necessary shall seek independent professional advice.

Serious complaints about the Executive Team

5. Where a serious complaint is raised against a member of the Executive Team and it raises any question of discipline or conduct the Chair will refer the complaint to the Emergency Committee.
6. The Chair of the relevant Committee will, if necessary, seek external independent and professional advice to support the Company in handling, and in some cases investigating, the complaint.
7. Where the decision is taken to investigate a serious complaint, then the full governing body should be told but not about any of the detail, which must be kept confidential.
8. If we need to seek independent professional advice, then the Board will be made aware of the situation from the outset and can authorise any associated costs, if necessary.
9. Once any investigation has been completed the resulting report will be considered by the Committee and a decision on what action to take will be agreed. If there are reasonable grounds to substantiate the complaint, the appropriate procedure will be invoked.
10. Such complaints are notifiable to the Scottish Housing Regulator and will be handled in line with guidance on “notifiable events” issued by them.

11. The Chair of the Emergency Committee shall respond to the complaint and report the decision to the next Board meeting.

COMPLAINTS ABOUT BOARD MEMBERS

12. Complaints about the actions or conduct of any Board Member should be made in the first instance to the Chief Executive who will consider the appropriate action, in line with Waverley Housing's Articles of Association, Code of Conduct and other Policies.

Minor Complaints about Board Members

13. Where it is a minor complaint against the Board Member the Chief Executive will aim to resolve such issues informally, and in accordance with our CHP, but where necessary shall refer to the Company Secretaries or seek independent professional advice.

Serious complaints about Board Members

14. Where a serious complaint is raised against a Board Member, e.g. breach of code of conduct, the Chief Executive will refer to the Company Secretaries who will call a meeting of the Board.
15. The Board will, if necessary, seek external independent professional advice to support the Company in handling, and in some cases investigating, the complaint.
16. Once any investigation has been completed the resulting report will be considered by the Board and a decision on what action is to be taken will be agreed.
17. Such complaints are notifiable to the Scottish Housing Regulator and will be handled in line with guidance on "notifiable events" issued by them.

Contact Details:

Chair of the Board
c/o Executive Assistant (Governance)
Waverley Housing
51 North Bridge Street
HAWICK TD9 9PX
Tel: 01450 364200
Email: info@waverley-housing.co.uk
(Letters should be marked "Private & Confidential")

Entitlements, Payments, and Benefits Policy

(Based on SFHA Model)

1. Introduction

Who the Policy Affects

1.1 This policy is aimed at people who are:

- Members of our Governing Body and of the governing body of any of our subsidiaries
- Everyone who works for us or any of our subsidiaries

1.2 For the remainder of this policy the above will be referred to as “our people.”

About This Policy

1.3 We are a Registered Social Landlord (RSL) and a Scottish Charity. We are part of a sector that has a strong reputation for integrity and accountability to the people we exist to help and to our Regulators. We must ensure that the organisation upholds its reputation and that of the sector. Our people cannot benefit inappropriately from their connection with the organisation.

1.4 This policy describes the entitlements, payments or benefits that our people are able to receive. It also describes what is not permitted and the arrangements that we have in place to ensure that the requirements of this policy are observed.

1.5 The Scottish Housing Regulator (SHR) requires us to have a policy that sets out what payments and benefits we permit and to ensure that these arrangements demonstrate transparency, honesty and propriety (Scottish Housing Regulator (April 2012) Regulatory Framework p28 section 5.13). We must ensure there is no justifiable public perception of impropriety.

1.6 As we are a Scottish Charity, all of our Governing Body Members must also ensure that they comply with the Office of the Scottish Charity Regulator (OSCR) guidance to Charity Trustees (Office of the Scottish Charity Regulator (Aug 2013) Guidance for Charity Trustees, section 3) and charity legislation.

1.7 This Policy is intended to be a practical document that supports us in meeting all of the above requirements, ensuring that none of our people benefits improperly or inappropriately from their involvement with us, but also that they are not unfairly disadvantaged. We expect our people to act in good faith, and in applying the terms of the policy we will always take this into account.

1.8 As someone who is affected by this policy, you are personally responsible for ensuring that you are familiar with and comply with its terms.

- 1.9 At all times, we expect a common-sense approach to be applied to the interpretation and application of this policy. If you are unsure about anything relating to entitlements, payments or benefits you should consult with the Chair or CEO (if you are a member of the governing body) or with your line manager (if you are a member of staff).

What this Policy Covers

- 1.10 This policy covers:

- Managing Your Interests
 - Registering and Declaring Interests
 - Entitlements, Payments & Benefits
- People Connected To You
 - Who Else You Should Consider When Declaring Interests
 - What You Should Consider
- Use of Our Contractors/Suppliers By Our People

Other Relevant Policies

- 1.11 The Code of Conduct is linked to this policy. Failure to comply with the terms of this policy will be regarded as a breach of the Code of Conduct.
- 1.12 You are also required to be familiar with and observe the terms of our Bribery and Fraud policies. We prohibit any attempt to induce the organisation or our people to offer preferential services or business terms and we will at all times comply with the Bribery Act 2010.
- 1.13 Our policies and procedures relating to the following are also relevant to this document and must be complied with at all times:
- Allocations Policy
 - Maintenance Policy
 - Maintenance Procedure
 - Social and Disabled Adaptations Policy
 - Procurement Procedure
 - Training and Development Policy
 - Employee Expenses Policy
 - Recruitment and Selection Policy
 - Sale of Land Policy
 - Purchase of Property Policy
 - Tenant Reward Policy

Please note that this list is not exhaustive and you are required to comply with all of our Policies and Procedures.

2. Managing Your Interests

Registering and Declaring Interests

- 2.1 In order to protect our reputation and demonstrate that we conduct our affairs with openness, honesty and integrity, we maintain a Register of Interests. You must record in this register any interests that you or someone connected to you (see Section 3) has, which are relevant to our business. You will be required to confirm annually that your entry is accurate and up-to-date and it is your responsibility to update changes during the year.
- 2.2 Where you have an interest in any matter that is being discussed or considered at a meeting, you must declare your interest and play no part in the discussion; you must withdraw from any part of a meeting where the interest arises unless it is agreed by remaining members that a person can stay.
- 2.3 The Code of Conduct also contains a section on Declaring Interests that you should comply with at all times.
- 2.4 An annual report will be made to our AICC on the entitlements, payments, benefits that have been recorded in the Register.

Entitlements, Payments and Benefits

- 2.5 Many of the interests you will be required to declare can be classed as entitlements, payments or benefits.
- 2.6 As one of our people, you potentially could be offered benefits over and above that to which you are contractually entitled, such as gifts or hospitality from external parties. Such offers would be as a direct result of you being one of our people and cannot always be accepted. We require that any such offers are managed and recorded very carefully to ensure the highest levels of probity in our organisation. Our people should not benefit – or be seen to benefit – inappropriately from their involvement with us.
- 2.7 Apart from payments that our people are entitled to by contract, statute or other agreement (e.g. salary, expenses), we will only make a payment to, or accept a payment from, someone affected by this policy in exceptional circumstances. Appendix A explains the payments we can and cannot make in more detail.
- 2.8 As we contribute to the economy of the areas we work in and we have commercial and business relationships with many different companies, contractors, suppliers and service providers, you must ensure that we are fully aware of any relevant connection that you or someone you are close to (see section 3) has with any of these businesses or organisations.
- 2.9 Some entitlements, payments and benefits we can never permit, and others we have additional requirements or conditions that must be met before we can permit.
- 2.10 Appendix A lists the entitlements, payments and benefits that fall under this policy, and states:

- Which could be permitted by the organisation
- Which will never be permitted by the organisation
- Which you require to declare in the register of interests
- Any other further requirements the organisation has before permitting

3. People Connected To You

Who Else You Should Consider When Declaring Interests

- 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 associated. There are three groups of people that you need to consider, outlined in Table A:

Table A

Group	Required Response
<p>1. Members of your household</p> <p>This includes:</p> <ul style="list-style-type: none"> • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home 	<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>2. Partner, Relatives and friends</p> <p>This includes:</p> <ul style="list-style-type: none"> • Your partner (if not part of household) • Your relatives and their partners • Your partner’s close relatives (i.e. parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates. 	<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 actions and involvement by those to whom you are closely connected that, should you become aware, we would expect you to notify us by making a declaration in the register:

- a) A significant interest in a company or supplier that we do business with or which is on our approved list. 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.
- b) Where the individual may benefit financially from a company we do business with or is on our approved list
- c) Involvement in the management of any company or supplier that we do business with or which is on our approved list
- d) Involvement in tendering for or the management of any contract for the provision of goods or services to us
- e) Application for employment with us
- f) Application to join our Board or any of its subsidiaries
- g) Application to be a tenant or service user of the organisation
- h) If they are an existing tenant or service user of the organisation

4. Use of Our Contractors & Suppliers

- 4.1 In order to help us maintain our excellent reputation, where possible you should avoid using the organisation's contractors/suppliers for your own personal purposes. We have made a list available to all of our people which outlines the contractors and suppliers that fall under the terms of this policy. This is included at Appendix B.
- 4.2 We recognise that there could be certain circumstances where it might not be possible for you to avoid the use of all the contractors/suppliers on this list, such as where market conditions in your local area make it difficult to obtain a reasonable selection of potential contractors or suppliers. Under such circumstances you could be permitted to use those contractors/suppliers outlined at Appendix B, provided you are able to demonstrate that you have received no preferential treatment in terms of price, quality or any other aspect of service delivery due to your involvement with us.
- 4.3 In order to be granted approval to use those contractors listed at Appendix B, you will be required to demonstrate that there is no reasonable alternative contractor/supplier providing the service required in your local area, and that you will receive no preferential treatment in terms of service or cost (which you will be required to demonstrate through quotations and receipts).
- 4.4 If you are looking to purchase goods or services from any contractor/supplier on this list which exceeds a value of £1,000 then you must complete the EPB – Use of Contractor/Supplier Form and seek the approval from the Chief Executive/Operations Director and/or Chair in advance of purchase of the goods or services. The completed

and approved form should be given to Business Support Section for recording in the EPB register outlining:

- That you have received approval prior to the commencement of works.
- That you received no preferential treatment in terms of service or cost (which you will be required to demonstrate through quotations and receipts).
- Where you inadvertently use a contractor on the list at Appendix B in an emergency situation, you must notify a manager as quickly as possible thereafter and complete the EPB – Use of Contractor/Supplier Form.

4.5 Any contractor/supplier not included on the list at Appendix B can be used without the need for any declaration/further action. Appendix B represents the majority of the contractors/suppliers that we use, but does not include any of our contractors/suppliers that:

- Only provide services of a small value (e.g. local window cleaners or sandwich shops) or,
- Have such a large national or local standing that no favour could ever realistically be gained (e.g. utilities, BT, banks or national chains).

4.6 In making a decision, the company will consider the level of potential reputational risk or any potential conflicts of interest that may arise by granting approval and, if granting approval, consider the steps required to mitigate against future conflicts of interest, such as ensuring that the individual is not involved in any transactions with or decisions about the contractor/supplier in question on behalf of the organisation.

The company will maintain a clear audit trail of every approval to use any contractors listed at Appendix B. The total number of our people to use contractors and suppliers, including the reasons for approval, and confirmation that no advantage was gained due to an individual's role within the organisation should be formally reported annually to our AICC.

5. Review

5.1 The Governing Body requires to set out our policy on payments and benefits and keep it under review. This policy has been approved by our Governing Body and is consistent with the requirements of our Codes of Conduct for Governing Body Members and for Staff. These Codes have been confirmed by the Scottish Housing Regulator as meeting their regulatory requirements.

5.2 This policy was adopted by our Governing Body on 25th August 2015. It will be reviewed 3 yearly in accordance with our policy review schedule.

