



Governance Handbook

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CONTENTS PAGE

| | Page no |
|---|------------|
| A Message from the Chair | 4 |
| Governing Body Members' Guide: | 5 |
| 1. Introduction | |
| 2. What do Registered Social Landlords (RSLs) do? | |
| 3. What the Governing Body does | |
| 4. The role of a Board Member | |
| 5. Role Descriptions for Chair, Vice Chair, Governing Board Members and Role of Secretary | |
| 6. The Responsibilities of being a Board Member | |
| 7. Engaging with tenants and other customers | |
| 8. Funding | |
| 9. Regulatory Requirements | |
| 10. Policies | |
| 11. More information | |
| COMPANY DOCUMENTS | |
| AICC & Board Meeting Planner | 29 |
| Articles of Association | 30 |
| Code of Conduct (for Governing Body Members) Policy | 45 |
| Scheme of Delegation | |
| • Board | |
| • AICC | |
| • Emergency Committee | |
| • Delegation to Executive Team | 58 |
| Standing Orders Policy – Conduct of Meetings | 74 |
| Risk Management Policy | 77 |
| Entitlements, Payments & Benefits Policy | 82 |
| Equal Opportunities & Diversity Policy | 85 |
| Notifiable Events Policy | 90 |
| Whistleblowing Policy | 94 |
| Fraud Policy | 98 |
| Bribery Policy | 101 |
| Complaints Policy | 104 |
| Alcohol & Drugs Policy | 106 |
| Board Member Learning & Development Strategy (2020-2025) | 112 |
| Board Membership & Recruitment Policy | 115 |
| Board Membership & Recruitment Procedure | 116 |
| Board Member Induction Procedure | 117 |
| Board Member Appraisal Procedure | 119 |
| Board Member Expenses Policy | 123 |

| Acronym | Meaning |
|----------------|--|
| AGM | Annual General Meeting |
| AICC | Audit & Internal Control Committee |
| ARC | Annual Return on the Charter |
| EESSH | Energy Efficiency Standard for Social Housing |
| EIRS | Environmental Information (Scotland) Regulations |
| FOISA | Freedom of Information (Scotland) Act |
| GBM | Governing Body Member |
| UK GDPR | UK General Data Protection Regulation |
| EU | European Union |
| OSCR | Office of the Scottish Charity Regulator |
| RSL | Registered Social Landlord |
| RTO | Registered Tenant Organisation |
| SFHA | Scottish Federation for Housing Associations |
| SHN | Scottish Housing Network |
| SHQS | Scottish Housing Quality Standard |
| SHR | Scottish Housing Regulator |
| SIC | Scottish Information Officer |
| SPSO | Scottish Public Service Ombudsman |
| SST | Scottish Secure Tenancy |
| WH | Waverley Housing |

A Message from the Chair of Waverley Housing



Since its establishment in 1989 Waverley Housing (WH) 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 WH encourages participation by its tenants in the design and delivery of its services. These arrangements include tenants having a direct input to the governance of Waverley through membership of the Board and other forums for consultation.

The role of the Board is to provide good governance to the Company and to oversee, direct and support the activities of our staff to help ensure that agreed objectives are achieved. WH therefore needs a broad and balanced collection of skills and experience among those volunteers who sit as Board members. In this way WH can help develop and maintain strong and sustainable communities in the areas where we own and manage housing and in so doing 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 WH's activities. While this can sometimes be challenging, it is also welcome as it helps WH demonstrate the strength and competence of the Company to customers, partners and those who work for WH.

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 the Board Members' input, for the ultimate benefit of WH's customers.

David Gordon
Chair of Waverley Housing

Governing Body Members' Guide

1. Introduction

This Guide provides information to help you in the role as a Member of the Governing Body of Waverley Housing (WH). 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 WH by visiting the 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.

WH operates across a wide, sparsely populated rural area in the south of Scotland. WH have just over 1,500 properties which are dispersed over a number of towns, villages and small settlements, with the main towns being Hawick, Galashiels, Jedburgh, Kelso and Selkirk. Estate regeneration plans are being progressed for WH housing stock in the Upper Langlee area of Galashiels.