Appendix A – Entitlements, Payments and Benefits

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
HUMAN RESOURCES AND RECRUITMENT		
<p>All entitlements arising from your contract of employment with us or one of our subsidiaries, including (but not restricted to):</p> <ul style="list-style-type: none"> • Payment of salary to staff • access to car or travel loans or salary advances where specified in the employment contract; • pension and/or private health care provided as part of the remuneration package; • performance related pay or bonus awarded in accordance with contractual terms; • books and equipment in connection with employment or training in accordance with agreed policies and/or contractual terms • Reimbursement of professional fees 	Yes	Any entitlement in the terms of your contract is always permitted without the need to record in the register of interests. There are Human Resource processes in place for this purpose.
Payment to a member of the governing body for their role as a governing body member, in accordance with the terms of their letter of appointment	No	Payments to governing body members for their role as a governing body member are not permitted.
<p>All payments made in accordance with the terms of our expenses policy including:</p> <ul style="list-style-type: none"> • payment of permitted out of pocket expenses • reimbursement of travel costs 	Yes	Entitlements in connection with your role as one of our people are set out in our expenses policy are always permitted and do not need to be declared provided claims are made in accordance with our procedures.
Provision of a loan by the organisation to one of our people	No	This is not permitted unless in connection with the contractual terms of employment. We cannot make any other loans to individuals.
Redundancy or Voluntary Severance payment to an employee	Yes	We can make redundancy payments to an employee in line with terms of their contract, and our Redundancy Policy or

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
		<p>We can make a voluntary severance payment to an employee which is outside the terms of their contract of employment provided:</p> <ul style="list-style-type: none"> • It arises directly from a decision to terminate the employee's contract of employment • Payment is approved by the Governing Body • That the total sum of the non-contractual payment and benefit does not exceed, in the opinion of our employment adviser, the total cost of a successful application by the employee to a Court or Tribunal (including the likely level of compensation that might be awarded by a court or tribunal and associated costs to the organisation to participate in the tribunal) • Payment does not exceed the equivalent of one year's salary for the employee • That this payment is instead of (rather than additional to) any redundancy entitlement
An offer of employment (temporary or permanent) to someone who is closely connected to a member of staff	Yes	<p>This is permitted as long as:</p> <ul style="list-style-type: none"> • There has been an open recruitment exercise in accordance with our policy that you have not played any part in and • You have no direct or indirect line management or supervision responsibility for the post and • The offer of employment complies with our policy and is approved by the Chief Executive and • You complete the EPB Form for Approval detailing your connection to the successful applicant. This form should be passed to the Business Support Section who will record it in the Entitlements, Payments & Benefits Register within five days of the acceptance of the offer.
The offer of employment to someone who is, or has been in the last twelve months, a member of our Governing Body or to anyone who is related to a member of the Governing Body	No	This cannot be permitted.

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
Appointment of one of our staff members to the Governing Body	No	This cannot be permitted in accordance with the Articles of the organisation.
Nominations to join the Governing Body from people who are connected to a serving member.	Yes	This can be permitted in accordance with the Articles of the organisation.
OUR PEOPLE AS TENANTS OR SERVICE USERS		
The offer of a tenancy or lease in one of our or any of our subsidiaries' properties to one of our people or to someone closely connected to them.	Yes	<p>This is permitted as long as</p> <ul style="list-style-type: none"> • it is in accordance with our published allocations policy and • Neither the applicant or anyone connected to the applicant is involved in any way or in any part of the allocation process and • The offer is approved by the Governing Body in advance and • The tenancy is recorded as an interest in the appropriate register within five days of the tenancy commencing
Where one of our people (or someone connected to one of our people) is a tenant and receives a repair, improvement or adaptation to their home	Yes	<p>Repairs carried out in accordance with our policy do not need to be recorded.</p> <p>Adaptations must comply with our policy and be approved by our Governing Body. The adaptation should be recorded in the register of interests within five days of approval.</p> <p>Improvements must be carried out as part of an approved programme and in accordance with our policy. The person affected should declare their interest preferably if/when the programme is being discussed and has the approval of the Chief Executive in advance of works. The improvement recorded in the Entitlements, Payments & Benefits Register of interests within five days of completion.</p>
Where one of our people (or someone connected to one of our people) is a tenant and receives payment of a decoration allowance, tenant reward/incentive as part of an agreed scheme or prize.	Yes	Payment of decoration allowances or incentive/reward payments must be made in accordance with our policies and procedures and recorded in the Entitlements, Payments & Benefits Register within five days of receipt.

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
		Prizes or awards in competitions open to all tenants in the same community (e.g. garden competitions) can only be given if the selection process for giving the award/prize has been carried out by someone who is independent. Receipt of the award and the circumstances surrounding it must be recorded in the Entitlements, Payments & Benefits Register within five days of receipt.
TRAINING AND EVENTS		
Attendance at training events or seminars (e.g. SFHA Conferences) or openings/similar events hosted by other RSLs	Yes	There is no requirement to declare and record in the Register of Interests.
The organisation paying for accommodation in connection with attendance at relevant conferences or events that you are attending on behalf of or in connection with your role with us or our subsidiaries	Yes	<p>Accommodation that is part of a conference or training package does not need to be recorded in the register, but attendance will be recorded on the relevant individual training plan.</p> <p>Residential conferences are important in ensuring that our people have the necessary skills, knowledge and experience to make an effective contribution to our activities.</p>
Attendance by you at events to mark awards, achievements or other significant milestones relevant to our business.	Yes (where not exceeding £500)	<p>The Chief Executive must approve attendance prior to the event which will be subsequently ratified by the Governing Body, and will only do so if:</p> <ul style="list-style-type: none"> • The organisation or one of our people (because of their role with us) has been nominated for an award; or • attendance is in recognition of achievement of or in pursuit of appropriate business development; or • we can demonstrate that attendance or participation is directly related to furthering our aims and objectives. <p>Where we ask you to represent us at such an event, this should be recorded in the Entitlements, Payments & Benefits Register along with any associated costs (including travel, accommodation and the costs of attendance at the event) within five days of attendance.</p> <p>The total cost should not exceed £500 per person and we will make</p>

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
		<p>all arrangements in advance.</p> <p>Where costs would exceed £500, you will not be permitted to attend unless there is a clear, viable business case for attending. In such a case, specific approval of the Governing Body would be required.</p>
GIFTS AND HOSPITALITY		
Gifts received from tenants and external sources	Yes (not exceeding a value of £25)	<p>Small gifts (e.g. a box of chocolates, pens, folders, paperweights) can be accepted if:</p> <ul style="list-style-type: none"> the value does not exceed £25 you do not receive more than one such gift from the same source in a 12 month period Business Support Section are informed to record receipt of the gift in the Gifts & Hospitality Register <p>You should not normally accept other gifts and should decline any gifts with a value of more than £25 unless to do so would cause offence or otherwise damage our reputation. In these cases you must:</p> <ul style="list-style-type: none"> Advise the donor that the gift will be donated to charity or will form part of our annual charity fund raising activities Complete the EPB – Approval Form with approval from the Chief Executive/Operations Director and give to Business Support Section to record the gift and the action taken in the Gifts & Hospitality Register within five days <p>You should not regularly accept gifts from the same source and never more than once from the same source within a 12 month period.</p> <p>Business Support Section should be informed within 5 days of any offers you decline and the reason for this, to allow this to be recorded in the Gifts and Hospitality Register.</p>
Gifts given from us to one of our people or received by	Yes (not exceeding a	Gifts from the organisation to our people can be permitted in cases where

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
one of our people from external sources to mark special occasions.	value of £25)	<p>it is to mark a special occasion or significant event including:</p> <ul style="list-style-type: none"> • Family events (e.g. marriage, milestone birthday, birth of a child), • Retirement • Leaving the organisation <p>Gifts exceeding £25 are permitted provided these are in accordance with any relative Company Policy, e.g. Retirement Policy.</p> <p>These must be recorded in the Gifts & Hospitality Register.</p> <p>Please note, that this does not include collections by our people using their own personal funds to mark special occasions. These are always permitted with no requirement to declare.</p>
Hospitality associated with our business and that of its partners	Yes (when not exceeding a value of £50)	<p>Modest hospitality, such as a sandwich lunch or networking event, is permitted and does not need to be recorded</p> <p>All other hospitality up to a value of £50 is permitted but must be recorded in the register, along with an estimation of the value of hospitality received, within five days of attendance.</p> <p>You should not accept invitations with a value that is greater than £50, unless you have prior approval from the Governing Body. The type of hospitality offered will also be taken into consideration, e.g. we will not normally accept invitations to sporting events, concerts, golf tournaments etc.</p> <p>In this case, the reason for acceptance must also be included in the Gifts & Hospitality Register and countersigned by the Chief Executive.</p>
Our people seeking donations from our contractors/suppliers when fundraising for charity	Yes	<p>This is permitted provided:</p> <ul style="list-style-type: none"> • Approval is gained from the Chief Executive prior to making any approach • Any donations received are recorded in the Gifts & Hospitality Register

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
		We recognise our social responsibility and promote charity fundraising by the organisation and our people.
PROCURING GOODS/SERVICES		
The organisation entering into a contract with an organisation where one of our people, or someone connected to them, has significant control.	No (in almost all cases)	<p>This is not permitted in almost all circumstances. We could only consider this where:</p> <ul style="list-style-type: none"> • The person affected by this policy is not involved in any part of the procurement process or decision • The appointment is approved by the Governing Body which is satisfied that the appointment is reasonable in the circumstances • There is no reasonable alternative (e.g. because of geography or the specialist nature of the goods/services) <p>In such rare circumstances, the appointment would be recorded in the Entitlements, Payments & Benefits Register along with details of the process followed.</p>
The purchase of land or other assets from anyone who is, or has been in the last twelve months, one of our people or who is connected to one of our people	No (in almost all cases)	<p>This cannot be permitted in almost all cases.</p> <p>The only exception would be if you were referred to us under the Scottish Government's Mortgage to Rent scheme, where this would be permitted provided:</p> <ul style="list-style-type: none"> • Our policy and procedures are followed • The prospective seller plays no part in the decision to purchase the property or the processing of the transaction by the organisation • It is declared and recorded in the register within five days upon conclusion
The purchase of goods/services from our suppliers/contractors by one of our people	Yes	<p>This should normally be avoided, and will only be potentially permitted if the procedure identified in Section 4 is followed.</p> <p>Approval to use any supplier/contractor for purchase of goods/services greater than £1,000 in value is required in advance of purchase of goods/ services from the Chief Executive, and recorded in the Entitlements,</p>

EXAMPLE	CAN THIS BE PERMITTED?	FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?
		Payments & Benefits Register within 5 days of purchase.

Appendix B – Contractors and Suppliers

Supplier	Name	Supplier	Name
AQL001	(aq) Limited	KPG001	KPG Professional Services
ARG001	Argyll	LAN001	Language Line Solutions
ASS001	Assa Abloy Entrance Systems Ltd	LAW002	Law At Work
AST001	Astral Hygiene	LLO001	LLoyd Ltd
AVS001	AV Safety Consultants Ltd	LLO002	Lloyds Commercial Finance
B&Q001	B & Q Plc	LOU001	Louis France Ltd
BAU001	Bauer Radio Ltd	LOW002	Lowland Gas Limited
BEA004	Brian Beattie	LUM001	Lumison
BER001	Berwickshire Housing Association	M3001	M3
BLA002	Blair & Patterson	MAC001	MacLeod Glass Ltd
BOR006	Border Slate Suppliers	MAG001	Magnet Limited
BOR009	The Borders College	MAR002	Martinshouse Marketing
BOR013	Border Energy Reports	MAR003	Marsh & Riddell Ltd
BOR015	Borders Hydro Clean Ltd	MAT001	Matt-Locks
BOR017	Borders Health Board	MAX001	Maxwell Motors Ltd
BOR018	Borders Care & Repair	MCL003	Paul Mclean Graphic Design
BOR019	Border Hardware Ltd	MDN001	MDNX Network Services Ltd
BOR020	Border Truck & Plant Services	MED001	Media House
BOR021	Border Aggregates	MEL001	Meltemi Company Clothing Ltd
BRI001	Castleton Software Solutions Limited	MES001	MessageLabs
BRI005	Bright Light Marketing Ltd	MID001	Midburn Joinery Ltd
BRU001	Bruce Motors	MOS001	Mosaic Software
BWL001	B W L Residents Association	NET002	Network Credit Services
CAS003	Castle Computer Services Ltd	NEW001	Newey & Eyre
CCG001	CCG (Scotland) Ltd	OLI002	DA Oliver
CHA001	Chartered Institute Of Housing	PAP001	Paper Shredding Services
CHA002	D Charters	PER001	Personnel In Practice
CHI001	Chiene & Tait	PHS001	PHS Group plc
CHI003	Child Poverty Action Group	PIC001	Pickerings Europe Ltd
CIP001	CIPFA Business Limited	PLU001	Plumbase
CIT002	City Electrical Factors Ltd	PLU002	Plumbstore
CIT003	City Plumbing Supplies	POT001	Pottie Wilson
CIT004	CITB	POW001	Powertec Electrotechnical Services Ltd