WH's aim is to provide high quality and affordable housing whilst contributing to the broader generation of sustainable communities. WH do this through engaging with the 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 Scottish Borders Council.

Waverley Housing prides itself on being a well governed, well managed and tenant focused Company. WH's values of equality, excellence and engagement are embedded in all of the work and evidence its 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 2021-2026 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 and;
- To be a strong, successful organisation.

Waverley Housing does not own any substantial areas of development land and currently has no plans to build new housing other than as part of the estate regeneration plans at Upper Langlee, Galashiels. Waverley Housing is also looking at a range of alternative options to grow its housing 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 and in October 2019 WH were appointed to provide a repairs and maintenance and void repairs service contract to Scottish Borders Council and in August 2021 WH were appointed to provide

a repairs and maintenance and void repairs service contract to Bridge Homes (Orchard & Shipman) The last of these contracts terminates on 4th April 2022.

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 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 and Cashflow is established each year, together with a 30 Year 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.

RSL's provide housing, mainly for rent for people across Scotland. WH let houses on Scottish Secure Tenancies (SSTs) and the majority of its housing stock meets the Scottish Housing Quality Standard (SHQS) and the Energy Efficiency Standard for Social Housing (ESSH) and is expected to meet ESSH2 by 2032. 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.

RSL's 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 help with repairs, maintenance and adaptations;

- Factoring – providing maintenance and repairs services to owners who live in homes 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 RSL's – key partners include the local authority, Scottish Government, banks, regulators, other landlords and, of course, tenants and the communities in which WH are active.

RSL's 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. WH are required to meet the SHR's regulatory requirements for governance and financial management, mentioned later in this handbook.

RSL's 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. The Sector is very heavily regulated and WH must demonstrate its compliance with the requirements of all of the regulators as well as its 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). WH became a Registered Social Landlord (RSL) in 2003, regulated by the SHR. WH funders are Barclays Bank plc. WH is also a registered Property Factor Reg No. PF000271.

WH's primary source of income is from tenants' rents. WH aim to provide the highest possible standards of service whilst keeping rents affordable: this means that WH are committed to delivering value for money across all of the 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.

WH reports its activities to the Members and Tenants in regular newsletters, via the website <https://www.waverley-housing.co.uk/home/downloads/charter-performance-reports-2/> and through WH's annual performance report that is published by the SHR in October each year. WH are required to report its performance in meeting the Scottish Social Housing Charter to the SHR annually in May.

3. What the Governing Body does

WH refers to its 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 and 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 WH staff.

The Board's main responsibilities are to:

- Lead the Company;
- Promote and uphold WH Values;
- Set the 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 they maintain effective relationships with WH's partners, although day-to-day responsibility is delegated to staff. The Board is responsible for ensuring that all requirements of the 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 the 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. Currently Waverley Housing retains Wylie + Bisset 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.

WH Scheme of Delegation contains the Board Terms of Reference which set out the requirements of the Board. The roles of the Chair, Vice Chair, governing Board Members and Secretary are also set out in section 5 of this handbook. WH Board should not have less than 7 members and not more than 10. WH review the range of skills, knowledge and experience that the Board requires on an annual basis, through the Appraisal process, to ensure that WH have access to the necessary expertise and experience to meet WH's Objectives. Where gaps

are identified, WH try to address them through training and/or recruitment. WH publicise the particular skills required when any Board Member vacancies arise.

WH 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 electronically and Board Members are encouraged to raise any queries they 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, WH 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 WH's 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 WH's Articles of Association, Standing Orders, 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 the 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 their performance, activities and progress;
- Take part in training and other learning opportunities;
- Take part in an annual review of the effectiveness of their Governance;

- Participate in an annual appraisal of their individual contribution to their Governance;
- Maintain and develop their 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 WH Entitlements, Payments & Benefits Policy.