Supplier	Name	Supplier	Name
CLA002	Clamp & Pringle	PRI001	Ronan Horton
COC002	G W Cockburn Water & Drainage Services	PRO001	Probrand Limited
COH001	Cohorts by Design Ltd	PSC001	PSC Systems Limited
COO001	Cooks Van Hire	PTS001	Plumbing Trade Supplies
COX001	Peter Cox Ltd	PUB001	Public Internet Ltd
CRO002	Crop Services (Scotland) Ltd	PUL001	Pulsant
CRO003	Crown Paints Ltd	RED002	Graham Redpath
DAL004	Dalex Systems Ltd	REN001	Rentokil Initial UK Ltd
DEP001	Depothire Ltd	RIC002	E Richardson (Joiners)
DES001	B Desport & Co	RIC003	Richardson & Starling
DES002	Desport & Gray	ROB001	Colin Robertson
DOB001	Dobbie & Michie	ROD001	Rodgers Electrical Services Ltd
DOC003	Document Data Solutions Ltd	ROD002	Craig Rodgeron
DOU002	Stuart Douglas	ROX002	Roxburgh Heating
DOV001	J T Dove Ltd	ROX003	Roxburghe Home Solutions Ltd
DUL001	Dulux Decorator Centre	ROY001	Royal Mail
ECO001	Eco Safety Training Co LLP	ROY002	RBS Invoice Finance Ltd
EDF001	EDF Energy 1 Limited	RUT003	K L Ruthven
EDI003	Edinburghs Telford College	SAF001	Safe Services
EDM001	Edmundson-Electric Center	SAG001	Sage Software Limited
EIL001	Eildon Housing Association Ltd	SAV001	Fpd Savills
EIL002	Eildon Enterprise	SBB01	Scottish Borders Housing Association
EIL003	Eildon Pest Control & Hygiene Systems	SBS001	SBS Cumbria Ltd
ELI002	Elite Plumbing & Heating	SCO001	Scott & Paterson Ltd
EMP001	Employers in Voluntary Housing	SCO005	Scott & Foggon Limited
EVE001	Everwarm Ltd	SCO007	Scottish Borders Council
EXT001	Exterior Media (UK) Limited	SCO009	Scottish Federation of Housing Association
FER001	Ferguson & Aitkin Ltd	SCO010	Scottish Gas Plc
FER002	Gordon Ferguson	SCO012	Scottish Power
FIN002	Finlaysons Contracts Ltd	SCO013	Scottish Water
FIR002	The Fireplace	SCO014	Scotshield Ltd
FIR004	1st Choice Fire Protection Services	SCO015	Scott-Moncrieff
FLE001	Graham Fleming	SCR001	Screwfix Direct

Supplier	Name	Supplier	Name
FLM001	FL Memo Ltd	SHA002	SHARE
FOR001	Billy Ford Blinds	SHE001	J & E Shepherd
FOR002	Forth Resource Management Ltd	SPE002	Speedy Asset Services Ltd
FUR001	Furniture@Work Ltd	STE001	James Stewart & Son
GAL001	Galashiels Glass & Glazing	STO001	Storage Xpress Ltd
GBT001	GB Technologies Limited	SUP001	Supplies Team
GLA001	Glass House Gallery	SWI001	James Swinton & Co Ltd
GRA004	Peter Graham & Partners	TAI002	Peter Tait Hygiene Supplies
GRE001	Kevin Greenfield Photography	TEL001	John Telfer
GRI001	J W Grieve Border Gas Ltd	TEN001	Tenants Information Service
HAD001	Haddon & Turnbull	THO004	Levy McCallum Ltd T/A Thomson Lowe
HEN002	Henderson Grass Machinery	TRA002	Travis Perkins
HOM002	Homebase	TRU001	Trust Enterprises Ltd
HOU002	HouseMark Ltd	TUR001	D Turnbull
HOW001	Howdens Joinery	TWE002	Johnston Publishing Ltd
HSS001	HSS Hire	UPD001	John Rae Ltd/Update Systems
HUG001	Huggan Landscaping	VTE001	Vtec Solutions Ltd
HUM002	Hume & Tait	WES001	West Coast Surveys Ltd
IDB001	Id Bureau Services	WIL002	Wilton
IND001	Indicator - FL Memo Ltd	WIL003	Wilson Signs
INT001	Capita Software Services	WOL001	Wolseley UK Limited
ITA001	Italik	WOR001	The Work Ethic
JAB001	J & A B Motors	WOR002	Workwear Express
JER001	Simon Jersey	WRI002	Wrights Hardware
JEW001	Jewsons Limited	XEL001	Xela Scaffolding
KAF001	Kafevend Group Ltd	XER001	Xerox (UK) Limited
KEY001	Keyline Builders Merchants Ltd	YOU002	TC Young Solicitors
KEY002	Civica UK Limited		

Equality & Diversity Policy

General Equality Duty

The equality duty was created by the Equality Act 2010 and replaces the race, disability and gender equality duties. The duty came into force in April 2011 and covers age, disability, gender, gender reassignment, pregnancy and maternity, race, religion or belief and sexual orientation. It applies in England, Scotland and in Wales. The general equality duty is set out in section 149 of the Equality Act. In summary, those subject to the general equality duty must have due regard to the need to:

- Eliminate unlawful discrimination, harassment and victimisation
- Advance equality of opportunity between different groups
- Foster good relations between different groups
- The duty to have due regard to the need to eliminate discrimination also covers marriage and civil partnership. The Equality Act also gives Ministers the power to impose specific duties through regulations. The specific duties are legal requirements designed to help those public bodies covered by the specific duties meet the general duty.

Following a government consultation, the Equality Act 2010 (Specific Duties) Regulations 2011 were laid before Parliament for approval, and came into force on 10 September 2011.

These regulations will promote the better performance of the equality duty by requiring the publication of:

- equality objectives, at least every four years
- information to demonstrate their compliance with the equality duty, at least annually.

As Waverley Housing (hereinafter referred to as the Company) carries out public functions, the Company has committed itself to complying with the Equality duties set out above. A copy of the Company's Equality and Diversity Policy is available on the Company's website.

The Policy

This policy aims to foster a culture of Equality and to recognise the positive contribution that each individual can make to the business irrespective of their sex, marital or civil partner status, pregnancy or maternity, sexual orientation, gender reassignment, race (which includes colour, nationality and ethnic or national origins), religion or belief, age or disability ("the Protected Characteristics").

This policy covers all individuals working at all levels and grades, including senior managers, officers, directors (including Board Directors), employees, consultants, contractors, trainees, home-workers, part-time and fixed-term employees, volunteers, casual workers and agency staff (collectively referred to as “Staff” in this policy).

Staff are entitled to be treated with respect and dignity and the Company will not tolerate any less favourable treatment of any person on the grounds of the Protected Characteristics. It should be noted that Staff have a personal responsibility for the implementation of this policy and to ensure that they treat others with the respect and dignity that they expect to be treated with themselves.

The Policy in Operation

This policy applies to the advertisement of jobs, recruitment and appointment, promotion, training and development, terms and conditions of work, performance management, pay, termination of employment, any references issued and to every other aspect of employment.

All terms and conditions of employment and related benefits shall be non-discriminatory, other than where there are legal grounds for discriminating such as in the case of gender specific jobs.

Applicants for employment will be assessed according to their skills, experience and suitability for the job.

This policy also applies to the treatment of our clients, customers, suppliers and former members of Staff.

Remedies

The senior management of the Company assisted by the Personnel Administrator will take responsibility for monitoring the implementation of this policy. However, if any member of Staff believes that he or she has been discriminated against, harassed or victimised on any of the grounds referred to above, he or she may raise the matter informally with his or her immediate line manager or the Personnel Administrator.

If the member of Staff wishes to raise the matter further, he/she should invoke the Company’s procedure on grievance, setting out in detail the basis of their complaint. All such complaints will be taken seriously by the Company. They shall be treated in confidence and investigated fully by an independent member of management. False allegations which are found to have been made in bad faith, however, will be dealt with under the Company’s disciplinary related procedures.

If a member of Staff is found to have discriminated against, harassed or victimised another member of Staff they will be subject to disciplinary proceedings and depending on the

seriousness of the incident, may be dismissed for Gross Misconduct. In exceptionally serious cases the police may also be involved.

Types of Unlawful Discrimination

Discrimination may be direct or indirect and it may occur intentionally or unintentionally.

Direct discrimination - occurs where someone is treated less favourably because of one or more of the protected characteristics set out above.

Indirect discrimination - occurs where someone is disadvantaged by an unjustified provision, criterion or practice that also puts other people with the same protected characteristic at a particular disadvantage.

Associative discrimination - is where someone is directly discriminated against or harassed for association with another person who has a protected characteristic

Perceptive discrimination - is where someone is directly discriminated against or harassed based on a perception that they have a particular protected characteristic when he/she does not, in fact, have that protected characteristic.

Harassment - related to any of the protected characteristics is prohibited. Harassment is unwanted conduct that has the purpose or effect of violating someone's dignity, or creating an intimidating, hostile, degrading, humiliating or offensive environment for them.

Victimisation - is also prohibited under this policy. This is less favourable treatment of someone who has raised or supported a complaint or raised a grievance under the Equality Act 2010 for discrimination or harassment, or because they are suspected of doing so.

Disability

The Company is committed to ensuring equality of opportunity for those members of Staff whom are disabled or become disabled for the purposes of the Equality Act 2010 during their employment with the Company.

If a member of Staff is disabled or becomes disabled, we encourage them to tell us about their condition so that the Company may support them as appropriate.

If a member of Staff experiences difficulties at work because of their disability, they can contact their line manager or the Personnel Administrator to discuss any reasonable adjustments that would help to overcome or minimise the difficulty. The duty to make reasonable adjustments includes the removal, adaptation or alteration of physical features, if the physical features make it impossible or unreasonably difficult for disabled people to make use of services.

In addition, service providers have an obligation to think ahead and address any barriers that may impede disabled people from accessing a service. Their line manager or the Personnel Administrator may consult with them and their medical adviser(s) about possible adjustments.

The Company will consider the matter carefully and seek to make reasonable adjustments to the member of Staff's role based on that medical advice.

If a member of Staff is unable to continue in their current role as a result of a disability, the Company will consider any alternative roles and vacancies they may have as a way of retaining the services of that member of Staff.

Fraud Policy

Background

Waverley Housing promotes an anti-fraud culture which requires all staff and governing body members to act with honesty and integrity at all times and to take appropriate steps to safeguard resources.

Fraud is an ever-present threat and may occur internally or externally and may be perpetrated by staff, governing body members, external consultants, suppliers, contractors or partners, individually or in collusion with others.

The whole range of internal financial controls including financial regulations and procedures, financial and non-financial, are set up to protect Waverley Housing from risk of loss due to fraud, theft, corruption, mismanagement, or other errors.

The primary responsibility for maintaining these systems lies with the Board and they are supported in this by reviews undertaken by Internal Audit. Members of staff, suppliers, contractors and partners are responsible for operating the systems to minimise the scope for errors or misuse including fraud.

Definition

In law there is no specific offence of fraud. For the purposes of this Policy it is defined as the use of deception with the intention of gaining an advantage, avoiding an obligation or causing loss to another party. The criminal act is the attempt to deceive; attempted fraud is therefore treated as seriously as accomplished fraud.

Fraud can be committed in an infinite number of ways including false representations, altering, concealing or destroying manual or computer records, the misuse of computer facilities or changing computer programs. The suspicion that any of these acts has taken place should be regarded as potentially fraudulent and dealt with as such. Obtaining money (including grants) by providing false information can also be a criminal offence even if it is on behalf of an organisation rather than an individual.

Staff Responsibilities

Waverley Housing staff and governing body members have an obligation to their employer to operate in accordance with approved procedures. This acts as a safeguard for everyone concerned as well as for the organisation as a whole.

Should staff in the course of their duties come across information which leads them to believe that a fraud or other misconduct is being attempted, they should immediately advise an Operational Manager, except that in the event that the Operational Manager may be involved in a possible fraud they should report to the Chief Executive. Board Members suspecting fraud or other misconduct should advise the Chief Executive.

The operational manager shall form a view on the basis of the information provided and if fraud or misconduct is evident the operational manager shall, without delay advise the Chief Executive who shall be responsible for arranging for the matter to be formally investigated.

As soon as it is apparent that a fraud has been attempted or committed, the Chief Executive shall, if in excess of £1,000, or if it involves a member of the Board, its Sub-Committees or a member of the Executive Management Team, immediately notify the Company Secretary, and shall in any case notify the External Auditor and the Chair of the Audit and Internal Control Committee. Reports shall be made to the Audit and Internal Control Committee, the Chair of the Board and the Board if considered appropriate.

The Chair of the Board will notify The Scottish Housing Regulator and Barclays PLC, if necessary. In the case of the Chair being implicated, this will fall to the Chief Executive.

The Chief Executive shall take legal advice on the issue if thought necessary.

The Chief Executive shall enter details of the fraud in the Fraud register.

The Audit and Internal Control Committee shall review the Fraud Register annually.

In the event that the Chief Executive may be involved, the fraud, or otherwise, should be reported direct to the Chair of the Board, or alternatively reported to our Internal Auditors. The Company Secretary should immediately be notified, along with the External Auditor and the Chair of the Audit and Internal Control Committee. Reports shall be made to the Audit and Internal Control Committee, the Chair of the Board and the Board if considered appropriate.

Personnel and Police

Where the results of any investigation suggest that a member of staff or governing body member is implicated in misconduct the Chief Executive shall arrange for them to be interviewed together with their operational manager or such other staff as may be deemed appropriate, in order to confirm the evidence of the records. The Chief Executive shall normally exercise the power to suspend the suspect and arrange for them to be escorted from the building, having collected their belongings and returned any keys they hold. This will enable further enquiries to be made. The Chair will assume this role in the event of implication of a governing body member.

The Chief Executive shall be responsible for informing the police. The following guidelines may be helpful as to the best stage to do this:

- straight away if there are suspicions of corrupt practice.
- before interviews take place where there is some evidence of systematic theft, but it needs to be confirmed by witnessed observation if the case is to proceed to prosecution.

- as soon as fraud has been established if the defaulter cannot be identified from the accounting records.
- probably after the first interview when the records indicate fraud by a particular person.

Where a member of staff or governing body member is suspended under these procedures there will be a need to:

- arrange for access to offices to be suspended;
- disable access to the computer system;
- inform the insurers as appropriate.

Public Relations

If there is any media involvement this should be dealt with by the Chief Executive or appointed media agency.

Subsequent Considerations

Any internal considerations of the matter under question must be documented in such a way as to be capable of being used as evidence if required.

There will be considerations of the links between action by the police and internal disciplinary proceedings. It must be remembered that the burden of proof required by the police is more stringent, (i.e. beyond reasonable doubt).

Waverley Housing is expected to take all appropriate steps to recover monies due in cases of fraud.

There will also be a need for a review of the Company's financial regulation and procedures to establish whether there are any necessary or desirable improvements. Any improvements needed should be implemented immediately.

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

WAVERLEY HOUSING

COMPANY NO: 115066
(Adopted by Special Resolution passed on 30th April 2019)

DEFINITIONS AND INTERPRETATIONS

1. In these Articles:-

“the Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006);

“2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005;

“Board” means the board of Directors of the Company from time to time;

“Chairperson” means the chairperson appointed in accordance with these Articles;

“Charitable Body” / “Charitable Bodies” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

“Charitable Purpose” / “Charitable Purposes” shall mean a purpose which is a charitable purpose for the purposes of section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

“Directors” mean the Directors from time to time and for the time being of the Company, and

“Director” means any one of such Directors;

“Member” means a member of the Company, also a Director under these Articles;

“Scottish Housing Regulator” means the body established under section 1 of the Housing (Scotland) Act 2010;

“Secretary” means any secretary of the Company or any other person who may be appointed from time to time to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

- 1.1 Model articles, including the articles contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Company, and the following shall be the regulations of the Company.
2. Any reference in these Articles to “clear days” in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
3. Unless the context otherwise requires, words or expressions contained in these Articles bear the same respective meanings as in the Act.
4. The Interpretation Act 1978 shall apply to these Articles as it applies to any Act of Parliament. References to the masculine gender shall include the feminine and neuter genders and vice versa and references to the singular shall include the plural.
5. The Company’s name is Waverley Housing.
6. The Company’s registered office is to be situated in Scotland.
7. The Company’s Charitable Purposes are:
 - 7.1 to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
 - 7.2 any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both the purposes of Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts.
8. In furtherance of the Charitable Purposes set out in article 7, the Company shall have the following powers:
 - (a) To carry on any activity which may be carried on in connection with the Charitable Purposes of the Company;
 - (b) to provide good quality housing for rent at affordable rents under secure conditions of tenancy;
 - (c) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the Charitable Purposes of the Company.

- (d) To purchase, take on fee, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the Charitable Purposes of the company.
- (e) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- (f) To sell, fee, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- (g) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person or Company.
- (h) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the company, and the wife, widow, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (k) To promote any Act of Parliament, Provisional Order and other authority to enable the Company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- (l) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (m) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated.
- (n) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (o) To effect insurance against risks of all kinds.
- (p) To invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may

from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.

- (q) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any Company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- (r) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (s) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any Company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- (t) To transfer all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- (u) To subscribe and make contributions to or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated, and to make donations for any public purpose connected with the activities of the Company or with the furtherance of its objects.
- (v) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditional or in trust for any of the objects of the Company.
- (w) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (x) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (y) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that in this Article where the context so admits, 'property' means any property, heritable or moveable, real or personal, wherever situated.

9. Subject to Article 10

- (a) The income and property of the Company shall be applied solely towards the promotion of its objects as set out in Article 7 of these Articles;

- (b) No part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members/Directors of the Company;
 - (c) No Director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable; and
 - (d) No benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses.
10. The Company shall subject to complying with sections 67 and 68 of the 2005 Act and notwithstanding the provisions of Article 9, be entitled:
- (a) to pay reasonable and proper remuneration to any Director / Member of the Company in return for services actually rendered to the Company;
 - (b) to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any Director / Member of the Company;
 - (c) to pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director / Member of the Company;
 - (d) to purchase assets from, or sell assets to, any Director / Member of the Company providing such purchase or sale is at market value.
11. The liability of the Members is limited.
12. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
- 12.1 If on the winding up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the Members of the Company but shall be transferred to some other Charitable Body or Bodies (whether incorporated or unincorporated) whose Charitable Purposes are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among Members to an extent at least as great as under these Articles.
- 12.2 The Charitable Body or Charitable Bodies to which property is transferred under Article 12.1 shall be determined by the Scottish Housing Regulator in accordance with section 106 of the Housing (Scotland) Act 2010.
- 12.3 To the extent that effect cannot be given to the provisions of Articles 12.1 and 12.2, the relevant property shall be applied to some other Charitable Purpose or Charitable Purposes.

13. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director of the Company.

MEMBERSHIP

14. Membership of the Company shall not be transferable and shall cease on death.
15. There shall be no fewer than 7 and no more than 10 Members. Should the number of Members fall below 7 the Company may act so as to appoint additional Members.
16. Membership shall be open to persons willing to act as Directors who are not disqualified from acting as a director under the Act or as a trustee under the 2005 Act. Such persons shall, upon appointment/election and together with other Members (Directors) provide a fit-for-purpose comprehensive skill-set to take forward the charitable purposes of the Company.
17. Subject to Articles 18, and 19, Membership of the Company shall consist of the Directors and shall commence on the date of appointment of a Director.
18. No employee of the Company may become a Member; a person admitted to membership shall automatically cease to be a Member if he becomes an employee of the Company.
19. A person shall cease to be a Member if he or she ceases to hold office as a Director of the Company in accordance with Article 68.

REGISTER OF DIRECTORS / MEMBERS

20. The Directors shall maintain a register of Directors (also serving as a register of Members) setting out the name and address of each Member and the date on which Membership / Directorship commenced and ceased.

GENERAL MEETINGS

21. The Company may in each year opt to hold a general meeting of its Members as an Annual General Meeting (the "AGM") in addition to any other general meetings in that year, and shall specify the AGM as such in the notice calling it. An AGM shall be held at such time and place as the Directors shall appoint.
22. The Directors may, whenever they think fit, convene a general meeting of all of its Members. The Directors must convene a general meeting of the Company if there is a valid requisition of Members (under section 303 of the Act) or a requisition by a resigning auditor (if any) (under section 518 of the Act).
23. All general meetings shall be called by giving at least 14 clear days' notice to specify the date, time and location of the meeting and the business to be considered and details of how a Member may appoint a proxy. If it is proposed to move any special resolution at the meeting, the full text of the special resolution must also be included in the notice of the meeting.
24. Notice of the meeting may be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the Members of the Company, to the Directors and to the auditors of the Company; provided that a meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority of the Members at that meeting (representing not less than 90 (ninety) per cent of the total voting rights of all the Members of the Company) in accordance with section 307 of the Act.
25. Notice of a general meeting may be given either:
 - (a) in writing or (where a Member has notified the Company of an address to which Electronic Communication may be sent) in electronic form; or
 - (b) by means of a website where the Company has complied with section 309 of the Act.
26. The accidental omission to give notice of any general meeting of the Company to, or the non-receipt of a notice of a general meeting of the Company by, any Member or other person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

27. No business shall be transacted at any meeting unless a quorum is present; four Members present in person or by proxy shall be a quorum.
28. If the quorum required under the preceding Article 27 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
29. The Chairperson (or, in his absence the Vice-Chairperson) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Chairperson nor the Vice-Chairperson is present and/or willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Members present shall elect one or their number to act as chairperson.

30. The Chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
31. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
32. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
33. A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairperson or 10% of the Members present in person or by proxy and entitled to vote.
34. Unless a poll is demanded in accordance with the preceding Article 33, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
35. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
36. If a poll is demanded in accordance with Article 33, it shall be taken at once by means of a secret ballot of all the Members present in person or by proxy and entitled to vote conducted in such manner as the Chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
37. A resolution in writing signed by all the Members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more Members.

VOTES OF MEMBERS

38. Every Member shall have one vote which may be given personally or by the use of a proxy in a form approved by the Board. In constituting a quorum a Member present by proxy shall be counted as present. A proxy need not be a Member. An instrument appointing a proxy and any authority under which it is executed and a copy of such authority certified notari ally or in some other way approved by the Board shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the general meeting of the Company or in any instrument of proxy sent out by the Company in relation to the general meeting of the Company not less than 48 hours before the time

for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he may have, except in relation to a vote on the appointment to the office of Chairperson.
40. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

DIRECTORS OF THE COMPANY

41. The Directors of the Company shall comprise the Members :-
- (with effect from the date of their appointment/election as a Director and admission to membership, such date also being the date of their admission as a Member). The Company shall have no less than seven Directors and no more than fifteen Directors.
42. The Directors:
- 42.1 shall maintain at all times a document setting out the key-skills required from its Directors for the specific purpose of assisting in relation to the appointment of replacement and / or additional Directors pursuant to these Articles so as to ensure a skill -set -fit-for-purpose to take forward the Charitable Purposes of the Company;
- 42.2 as part of Article 42.1, take steps to ensure, so far as possible, opportunity for Tenants of the Company to put themselves forward for appointment election as Directors/Members.
43. Directors may be elected at a general meeting or appointed by the Directors.
44. Directors shall hold office for a maximum of four years at any one time, after which they shall retire at the next occurring general meeting or meeting of the Directors, though retiring Directors shall be eligible for re-election at that meeting. For the avoidance of doubt, any Director re-appointed in this way shall be deemed to have held the position of Director/Member continuously.

DIRECTORS' INTERESTS

45. Subject to the provisions of the Act, the 2005 Act and Articles 9 and 10 of these Articles and provided that he or she has disclosed to the Board the nature and extent of any material interest of his or her, a Director notwithstanding his or her office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

- (b) may be a Director or other officer of, or employed by, or a party in any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

46. For the purposes of Articles 45 and 47:-

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;
- (c) an interest of a person who is, for any purpose of the Act or 2005 Act, connected with a Director shall be treated as an interest of the Director; and
- (d) subject to the provisions of Article 47, if a question arises at a meeting of Directors or at a meeting of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting; his or her ruling in relation to any Director other than himself shall be final and conclusive.

DIRECTORS' REMUNERATION AND EXPENSES

- 47. Any Director who has any interest financial or otherwise or any conflict of interest either personally or as a member of a firm or as a director or other officer of a business trading for profit or in any other way in any contract or other transaction with the Company about to be discussed at a meeting of the Directors shall disclose the nature of his interest to the meeting, shall withdraw from the meeting and shall not be entitled to vote at the meeting or at a meeting of a committee of Directors on any resolution concerning the matter in which he or she has declared such an interest. Any Director who fails to disclose any interest he is required to disclose under this Article 47 shall vacate his or her office as a Director and Member if he or she is required to do so by a majority of the remaining Directors at a Board meeting specially convened for that purpose.
- 48. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors, general meetings, meetings of committees of Directors or

meetings of General Committees (as defined in Article 77) or otherwise in connection with the discharge of their duties.

49. Except as permitted under the 2005 Act and expressly provided below or in Articles 9 and 10, no Director shall be eligible to be paid remuneration, whether in respect of his or her office as Director or as holder of any office of the Company. In addition and without prejudice to the foregoing generality, the Company shall not make a payment or grant a benefit to:-

- (a) an officer or employee of the Company;
- (b) a person who at any time within the preceding twelve months has held any post or office within sub-article (a) above;
- (c) a close relative of a person within sub-articles (a) or (b) above; or
- (d) a business trading for profit of which a person falling within sub-articles (a) to (c) above is a principal proprietor or in the management of which such a person is directly concerned

except that the Company may make payments or grant benefits as follows:-

- (e) reasonable and proper remuneration and payments made or benefits granted to an officer or employee of the Company (whether or not he is a Director) under his or her contract of employment;
- (f) the payment of proper and reasonable expenses actually incurred in carrying out the business of the Company to an officer who does not have a contract of employment with the Company; or
- (g) where a tenancy of a house owned by the Company has been granted to a person, or close relative of a person, who later becomes a Director or officer or employee of the Company, the grant to that tenant of a new tenancy, whether of the same house or another house.