Commitment

An estimate of the annual time commitment that is expected from GBMs is:

| Activity | Time |
|---|--------------------------|
| Attendance at up to 9 x 2.5hourly regular meetings of the Governing Body | 22.5 hrs |
| Attendance at up to 4 x 2 hourly development sessions prior to Board Meetings | 8 hrs |
| Reading and preparation for meetings of the governing body (approx. 2 hours each meeting) | 16 hrs |
| Attendance at up to 3 x 2 hourly sub-committee meetings | 6 hrs |
| Reading and preparation for sub-committee meetings (approx. 2 hours each meeting) | 6 hrs |
| Attendance at annual planning (development session) and review events including individual review meeting (annual appraisals) | 1 day 2 hrs |
| Attendance at events such as estate tours (approx. 3 x 2 hours), tenant / customer conferences, openings and site visits | 12 hrs |
| Attendance at internal briefing and training events | 6 hrs |
| Complete ELearning Modules (3 yearly) | 2 hrs |
| External Training and conference attendance (may include overnight stay or weekend) | 2-4 days |
| Total | 80.5hrs + 2-5 days |

To support Board Member in their 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 WH do as well as identifying an experienced Member of the Board who will act as their 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 the Role Description for the Chair of Waverley Housing.

Each year, every Board Member is expected to take part in an appraisal of their individual contribution to WH Governance. This is carried out by the Chair and Secretary and used to inform the development of annual learning and development programmes for the Board and its Members. The 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). WH also use this process to help plan for the future by identifying the skills, knowledge and experience that the Board has and those areas that might need to be strengthened, for example because experienced Board Members are planning to end their involvement with WH.

5. Role Descriptions for the Chair, Vice Chair, Governing Body Members and Duties of the Secretary

Role Description for the Chair

Introduction

This role description sets out the particular duties and responsibilities that attach to the Chair of WH and to the Chair of WH's AICC committee and any other sub committees. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should be considered alongside WH's Articles of Association and Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.

This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair and AICC Chair after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.

In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.

As set out in the Scheme of Delegation (section 6.2), the Chair of Waverley Housing (WH) may **not** also serve as the Chair of the AICC.

An overview of the Role of the Chair at general meetings is outlined in Rule [27-30] of WH's Articles of Association and more fully in the Governance Handbook.

The Chair and Vice Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Also, at this meeting membership of sub committees will also be determined. The Chair cannot serve a continuous term of more than five years. Following an AGM all office bearers will be elected at the next Board Meeting. There is no expectation that the Chair must serve the full five year maximum term.

In the spirit of WH's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

Key Responsibilities

The Chair must act, and be seen to act, at all times on behalf of the Governing Body.

The Chair's key responsibilities are:

- To lead the Governing Body, AICC or sub committee constructively, provide direction and manage meetings effectively;
- To develop and maintain a constructive and positive working relationship with the Chair and Chief Executive and senior staff;
- To uphold WH's Code of Conduct and promote good governance;
- To ensure decision making complies with Standing Orders and Scheme of Delegation;
- To be a positive and effective ambassador for WH;
- To ensure that WH's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required;
- To be accountable for the actions of the Chair.

Leadership and Direction

The Chair is expected to:

- Represent WH positively and effectively;
- Set the style and tone of Governing Body, AICC or sub committee meetings to ensure effective and participative decision making;
- Promote and uphold the Code of Conduct for WH's Governing Body;
- Ensure that the necessary arrangements are in place to enable WH to honour its obligations, achieve its objectives and meet agreed targets;
- Demonstrate and support the principles of good governance at all times;
- Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of WH's aims and objectives and for the fulfilment of the Governing Body's responsibilities;
- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought;
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities.

Working with the Chief Executive Officer (CEO)

The Chair should:

- Establish a constructive relationship with the CEO and ensure that their respective roles of leading and managing are recognised and promoted effectively. The AICC Chair should establish similar relationships with the relevant senior staff member;

- Ensure that the conduct of WH's business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary;
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CEO, in accordance with WH's agreed recruitment practices;
- Carry out, with at least one other Governing Body Member, the CEO's annual appraisal and report to the Governing Body;
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CEO;
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the CEO, in accordance with WH's agreed procedures.