POWERS OF DIRECTORS

50. Subject to the provisions of the Act, these Articles, the obtaining of necessary consents from the Office of the Scottish Charity Regulator under the 2005 Act and the Scottish Housing Regulator under the Housing (Scotland) Act 2010 as amended and to any directions given by ordinary or special resolution, the business of the Company shall be managed by the Directors who may exercise all powers of the Company.

51. No alteration of or these Articles and no direction given by ordinary/special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

52. The powers conferred by Article 50 shall not be limited by any special power conferred on the Directors by these Articles.

53. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

54. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

PROCEEDINGS OF DIRECTORS

55. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
56. Any Director may call a meeting of the Directors or request the Secretary (if any) to call a meeting of the Directors.
57. No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom.
58. Questions arising at a meeting of Directors shall be decided by a majority of votes; in the case of an equality of votes, the Chairperson shall have a second or casting vote.
59. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be five, declaring however that, notwithstanding any other provision of these Articles, a meeting which was quorate will not cease to be quorate (provided always that a minimum of three Directors remains present) by virtue of any one or more Directors being required to leave the meeting as a result of having disclosed an interest pursuant to Article 47.
60. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as the quorum, they or he or she may act only for the purpose of filling vacancies or of calling a general meeting.
61. Unless he is unwilling to do so, the Chairperson shall preside at every meeting of Directors at which he or she is present. If such person is unwilling to act as Chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairperson shall act as Chairperson; if the Vice-Chairperson is not willing to act as Chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairperson of the meeting.
62. All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
63. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held; it may consist of several documents in the same form each signed by one or more Directors.
64. Where proposals are under consideration concerning the appointment of two or more Directors to offices with any body corporate in which the Company is interested, the proposals may be divided and considered

in relation to each Director separately; provided he is not for another reason precluded from voting, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

65. If a question arises at a meeting of Directors or at a meeting of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting; his or her ruling in relation to any Director other than himself or herself shall be final and conclusive.
66. Notwithstanding any other provision of these Articles, no Director shall be entitled to vote upon or attend any meeting at which the remuneration or benefits of such Director are to be discussed or voted upon.
67. Any Director may participate in a meeting of the Company or of the Directors or of any committee of which he is a member by conference, telephone or similar communications equipment by means of which all the persons participating in such meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such Director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

68. A Director shall vacate, and be deemed without further notice to have vacated, office as a Director (and consequentially shall automatically cease to be a Member) forthwith if:-
- (a) he or she ceases to be a Member for any reason, including by virtue of any provision of the Act or becomes prohibited by law from being a Member;
 - (b) he or she is or becomes apparently insolvent within the meaning of the Bankruptcy (Scotland) Act 1985, becomes bankrupt or enters into a formal arrangement or composition with his creditors;
 - (c) in the opinion of the majority of the Board he or she is or becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
 - (d) he or she resigns office by notice to the Company;
 - (e) he or she is absent for a period of more than six months (without permission of the Board) from meetings of Directors/Members held during that period and the Board resolves to remove him from office;
 - (f) there is the passing of a resolution in accordance with section 168 of the Act at a general meeting of the Company for his or her removal;
 - (g) he or she has been removed from the board or governing body of a Registered Social Landlord (including the Company) by the Scottish Housing Regulator;
 - (h) he or she is or becomes party to legal proceedings by or against the Company;

- (i) if the Board determines that the person has gained or will be likely to gain material financial advantage from Membership of the Company other than as may be permitted under these Articles;
- (j) where it has statutory right to require such removal, the Scottish Housing Regulator serves notice on the Company requiring that the Company removes such person as a Member;
- (k) he or she is found guilty of a criminal offence (other than a road traffic offence); or
- (l) he or she has been found guilty of maladministration of a charity under the 2005 Act.

APPOINTMENTS TO EXECUTIVE OFFICE

- 69. The Board shall elect one Director to the office of Chairperson; and shall elect one Director to the title of Vice-Chairperson and may elect other Directors to such other offices as the Directors may from time to time determine.
- 70. The office of Chairperson, Vice-Chairperson and any other offices shall be held, subject to Article 72, until the relevant person retires in accordance with Article 44.
- 71. A person whose holding of office expires under Article 70 may be re-appointed/elected to such office (providing he or she is willing to act).
- 72. The appointment of any person to office of Chairperson or to other office under Article 69 shall terminate if that person ceases to be a Director or if that person resigns from such office of Chairperson or title by notice to the Company.
- 73. If the appointment of any Director to an office under Article 69 terminates under Article 72, the remaining Directors shall, at a meeting of the Board held as soon as reasonably practicable after such termination, appoint another Director to hold such office in that Director's place..

DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF EXECUTIVE OFFICE

- 74. The Directors may delegate any of their powers to any committee consisting of two or more Directors; they may also delegate to the Chairperson or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him.
- 75. Any delegation of powers under the preceding Article may be made subject to such conditions as the Directors may impose and either collateral with or to the exclusion of their own powers and may be revoked or altered.
- 76. Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more Directors shall be governed by the Articles regulating the proceedings of meetings of Directors so far as they are capable of applying.

DELEGATION TO GENERAL COMMITTEES

77. For the purposes of these Articles, "General Committee" means a committee appointed by the Directors whose constitution complies with Articles 79 to 83.
78. The Directors may, subject to Article 82, delegate to any General Committee all such powers as the Directors may think fit; any such delegation shall be made collateral with, and not to the exclusion of, the Directors' powers and may be revoked or altered.
79. The majority of the members of a General Committee shall be members of the Company; the remaining members need not be members of the Company.
80. The Director appointed to such office at a meeting of the Board shall hold office as convenor of a General Committee.
81. Each General Committee shall regulate its proceedings in accordance with the directions issued by the Board and shall give effect to any instruction or decision on matters of principle issued or made by the Board.
82. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any General Committee:-
- (a) any introduction of new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
 - (b) any matter involving expenditure not in accordance with the financial regulations of the Company;
 - (c) any capital building project; and
 - (d) the appointment or dismissal of any employee of the Company.
83. All contact with third parties in connection with the discharge of the functions of a General Committee shall be entered into by the convenor of the committee or, in his absence, by some other Director of the Company; no member of a General Committee (other than a Director) shall contract, or hold himself out as contracting, on behalf of the Company.
84. All acts done by a General Committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed or was so qualified.
85. A resolution in writing signed by all the members of a General Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.

SECRETARY

86. A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

87. The Directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the Directors, meetings of committees of Directors and meetings of General Committees; a minute of a meeting of Directors or of a committee of Directors shall include the names of the Directors present.

SEAL

88. The Company shall not have a seal.

NOTICES

89. Any notice which requires to be given to a Member under these Articles shall be given in writing or by electronic means.

Any notice may be:

- (a) given personally to the member; or
 - (b) sent by post in a pre-paid envelope addressed to the Member at the address last intimated to the Company; or
 - (c) (in the case of a Member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the Member by electronic means.
90. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
91. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

WINDING UP

92. If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the Articles and, if the Company remains a Registered Social Landlord and Charity, with the consent of the Scottish Housing Regulator and Office of the Scottish Charity Regulator.

INDEMNITY

93. Every Director and the Secretary (if appointed) may be indemnified (to the extent permitted by sections 232, 234, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without

prejudice to that generality (but only to the extent permitted by the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgment is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.

94. To the extent permitted by the Act and the 2005 Act, the Company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Company may sustain or incur in connection with the execution of the duties of their office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

Risk Management Policy

Introduction

Waverley Housing (the company) acknowledges that there are risks associated with its activities. The company recognises the need for, and the value of, a comprehensive Risk Management Policy, which aims to minimise risk and the consequences – both financial and non-financial – should anything go wrong.

Purpose

Waverley Housing has a moral and statutory duty of care to its tenants, employees and assets. It will meet this duty by ensuring that risk management plays an integral part in the management of the company at a strategic and operational level.

Definition of a Risk

- Risk is the threat that an event or action will adversely affect the company's ability to meet its business objectives and execute its strategies successfully.
- Risk management is the process by which the company establishes a procedure aimed at minimising the impact of risks on the continuance of the business.

Roles and Responsibilities

The roles and responsibilities for risk management at Waverley Housing are set out below:

Board Members:

To take overall responsibility for the development, implementation and review of the risk management strategy and to oversee the effective management of risk by managers of the RSL. Some of these responsibilities may be delegated to the Audit & Internal Control Committee (AICC), as appropriate.

Chief Executive:

To ensure the risk management policy is implemented on a day-to-day basis and that risk is managed effectively across the RSL.

Management Team:

To manage risk effectively in their particular service areas (e.g., housing management, housing maintenance etc.) by completing operational risk assessments and maintaining associated portfolios.

Employees:

To manage risk effectively in their role.

Internal Audit:

To ensure that the risk management cycle is being rigorously applied and that risks are being effectively managed as a result.

Risk Management Cycle

- The company will apply a risk management cycle to identify, analyse, control and monitor the strategic and operational risks it faces. This document sets out how this will be done.
- There are circumstances where risk assessment will need to be considered in the course of running the business:
 - In routine reporting and monitoring
 - When appraising a new project that meets existing business plan objectives
 - When new opportunities arise that were not foreseen in the business plan
- Internal Audit will be responsible for “monitoring and reviewing” the effectiveness of the risk management cycle and reporting on this to the Audit and Internal Control Committee. The Board has ultimate responsibility for ensuring that the cycle is rigorously applied.
- The Chief Executive, in the role of Risk Management “Champion” will facilitate and encourage embedding risk management throughout the organisation.

Raising Awareness

Risk management is an active process that requires the co-operation of the Board, managers and employees. The company aims to make Board members and all employees aware of these risks through training and communication.

The Categories of Risk to be Managed

The company will take steps to identify and manage strategic and operational hazards and the associated risks recognising the following categories:

STRATEGIC

political
economic
socio-demographic
technological
legislative
environmental
competitive
customer

OPERATIONAL

professional
financial
legal
physical
contractual
technological
environmental

Risk Assessments

Risk management will build on the company's existing management arrangements.

- Strategic risk assessments will take place as part of business planning and prior to making any decisions about significant changes in strategic policy (e.g., relating to growth, diversification, and investment).
- Operational risk assessments will be completed on a cyclical basis depending on the scale of individual risks.
- The Audit and Internal Control Committee will carry out an annual review of the full Risk Register to ensure that the risk management process is working effectively.
- Risk Management will be a standing item on the Board and Committee agendas.
- The risk register will be reviewed monthly to identify any changes in top level strategic or operational risks. The risk register, as part of the performance reports, will be considered by the Audit and Internal Control Committee and Board.

Risk Financing

Risk financing is an important element of risk management. The Finance Manager will liaise with operational staff to determine an appropriate balance between losses that are to be financed through external insurance cover, and losses to be met directly from its own resources (self-insurance). This will be considered by the Chief Executive and the Audit and Internal Control Committee prior to final agreement. The approach selected will be influenced by:

- the RSL's capacity to meet the direct cost of exceptional and significant value risks
- its previous loss experience
- the commercial rates offered by the insurance market.

Allocating Resources to Risk Management

Waverley Housing is fully committed to resourcing the effective management of risk. Resources will be required for three inter-related purposes:

- to raise awareness of risk management
- to pay for insurance and retained risks
- to implement risk control actions.

The required resource contributions will be identified through the company's operational planning and budgeting process, following completion of the strategic and risk assessment exercises. The allocated resources will be clearly set out in the business plan.

The company views relevant competencies, training and support to staff as critical to effective risk management. The company will train staff in the fundamentals of risk management as it affects their roles and responsibilities. This will be tackled through existing training programmes along with more specialised training, as and when required. The identification of training needs will be through various methods, e.g. induction, staff appraisals and company training needs analysis. The induction programme will also introduce new staff to risk issues, including health and safety.

The provision of training may be in-house, which can be tailored to individual circumstances, or through the use of external consultants.

Embedding Risk Management

- The company recognises that implementing and operating a risk management policy does not mean that it is automatically accepted and embraced by all personnel or instinctively carried out when necessary.
- A culture of risk awareness will stem from the actions of the Board, Chief Executive and management team. They will lead by example knowing this will have an influence on the way employees behave towards risk throughout the company.
- The company will promote openness and idea sharing.
- The company will ensure that the risk management framework is communicated and understood throughout the organisation. It will ensure flows of information downwards to staff, upwards to management and vertically between different functions and projects. This will be achieved through regular meetings and briefing sessions, e-mail, company newsletters.
- The company will promote the development of a culture of continuous improvement, through the benefits of risk management.
- The company will ensure that, through regular training, staff have the necessary skills to evaluate risk and take the appropriate actions.

Risk Measurement

The company will use a risk score system by adopting the following criteria:

- Assess the **likelihood** of the risk occurring:
 - Very Rare
 - Unlikely
 - Possible
 - Very Likely
 - Certain

➤ Assess the **impact** (or severity) on the organisation:

- Negligible
- Minor
- Moderate
- Significant
- Critical

➤ Map the assessment of risk to achieve a score

I M P A C T	Critical	25	50	78	100	125
	Significant	16	32	48	64	80
	Moderate	9	18	27	36	45
	Minor	4	8	12	16	20
	Negligible	1	2	3	4	5
		Very Rare	Unlikely	Possible	Very Likely	Certain
		LIKELIHOOD				

➤ The scores will then be ranked in priority:

High	Immediate Corrective Action
Medium	Corrective action to reduce risk exposure
Low	Monitor & review
Insignificant	Not regarded as an issue (annual review)

Working with Key Partners

The company will work closely with tenants and partners in completing and updating the strategic and operational risk assessments.

Role Description of Chair and Secretary

1. Role of the Chair

- 1.1 The Chair of the Governing Body has particular duties and responsibilities, and should always remember that he/she is acting on behalf of the Governing Body and not in isolation.

2. Responsibilities

- 2.1 The Chairperson is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the governing body's role and to ensure that it properly discharges its responsibilities as required by law, the Articles of Association and the Standing Orders of the Company. The chairperson will be delegated powers as is required to allow him/her to properly discharge the responsibilities of the office. Among the responsibilities of the chairperson are that:-

- The governing body or Committee works effectively with senior staff
- An overview of business of the company is maintained
- The agenda for each meeting is set
- Meetings are conducted effectively
- Minutes are approved and decisions and actions arising from meetings are implemented
- The standing orders, code of conduct for governing body members and other relevant policies and procedures affecting the governance of the company are complied with
- Where necessary, decisions are made under delegated authority for the effective operation of the company between meetings
- The use of delegated powers is monitored
- Professional advice is obtained, where necessary
- The company is represented at external events appropriately
- Appraisal of the performance of the governing body is undertaken, and that the Chief Executive's appraisal is carried out in accordance with the agreed policies and procedures of the company, and
- The training requirements of governing body members, and the recruitment and induction of new governing body members is undertaken.

- 2.2 The Chairperson must be elected from the governing body members and must be prepared to act as chairperson until the Chairperson retires in accordance with the Company's Articles of Association. The chairperson can only be required to resign if a majority of the remaining governing body members present at a special meeting agree to this.

- 2.3 If the chairperson is not present at a Board or Committee meeting or is not willing to act, the Members present will elect another Member to be chairperson for that meeting. If the chairperson arrives at the meeting late, he/she will take over as chairperson of the meeting as soon as the current agenda item is concluded.

- 2.4 If the votes of the governing body members are divided equally for and against an issue, the chairperson will have a second and deciding vote in accordance with the Company's Articles of Association.
- 2.5 The chairperson can resign his/her office in writing to the Secretary and must resign if he/she leaves the governing body or is disqualified in accordance with the Company's Articles of Association.
- 2.6 The Chairperson must not hold office continuously for more than five years.

3. Role of the (Company) Secretary

- 3.1 The Company must have a Secretary, a Chairperson and any other office bearers as is considered necessary. The office bearers, except for the secretary, must be elected members in accordance with the Company's Articles of Association. An employee may hold the office of secretary although not be a governing body or committee member. Members will appoint office bearers. If the secretary cannot carry out his/her duties, the governing body members or, in an emergency the Chairperson, can ask another office bearer or employee to carry out the secretary's duties until the secretary returns.

- 3.2 The secretary and the other office bearers will be controlled, supervised and instructed by the governing body or relevant committee.

The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they see fit. Any Secretary so appointed may be removed by them.

- 3.3 The secretary's duties include the following (these duties can be delegated to an appropriate employee with the secretary assuming responsibility for ensuring that they are carried out in an effective manner):

- Calling and going to all meetings of the Board and Committees
- Keeping the minutes for all meetings of the Board and Committees
- Sending out letters, notices calling meetings and relevant documents to members before a meeting
- Preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator
- Ensuring compliance with Articles and Memorandum of Association
- Keeping the register of members and other registers required under the Articles and relevant policies and procedures.

Scheme of Delegation

Introduction

It is fundamental to the effectiveness and efficiency of Waverley Housing that the key responsibilities and delegated authorities are set out clearly. This enables all of those concerned with the operation of the organisation - the Board, Executive Team and staff to be well informed about where the lines of responsibility lie and to exercise due control.

This Scheme details the delegated functions, responsibilities and powers of the Board, Audit & Internal Control and Emergency Committees in their respective Terms of Reference below, and the functions and responsibilities delegated to the Executive Team, who has overall responsibility of the day-to-day operational duties delegated to salaried staff.

The Board will exercise overall control through its Scheme of Delegation, which is defined through:

- 1) The company's Memorandum and Articles of Association
- 2) Financial Regulations
- 3) Limits of Authority
- 4) Standing Orders
- 5) Business Plan and Strategies
- 6) Policies and Procedures
- 7) Terms of Reference for Board and Committees (contained within this Scheme)
- 8) Chief Executive and other members of the Executive Team job profiles.

Copies of the various Terms of Reference and Functions and Responsibilities delegated to the Executive Team can be found on the following pages.

BOARD – TERMS OF REFERENCE

Core functions

- 1) To define and ensure compliance with the values and objectives of the company.
- 2) To review and agree the Company's Business Plan on an annual basis.
- 3) To establish a framework for approving strategies, policies and plans to achieve those objectives and approve material or significant changes to existing policies delegated to Committees.
- 4) To establish and oversee a framework of delegation and systems of control.
- 5) To review and agree strategies, plans and policies and make decisions on all matters that create significant financial risk to the company or which affect material issues of principle.
- 6) To monitor the company's performance in relation to these plans, budget controls and decisions, including customer feedback and the performance of comparable organisations.
- 7) To appoint (and if necessary remove) the Chief Executive/Executive Team and determine their salary levels and conditions of service.
- 8) To satisfy itself that the company's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- 9) To take appropriate professional advice.
- 10) To ensure legal, constitutional and regulatory compliance.
- 11) To promote and demonstrate good governance
- 12) To elect (or if necessary remove) the Chair and Vice-Chair of the Board
- 13) To ensure that an annual appraisal of all Board Members is undertaken by the Chair
- 14) To annually review the board's own strengths and weaknesses to approve training programmes and ensure continuing effectiveness.

Finance and Corporate Matters

- 1) To approve the annual budget before the start of the financial year, and receive monthly management accounts.
- 2) To approve annual accounts for presentation to the annual general meeting.
- 3) To consider the annual audit report and approve the response (if any) to the External Auditor's Management Letter.
- 4) To monitor compliance with loan covenants.
- 5) To set rent levels.
- 6) To ensure that adequate finance is available in order to achieve Business Plan objectives.
- 7) To ensure that the company provides safe and healthy working conditions for its employees and that its activities do not adversely affect the health and safety of employees and others.

Housing and Property Services

- 1) To approve a planned maintenance programme for reinvestment in existing properties, giving consideration to any stock condition surveys for meeting and continuing to meet the Scottish Housing Quality Standard.
- 2) To instruct and receive a Stock Condition Survey from suitably qualified chartered surveyors.
- 3) Through receipt of monthly reports, to monitor performance in relation to housing management and repairs and maintenance, including customer satisfaction and complaints.
- 4) To receive an annual performance report on approved contractors.
- 5) To select, appoint and monitor the progress of a suitably qualified contractor to assist the company discharge its obligations under the Gas Safety Regulations.
- 6) With the exception of Right to Buy sales, acquisition or disposal of land or property must be approved by the Board.

Legal

- a) The company must remain solvent.
- b) The company must always act within its powers.

Regulatory

The Board is responsible for ensuring compliance with the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management.

Significant Matters

Consider and approve significant matters specifically reserved for the Board's decision, which are not elsewhere delegated including:

- 1) Expansion of the organisation's operations into new activities or geographic areas.
- 2) Any decision to cease a material part of the organisation's operations.
- 3) Changes to corporate structure, including potential mergers or the setting up of subsidiaries.
- 4) Approval of resolutions put forward by the Board at a general meeting.
- 5) Changes to the structure, size or composition of the board.
- 6) Appointments to the boards of subsidiaries or other organisations.
- 7) Approval of key policies, including the Code of Conduct for governing body members and staff.

Short-term working groups

From time to time the Board may agree that members can be delegated specific projects to develop specific areas that are within the Board's responsibilities. These short-term working groups would report back directly to the board.

Fair treatment and equality of opportunity

The Board has responsibility for ensuring that all its policies and operations embrace diversity and promote equality of opportunity to all, irrespective of race, gender, disability or any other characteristic which might identify or group people. It is of great importance that Board Members are committed to the company's ethos of promoting equality and diversity principles and practices.

Litigation

Approval of any action for litigation where the legal costs cannot be contained within the budget or where the damage, loss or risk of loss exceeds £50,000.

Risk management

To create the structures and the environment for risk management to operate effectively, satisfying itself that risk is managed effectively. The risk of any new initiative or changes in business or the business environment should be actively considered.

Signatories

The Board must decide which staff and members of the Board are able to sign cheques and other documents on behalf of the Company. This is included in the Financial Regulations and will be reviewed in accordance with this document.

Liabilities

The Company will insure against liabilities that Board Members may incur through negligence or incorrect professional advice. Generally, individual Board Members will not incur personal liability if the Memorandum and Articles of Association of the Company and the law have not been broken.

Legal advice

Normally, senior staff will obtain legal advice about Company matters and where relevant report to the Board. Occasionally members of the Board may wish to seek legal advice about Company business direct from the Company's solicitors. This is permissible. Members who feel they need to do this should either contact the Chief Executive or Chair prior to seeking that advice. Where this has been agreed by either the Chair or the Chief Executive, the costs of such advice will be met by the Company.

Continuous improvement

The Board should take the lead in ensuring that the Company is striving for continuous Improvement in service delivery.

Board Membership

Qualification for membership of the Board is as set out in Qualifications for Membership contained within the company's Articles of Association.

Should membership of the Board fall below 7 members, the Board cannot act for longer than two months, with the only power the Board shall have to act thereafter, being to bring the membership up to 7.

Board Meetings

- The Board will meet at least six times per annum.
- The Agenda for each meeting will be set by the Chair of the Board in consultation with the Executive Team and will be circulated to all Board Members. Any board member wishing to make a submission for the agenda can do so through the Chair.
- An administrator will minute the proceedings and resolutions of all meetings of the board, including recording the names of those present and in attendance.
- The board will be provided with appropriate secretariat support as required.
- The board shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.
- Board Members will receive copies of any committee meetings at the next Board meeting following the meeting of the committee, for noting.
- Board Members shall be notified of all committee meetings for information and may not necessarily attend unless a member of that committee, or invited to or wish to do so, albeit only members of any committee will have voting powers.
- Meetings will be run in accordance with the Articles of Association and Standing Orders of the company.

AUDIT & INTERNAL CONTROL COMMITTEE (AICC) - TERMS OF REFERENCE

Core functions

- 1) Monitor the integrity of the financial statements of the company, including its monthly and annual reports, interim management statements and any other formal announcement relating to its financial performance, and reviewing significant financial reporting issues and judgements which they contain;
- 2) Review of summary financial statements, significant financial returns to the Scottish Housing Regulator and any financial information contained in other associated documents;
- 3) Review and challenge where necessary the consistency of, and any changes to, accounting policies both on a year on year basis and across the company;
- 4) Review and challenge the methods used to account for significant or unusual transactions where different approaches are possible;
- 5) Review and challenge whether the company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditors;
- 6) Review and challenge the clarity of disclosure in the company's financial reports and the content in which statements are made; and
- 7) Review and challenge all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).

Internal Controls and Risk Management Systems

The committee shall:

- 1) Keep under review the effectiveness of the company's internal controls and risk management systems; and
- 2) Review and approve the statements to be included in annual reporting concerning internal controls and risk management.

Whistleblowing and Fraud

The committee shall:

Review the company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

Internal Audit

The committee shall:

- 1) Monitor and review the effectiveness of the company's internal audit function in the context of the company's overall risk management system;

- 2) Oversee the process of tendered services for internal auditing and make recommendation to the board for the appointment or removal of the company's internal auditor;
- 3) Consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- 4) Review and assess the annual internal audit plan;
- 5) Review promptly all reports on the company from the internal auditor
- 6) Review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
- 7) Meet the senior internal auditor at least once a year to discuss their remit and any issues arising from the internal audits carried out. In addition, the senior internal auditor shall be given the right of direct access to the Chair of the Board and to the Committee.

External Audit

The Committee shall:

- Consider and make recommendations to the board, for approval at the AGM, in relation to the appointment, re-appointment and removal of the company's external auditor. The committee shall oversee the selection process for new auditors and if an auditor resigns the committee shall investigate the issues leading to this and decide whether any action is required.
- Oversee the relationship with the external auditor including (but not limited to):
 - 1) Approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted.
 - 2) Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
 - 3) Assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.
 - 4) Satisfying itself that there are no relationships (such as family, employment, investment, financial or business between the auditor and the company (other than in the ordinary course of business)).
- Meet regularly with the external auditor including once after the audit at the reporting stage. The committee shall meet the external auditor at least once a year to discuss their remit and any issues arising from the audit.
- Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - 1) A discussion of any major issues which arose during the audit.
 - 2) Any accounting and audit judgements.