Promoting Good Governance

The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity;
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff;
- Initiate any investigation under the terms of WH's Code of Conduct;
- Chair all general meetings of WH in accordance with the Articles of Association;
- Chair all Governing Body meetings of WH, in accordance with the Articles of Association and Standing Orders;
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention;
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with WH's Policy;
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically;
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively.

Conduct of WH's Business

The Chair is expected to:

- Ensure that WH's business is efficiently and accountably conducted between Governing Body meetings;
- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with WH's scheme of delegation;
- Take decisions on behalf of the company in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification;

- Ensure the range of skills, knowledge and experience required to lead WH effectively is available to the governing body and that the governing body is able to access specialist support where necessary and;
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance;

Role Description for the Vice Chair

Introduction

This role description sets out the particular duties and responsibilities that attach to the Vice Chair of WH. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should also be considered alongside:

- the Role Description for the Chair of WH;
- WH's Articles of Association; and
- WH's Standing Orders.

In the event that the Chair of WH is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.

The position of Vice Chair will be elected by the Governing Body, every year at the first meeting following the AGM.

The Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.

The role of Vice Chair must be carried out by a Governing Body member, and may also be carried out by a former office bearer.

Role of Vice Chair

The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of WH. Therefore, this role description must be read in conjunction with the Role Description for the Chair of WH.

When known in advance, the Vice Chair should ensure that they are available for any Governing Body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

Role Description for Governing Board Members

Introduction

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 1

This role description has been prepared to set out the responsibilities that are associated with being a Governing Body Member (GBM) of Waverley Housing (WH). It should be read in conjunction with WH’s Articles of Association and Standing Orders Policy.

WH is a Registered Social Landlord and a Scottish Charity. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

WH encourages people who are interested in the Company’s work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require ‘qualifications’ but, from time to time, WH will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. WH have developed a profile for the GB which describes the skills, qualities and experience that is considered needed to lead and direct WH and will carry out a review of the skills that they have and those that are required to inform any recruitment activities.

This role description applies to all members of the Governing Body, whether elected or co-opted, new or experienced. It is subject to periodic review.

Primary Responsibilities

As a GBM your primary responsibilities are, with the other members of the Governing Body, to:

- Lead and direct WH’s work;
- Promote and uphold WH’s values;
- Set and monitor standards for service delivery and performance;
- Control WH’s affairs and ensure compliance;
- Uphold WH’s Code of Conduct and promote good governance.

Responsibility for the operational implementation of WH’s strategies and policies is delegated to the Chief Executive Officer.

Key Expectations

WH has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.

Each GBM must accept and share collective responsibility for the decisions properly taken by the Governing Body. Each GBM is expected to contribute actively and constructively to the work of WH. All members are equally responsible in law for the decisions made.

Each member must always act only in the best interests of WH and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.

Main Tasks

- To contribute to formulating and regularly reviewing WH's values, strategic aims, business objectives and performance standards;
- To monitor WH's performance;
- To be informed about and ensure WH's plans take account of the views of tenants and other customers;
- To ensure that WH operates within and be assured that WH is compliant with the relevant legal requirements and regulatory frameworks;
- To ensure that risks are realistically assessed and appropriately monitored and managed;
- To ensure that WH is adequately resourced to achieve its objectives and meet its obligations;
- To oversee and ensure WH's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants;
- To act, along with the other members of the governing body, as the employer of WH's staff and;
- To ensure that WH is open and accountable to tenants, regulators, funders and partners.