3) Levels of errors identified during the audit.

The committee shall also review the effectiveness of the audit:

- Review any representation letter(s) requested by the external auditor before they are signed by management
- Review the management letter and management's response to the auditor's findings and recommendations.

Reporting Responsibilities

The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is required.

Other Matters

The committee will:

- 1) Ensure that the executive of the company are meeting all defined returns within target deadlines as required by the Scottish Housing Regulator and Barclays plc.
- 2) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 3) Give due consideration to laws and regulations.
- 4) Oversee any investigation of activities which are within its terms of reference and act for internal purposes as a court of the last resort.
- 5) Once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The committee is authorised to:-

- 1) Seek any information it requires from any employee of the company in order to perform its duties.
- 2) To obtain, at the company's expense, outside legal or other professional advice on any matter within its Terms of Reference.
- 3) To call any employee to be questioned at a meeting of the committee as and when required.

AICC Membership

- 1) The AICC shall consist of five named Board Members, at least one of which shall have relevant financial experience.
- 2) The Board member appointed to such office at a meeting of the Board shall hold office as Chair of the AICC. To ensure independence of the committee from the Board, the Chair of the Board may not hold office as Chair of the AICC.
- 3) In the absence of the Chair and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 4) The appointment of the committee members shall reflect the life cycle of the board.
- 5) Casual vacancies through resignation, etc will be filled on an ad-hoc basis by the board.
- 6) Issues arising at a meeting of the committee shall be decided by a majority of votes; in the case of an equality of votes, the Chair of the Committee shall have a second or casting vote.
- 7) The quorum for the transaction of the business of the committee may be fixed by the committee and, unless so fixed at any other number, shall be three.

AICC Meetings

- 1) The committee will meet at least three times per annum.
- 2) The agenda for each meeting will be set by the Chair of the Committee in consultation with the Executive Team and will be circulated to all Board Members. Any Board member wishing to make a submission for the agenda can do so through the Chair.
- 3) An administrator will minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.
- 4) The committee will be provided with appropriate secretariat support as required.
- 5) The committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.
- 6) Minutes of committee meetings will be circulated promptly to all members of the committee; copies of the committee meeting minutes shall be presented to the Board at the next Board meeting following the meeting of the committee, for noting.
- 7) The company secretary and external auditor and other Board Members shall be notified of all meetings of the committee for information and may not necessarily attend unless invited to or wish to do so.

EMERGENCY COMMITTEE - TERMS OF REFERENCE

Core functions

The responsibility of the Emergency Committee shall be the consideration of unforeseen matters of urgency which require a prompt decision and shall include the following:

- 1) Emergency decisions required on matters which do not fall within the scope of delegated powers or company policy and for which it is inappropriate to defer to an alternative committee.
- 2) Emergency action required for the temporary continuation of business following serious structural damage to company premises resulting from storm, flood, fire or explosion etc.
- 3) Emergency action required for the temporary re-housing of people following a major emergency resulting from storm, flood, fire, explosion, or acts of terrorism.
- 4) To consider the matters surrounding the death or serious injury of a member or members of staff caused through injury at work.
- 5) To deal with any exceptions of payment by grant, benefit or other under the Entitlements, Payments and Benefits Policy.
- 6) To take immediate actions to protect the interests of the company in cases of fraud and agent/contractor insolvency.
- 7) To deal with requests from other agencies for emergency housing of schedule 1 offenders where such requests fall outside the scope of current policy or delegated powers.

Reporting responsibilities

The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit.

Authority

The committee is authorised to:

- 1) Seek any information it requires from any employee of the company in order to perform its functions.
- 2) To obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference.
- 3) To call any employee to be questioned at a meeting of the committee as and when required.

Emergency Committee Membership

The Emergency Committee shall consist of the Chair of the Board (where failing, the Vice-Chair) and two other Board Members.

The Chair of the Board will act as Chair of this Committee. In the absence of the Chair, the Vice-Chair of the Board will act as Chair for that meeting.

Issues arising at a meeting of the committee shall be decided by the majority.

The quorum for the transaction of the business of the committee will be fixed at three.

Emergency Committee Meetings

The Chief Executive Officer or any Board Member may request the Company Secretary convenes a meeting of the Emergency Committee. The Chair and Chief Executive shall determine what constitutes a matter of urgency.

An administrator will minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.

The committee will be provided with appropriate secretariat support as required.

The committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.

Minutes of committee meetings shall be circulated promptly to all members of the committee; copies of the committee meeting minutes shall be presented to the board at the next board meeting following the meeting of the committee, for noting.

The company secretary shall be requested to attend all meetings of the committee unless otherwise determined by the committee.

DELEGATION TO EXECUTIVE TEAM

Any decision taken under delegated responsibilities shall be in accordance with policies approved by the Board from time to time, Standing Orders and where appropriate Financial Regulations. When expenditure is involved, such actions shall be conditional upon the necessary financial provision being available and included in the approved budgets.

Wherever a member of the Executive Team considers it appropriate, they shall seek the approval of the board or relevant committee notwithstanding the availability of a delegated power.

The acts of the Executive Team under the delegated responsibilities shall be deemed to be acts of the company.

Authority is delegated to the Executive Team to:

- 1) Take all necessary action for the effective day-to-day management, administration and supervision of the organisation and respective sections and of the service and premises for which they are responsible, and for the efficient discharge of the responsibilities of their office.
- 2) Authorise expenditure and take such actions as may be necessary and appropriate thereon in respect of sums provided by the Annual Budget approved by the Company.
- 3) Let or authorise the use of the premises under their control upon terms and conditions approved by the company from time to time.
- 4) Dispose of surplus unserviceable or obsolete plant, equipment, stores, vehicles or materials subject to the Chief Executive's prior agreement as to consequential writing-off of the balance.
- 5) To authorise the attendance of employees at conferences, seminars and training courses relevant to their employment.
- 6) To terminate the employment of employees on the grounds of ill health (subject to the conditions of Group Income Protection cover), where so certified by a medical adviser appointed by the Company, save those specific cases which personally involve a member of the Executive Team which shall be reported to the Board.
- 7) To promote equality and diversity across all the company's activities.

The Executive Team is authorised to further delegate its delegated powers to appropriate Operational Managers in the interests of efficient and effective management.

In the absence of a member of the Executive Team, the functions shall be delegated to an appropriate Operational Manager.

Personnel Matters

The Executive Team is authorised to deal with all establishment matters within their approved budgets. The Chief Executive or other members of the Executive Team in consultation with the Chief Executive, shall be authorised to:

- 1) Fix starting salaries.
- 2) Engage temporary and seasonal staff.

- 3) Authorise training courses for employees.
- 4) Authorise leased cars and vans.
- 5) Authorise allowances for use of lease cars and for employees using private cars, with approval, on company business.
- 6) Authorise mobile phones essential to the conduct of the company's business.
- 7) Authorise standby and call-out payments appropriate to the operation of an out-of-hours emergency repairs service.
- 8) Authorise leave arrangements, including bereavement leave, compassionate leave and leave without pay and the carrying over of leave from one year to another.
- 9) To exercise functions in accordance with the company's employment policies, disciplinary and grievance policies and other conditions of service.
- 10) Authorise payment for employees' lost or damaged personal items at work (excluding loss of cash).

General certification authorities

The Executive Team has authority to certify the following items subject to the limitations imposed by Standing Orders and Financial Regulations:

- 1) Payments to Contractors
- 2) Payments to general creditors
- 3) Purchase orders
- 4) Petty cash vouchers
- 5) Training expenses
- 6) Travel and subsistence claims
- 7) Overtime
- 8) Sickness
- 9) General correspondence
- 10) Specific correspondence
- 11) Home Loss and Disturbance allowances
- 12) Tenancy offers
- 13) Compensation payments.

Authorised signatories and limits of authorisation are contained in the financial procedures.

Chief Executive

All of the delegated authorities of the Executive Team are also implied to be delegated authority of the Chief Executive.

The responsibilities and delegated authority of the Chief Executive are as follows –

- 1) To act as a member of the Executive Team, contributing to the overall policy formulation, strategic direction and management of the company.
- 2) Authority to operate within the plans and policies approved by the Board, and to delegate authority further to members of the Management Team and other individual members of staff.

- 3) To receive all Notices duly served on the company, to bring them to the notice of the Board or otherwise deal with them as necessary.
- 4) To make Notices, documents or other communication on behalf of the company as required by statute, regulation or in the furtherance of the business of the company.
- 5) To sign contracts (not under seal) including bank mandates, leasing agreements, maintenance agreements, works and building contracts, subject to any limitations set by the Board from time to time.
- 6) To ensure the company's Equality and Diversity Policy and related policies are put into practice in respect of the recruitment and management of staff as well as in the delivery of the service to the company's customers.
- 7) To appoint staff in accordance with the Recruitment Policy as approved by the Board.
- 8) To implement the terms, conditions of employment and benefits to staff.
- 9) To implement any reorganisation including all matters relating to any additions to the workforce that can be accommodated within annual budgets or any reductions in the workforce.
- 10) To implement salary awards.
- 11) To sign Contracts of Employment.
- 12) To dismiss staff as a consequence of, and in accordance with, the company's disciplinary policy and procedures.
- 13) To organise, administer and deliver the services of all of the functions of the Company.
- 14) To take all requisite action, including where necessary the institution of proceedings to recover debts, and to recover possession of the company's land or property including the taking of bankruptcy and company winding-up proceedings.
- 15) To plan and implement a Health and Safety Management System and to act as the named person responsible for Health and Safety in accordance with the requirements of the Health and Safety at Work Act 1974.
- 16) To obtain legal opinion and employ solicitors or counsel to ensure that adequate advice is available to the company and to authorise the appointment of counsel where it is considered essential to be so represented.
- 17) To deal with media enquiries, give press statements or briefings (this may be through any company press relations agency), as may be required from time to time.
- 18) To represent the company at forums, joint working groups and/or partnerships as necessary.
- 19) To ensure that staff are aware of the company's objectives, plans and Programmes.
- 20) Authority to ensure that all regulatory returns required by regulatory bodies are prepared and submitted in the required time limits and in the required format.
- 21) To implement the company's employment policies and to issue contracts of employment to all members of staff with the exception of contracts for the position of Chief Executive.
- 22) To implement systems of financial control and reporting, to safeguard the assets and income of the company and to assist in its management.
- 23) To advise the Board on the financial, performance and strategic aspects of the company's business activities.

- 24) To manage the necessary financial systems and records required to satisfy the Auditors, Scottish Housing Regulator and sound accountancy practices and professional standards.
- 25) To ensure financial management arrangements are sound and effective, and a prudential financial framework is in place.
- 26) Authority to act in all treasury and banking matters in accordance with the company's adopted treasury policy, drawn up and approved by the Board.
- 27) Authority to provide financial and other information requested by external or internal auditors as appointed by the board, and subject to all auditor's Management letters/reports being addressed to the board.
- 28) Authority to ensure that all financial returns and accounts required by statute are prepared and submitted in the required time limits and in the required format.
- 29) Authority to register with appropriate agencies and regulatory bodies essential and/or beneficial to the operation of the company's business.
- 30) To provide all information as necessary to external consultants as appointed by the board for the valuation of the company's assets.
- 31) To arrange and maintain adequate insurance cover in accordance with statutory requirements and the company's policy.
- 32) To be responsible for the administration of the company's policies and procedures, and monitor their effectiveness through internal audits.
- 33) To purchase and install computer systems, telephone systems and other office equipment as required, including all hardware and software, within agreed budget levels, for the effective and efficient delivery of services and running of the company.

Operations Director

The responsibilities and delegated authority of the Operations Director are as follows –

- 1) To perform the duties delegated to the Chief Executive in their absence.
- 2) To act as a member of the Executive Team, contributing to the overall policy information, strategic direction and management of the Company.
- 3) To manage and administer all tenancies and properties owned by the company in accordance with the Tenancy Agreement and/or lease.
- 4) To advise the Chief Executive and the Board on all aspects of policy and strategy for the company's housing management, maintenance, repairs and technical activities.
- 5) To develop and manage the necessary policies and systems required for the effective delivery of services to the satisfaction of the board, the Scottish Housing Regulator, tenants and other customers, and for monitoring sound professional practices and procedures.
- 6) To direct and manage the housing management, maintenance and repairs sections of the company; with overall responsibility for staff as detailed in the approved staff structure.
- 7) To repair and maintain non-housing properties owned or leased by the company subject to leasing conditions.
- 8) To collect all monies due for rent and/or service charges due to the company including where necessary the issuing of legal proceedings.

- 9) To collect monies due as a result of tenant recharges including where necessary the issuing of legal proceedings.
- 10) To initiate the arrears procedure as governed by the company's Policy on Arrears.
- 11) To recover monies from owner-occupiers in respect of open space maintenance and obligation for shared maintenance to properties, including where necessary the instigation of proceedings to recover such monies.
- 12) To programme repairs, maintenance, improvement and regeneration schemes.
- 13) To seek compliance with the company's conditions of tenancy and to take legal proceedings as necessary.
- 14) To deal with tenancy standards, including standards of internal maintenance, cultivation of gardens, erection of sheds or similar structures, requests from tenants to carry out alterations and the extent to which breaches of tenant's conditions may be remedied by direct works and recharged to the tenant.
- 15) To take action within the company's policies regarding the parking of vehicles etc in gardens, the affixing of television aerials and satellite dishes etc.
- 16) To deal with the improvement to houses and living conditions in accordance with the Social Disabled Adaptations Policy.
- 17) To participate in a Common Housing Register and let properties in accordance with the company's Allocations Policy.
- 18) To ensure housing need criteria is measured, and priorities awarded in accordance with the company's Allocations Policy.
- 19) To approve exchanges.
- 20) To deal with all transfers of tenancies.
- 21) To deal with all amendments to tenancies.
- 22) To agree succession to a tenancy within the qualifying criteria and to determine successor members of a family in the event of there being more than one.
- 23) To administer the Right to Buy scheme.
- 24) To deal with all cases of anti-social behaviour including the referral to the mediation service, requests for anti-social behaviour orders and instituting proceedings for possession as necessary.
- 25) To participate in joint working and partnership forums as may be determined from time to time by the company.
- 26) To carry out necessary repairs and maintenance to properties which are owned by the company for rent, such repairs being the responsibility of the company.
- 27) To carry out repairs and maintenance which are the responsibility of the tenant as necessary and in the event of doing so, to have authority to recover the cost from the tenants who are liable.
- 28) To make payments of tenant's compensation within the policy approved by the Board.
- 29) To agree to and install disabled and social adaptations within the criteria set by the board and within the limits of annual budgets.
- 30) To approve or disapprove requests to make alterations or improvements to a house or garden.
- 31) To calculate and agree reimbursement for qualified improvements made by the tenant with approval from the company upon vacation of the property.
- 32) To compile, approve and review an Approved Contractors list.

- 33) To plan, implement and manage a planned maintenance programme of major repairs and improvements in accordance with the identified housing stock condition and annual budgets approved by the company.
- 34) To replace components resulting from early or unforeseen component failure within an agreed annual contingency budget.
- 35) Authority to draw up and issue tender documents to approved contractors, subject to the company's policy and procedures on tendering and tender approval.
- 36) Authority to enter into maintenance service contracts where appropriate.

Standing Orders

Introduction

These Standing Orders provide a framework for effective and proper conduct of business during meetings.

Office Bearers

At its first meeting following the AGM, the Board of Waverley Housing will elect a Chair and Vice-Chair. At this meeting membership of any sub-committee will also be determined (in accordance with the Scheme of Delegation).

The Board and sub-committees may delegate authority to the office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings.

Meetings

The time and place of meetings will be determined by Waverley Housing Board. The quorum for transaction of the business shall be pursuant to the Articles of Association.

Pursuant to the Articles of Association the Chair will preside over meetings. In his/her absence the Vice-Chair will preside. Otherwise the Board Members will appoint their own Chair.

Details of relevant quorums for meetings and schedule of meetings is contained within the Governance handbook.

At least seven day's advance notice of meetings will be given.

Urgent business which has not been notified in advance of the meeting may be considered if the majority of those attending agree.

The Agenda for each meeting will be set by the Chair of the Board, or the respective sub-committee or working group Chair(s), in consultation with the Executive Team.

Members of the Board, sub committees and working groups may propose items for inclusion on the Agenda for a meeting by contacting the Chair. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

Chairing meetings

Where the Chair is not present at the appointed start of a meeting of the Board, the Vice-Chair will preside or, failing him/her, the Board members present will appoint another member to act as Chair for that meeting or until the Chair arrives.

Where the Chair of a sub-committee or a working group is not present at the appointed start time, those members present may appoint one of their number to act as Chair for that meeting or until the Chair arrives.

Staff Attendance at Meetings

Members of the Executive Team will attend all meetings of the Board and sub- committees with additional staff in attendance where appropriate.

Staff attending meetings of the Board or sub-committees will not be entitled to vote.

Attendance of other Parties

The Board and sub-committees may invite external parties, such as advisors and consultants, to

Minutes

Minutes of meetings will be prepared and circulated to the Chair within fourteen days of the meeting wherever possible. Draft minutes will be agreed with the Chair of the meeting before being distributed to members. They will be presented to the next meeting for approval and signature by the Chair and Company Secretary.

Minutes of sub-committees will be presented to the next meeting of the Board for noting.

Minutes of Working Groups will be presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.

Voting

Decisions at meetings will normally be made by a show of hands and will be carried by a majority.

Where the members present are equally divided, the Chair will have the casting vote.

A member may request that his/her dissent from a decision is recorded in the Minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.

Order of Business at Board Meetings

- Apologies for absence
- Declarations of Interest
- The Minutes of the previous meeting or special meetings held during the intervening period
- Matters arising from the minutes – action point tracker
- Action Point Tracker
- Chair's items
- Chief Executive's Items
- Performance Reports
- General Business
- Minutes of Committee Meetings ie AICC
- Equality Impact Assessment
- Risk Assessment
- Communication to Stakeholders

Adjournment of Meeting

The meeting may be adjourned from time to time.

Intervention of Chair

When the Chair intervenes, any member addressing the meeting shall immediately cease until the Chair has recalled him or her.

Chair to Preserve Order

It shall be the duty of the Chair to see that these Standing Orders are observed, and otherwise to preserve order, and to secure that every member shall have the opportunity of speaking and obtain a fair hearing.

In the event of any disturbances or disorder arising, the Chair may adjourn the meeting, the length of adjournment to be at the discretion of the Chair.

Deputations

When a deputation is received, it shall be competent for members of committee to put to the deputation any questions pertinent to the subject on which they had craved to be heard, but no member of committee shall express an opinion or discuss the subject until the deputation has withdrawn.

Disputes

Any disputes on matters contained within the Articles of Association and Standing Orders should be referred to the Company Secretary.

Emergencies

Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.

Where emergency decisions are required these will be undertaken by the calling of an Emergency Committee meeting.

Whistleblowing

The Policy

Most Employees or Governing Body Members at some time may have concerns about matters which are usually easily resolved. However, where an Employee has concerns about serious malpractice such as fraud; financial irregularities; corruption; bribery; dishonesty; or creating or ignoring a serious risk to health and safety then it is important that there is a process to raise such concerns without fear of reprisal.

The Public Interest Disclosure Act 1998 allows individuals to disclose certain issues to particular external parties where there is good reason to believe that internal disclosure will not be taken seriously or will cause the individual making the disclosure to be penalised in some way. However, we are committed to dealing responsibly, openly and professionally with any genuine concern and encourages Employees or Governing Body Members to discuss concerns internally wherever possible.

The aim of this policy is to ensure that there is full awareness of the sorts of matters which should be reported and the reporting procedure to follow.

This policy should **not** be used for complaints relating to an employee's own personal circumstances, such as the way they have been treated at work. In those cases the employee should use the Grievance Procedure. If an Employee or Governing Body Member chooses to raise a concern under this policy, they must have a reasonable belief that to do so would be in the public interest.

The Policy in Operation

This policy applies to all Staff and Governing Body Members. This includes Staff directly employed, Staff on secondment from other organisations, agency workers and other temporary Staff. The aim of this policy is to ensure that there is full awareness of the sorts of matters which they should report and the reporting procedure they should follow.

The procedures outlined below enable an Employee or Governing Body Member to come forward in confidence with their concerns without fear of being punished for doing so and to have those concerns thoroughly investigated. Once an investigation has taken place, a decision will be made as to what action, if any, should be taken to address the problems.

It is the responsibility of everyone to ensure that appropriate, reasonable and timely action is taken in relation to any concerns of wrongdoing or malpractice raised that could expose the Company to loss or liability. Employees and Governing Body Members are encouraged to report any situation or matter which, they reasonably believe, might show that one or more of the following has occurred, is occurring or is likely to occur in the future:

- a criminal offence;
- a failure to comply with a legal obligation;
- a miscarriage of justice;

- a danger to the health and safety of any individual;
- a damage to the environment;
- a deliberate cover-up of any of the above matters;
- a serious act of misconduct;
- a serious breach of the Company's conduct rules

This reporting procedure should also be followed if Employees or Governing Body Members feel that they have been asked to do something which they believe to be improper or unethical or would result in them being implicated in any of the matters listed above.

Procedures

How to Raise a Concern Internally

As soon as an Employee becomes aware of any matter of the type listed above, or if the Employee wishes to confirm whether it is a matter which should be raised, he or she should speak informally with his or her line manager. In the case of Governing Body Members, the matter should be raised with the Chief Executive.

If the Employee or Governing Body Member decides to raise the matter under the policy, he or she should then report it immediately to their line manager or Chief Executive, whichever applies.

It is very important for prompt reporting of any of the matters referred to above in order to assist the Company to uphold its high standards and to help prevent the concealment or destruction of evidence which might need to be reviewed.

Once a concern has been raised, the Company will look into the matter and make an initial assessment of what action should be taken. This might involve an internal inquiry or a more formal investigation. The Employee or Governing Body Member will be told who is handling the matter, how he or she can contact them and whether further assistance may be needed. Subject to any legal constraint, they will be kept informed of the progress of the investigation and its outcome. Assurance will be given that the matter will be dealt with promptly and within a reasonable time.

If the concern regards a member of the Executive Team or a Board Member, reference should be made to the 'Complaints about the Executive Team or Board Members Procedure' which outlines the process in further detail.

Although, for obvious reasons, the Company would not encourage matters to be raised on an anonymous basis, these will still be investigated. Anonymous disclosures are very rarely helpful since the reliability of the disclosure cannot always be readily tested.

How to Raise a Concern Externally

It should only be in exceptional circumstances that it should be necessary for anyone to raise a concern externally. It is accepted however that an Employee or Governing Body Member may disclose information to a legal adviser in the course of obtaining legal advice. Provided the disclosure is made in the public interest and the person believes it to be substantially true, he or she may also disclose information to one of a number of prescribed “supervisory persons” that protected disclosures may be made to under the Act – such as the Health & Safety Executive for health & safety matters.

You should seek independent advice before raising concerns externally so that they can be advised on whether the proposed disclosure may be protected under the Act. Such advice can be obtained from the charity ‘Public Concern at Work’. Further information can be found by looking at the website: <http://www.pcaw.co.uk>

You can be assured that no one who reports any concern under this policy will suffer any detriment for coming forward, regardless of whether or not the concern is ultimately substantiated. Victimising anyone for or deterring them from raising a concern under this policy is a disciplinary offence and will be dealt with under the disciplinary procedures.

You should be aware that disclosure to the media or to non-prescribed persons will not usually be protected unless there are extreme circumstances and that non-protected disclosures may lead to disciplinary action being taken.

As a registered social landlord (RSL) any member of staff or Governing Body Member of Waverley Housing who has concerns about improper conduct within the Company is also able to raise those concerns directly with the appropriate regulator. For RSL’s the appropriate body is the Scottish Housing Regulator’s Support and Intervention team. The Scottish Housing Regulator’s Support and Intervention team may investigate any allegations of improper conduct, even if they are referred to them anonymously.

How the Company Will Handle Alleged Detriment

If anyone believes that he or she is being victimised by or suffering any detriment from someone from within the Company as a result of reporting a concern or assisting in any investigation, they must inform their line manager or Chief Executive in the case of Staff, or the Chair or Chief Executive in the case of Governing Body Members, immediately and appropriate action will be taken to protect them.

Disciplinary Action

Disciplinary action will be taken against anyone who:

- Deliberately makes false or malicious allegations;
- Makes disclosures for personal gain;
- Makes a non-protected disclosure without exhausting the internal procedure;
- Victimises anyone for raising a concern or making a disclosure under this policy;
- Inappropriately deters anyone from making a legitimate disclosure.

Such conduct will be treated as gross misconduct and may lead to dismissal.

Where, following investigation, a disclosure is substantiated, disciplinary action, or other appropriate sanction, may be taken against the person who is the subject of the disclosure.

Guidance on Specific Issues

This policy is designed to allow a channel for serious issues of a public interest (i.e. inappropriate or illegal use of public resources) to be raised. It should not be used for concerns of any other nature and for which the normal grievance or other appropriate procedure should be used.

Additional Information

Anyone who would like further information about the Company's Whistleblowing policy should either contact their line manager or the Chief Executive, for further information on the Public Interest Disclosure Act, refer to the Public Concern at Work website at <http://www.pcaw.co.uk>