Duties

- Act at all times in the best interests of Waverley Housing;
- Accept collective responsibility for decisions, policies and strategies;
- Attend and be well prepared for meetings of the governing body and sub-committees;
- Contribute effectively to discussions and decision making;
- Exercise objectivity, care and attention in fulfilling your role;
- Take part in ongoing training and other learning opportunities;
- Take part in an annual review of the effectiveness of WH's governance and of your individual contribution to WH's governance;
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector;
- Represent WH positively and effectively at all times, including in local communities and when attending meetings and other events;

- Respect and maintain confidentiality of information;
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff;
- Be aware of and comply with WH policy on the restrictions on payments and benefits and;
- Register any relevant interests as soon as they arise and comply with WH's policy on managing conflicts of interest.

What WH Offers GBMs

All GBMs are volunteers and receive no payment for their contribution. WH has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with WH. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with WH. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

In return for your commitment, WH offers:

- A welcome and introduction when you first join the governing body;
- A mentor from the governing body and a named staff contact for the first six months, with ongoing support;
- Clear guidance, information and advice on your responsibilities and on WH's work;
- Formal induction training to assist settling in;
- Papers which are clearly written and presented, and circulated in advance of meetings;
- The opportunity to put your experience, skills and knowledge to constructive use;
- The opportunity to develop your own knowledge, experience and personal skills and;
- The chance to network with others with shared commitment and ideals.

Duties of the Secretary

Duties of the Secretary include:

- Calling and going to all Annual General Meetings, Special General Meetings and Governing Body meetings;
- Keeping the minutes for all Annual General Meetings, Special General Meetings and Governing Body meetings;
- 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 WH's Governance Handbook.
- Keeping the Register of Members and other Registers required by WH's Rules.

6. Rules

6.1. Rules Relating to Correspondence with Members

- 6.1.1. If you change your address, you must let the Company know by writing to the Secretary at the registered office within three months. This requirement does not apply if you are a tenant of the Company and have moved home by transferring your tenancy to another property owned and managed by the Company.
- 6.1.2. Your membership of the Company will end and the and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days' notice in writing to the Secretary at the registered office.
- 6.1.3. *(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)*

The Secretary must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place.

6.2. Rules Relating to Annual and Special General Meetings

- 6.2.1. All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:
- the Committee requests one; or
 - At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.
- 6.2.2. Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.
- 6.2.3. If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.
- 6.2.4. If the Secretary fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.
- 6.2.5. The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:
- the time, date and place of the meeting;
 - whether the meeting is an annual or special general meeting;
 - the business for which the meeting is being called
- 6.2.6. The Committee may ask the Secretary to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going

ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

6.2.7. If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to the Secretary at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

6.3. Rules Relating to Committee Meetings and Special Committee Meetings

6.3.1. Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

6.3.2. The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.

6.3.3. If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

6.3.4. Changes introduced by the Corporate Insolvency and Governance Act 2020 (the 2020 Act) allow Companies and Registered Societies to hold meetings of members virtually regardless of whether their constitution allows it. These provisions apply to both AGMs and SGMs.

6.3.5. The changes made by the 2020 Act apply to meetings due to take place between 26 March 2020 to 30 March 2021. This means if your AGM is held between 26 March 2020 to 30 March 2021 you can decide to hold your AGM and SGM virtually using remote technology even where this is not expressly provided for in your constitution.

6.4. Rules Relating to the Role of the Secretary

6.4.1. 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. The Office Bearers, except for the Secretary, must be elected Committee Members and cannot be co-optees. An employee may hold the office of Secretary although not be a Committee Member. If the Secretary cannot carry out his/her duties, the Committee, or in an

emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

6.4.2. The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

6.4.3. 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 Company and all the Committee Meetings;
- keeping the minutes for all meetings of the Company and Committee;
- 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 these Rules and;
- keeping the Register of Members and other registers required under these Rules.

6.5. The Secretary must produce or give up all the Company's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

6.6. The Chairperson can resign his/her office in writing to the Secretary and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 68. The Committee will then elect another Committee Member as Chairperson.

6.7. The Company shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required.

6.8. At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 23-25 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.

6.9. Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

6.10. The Secretary must also send:

- a copy of the auditor's report on the Association's accounts for the period covered by the return; and
- a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

6.11. The Secretary shall, on demand, provide a copy of the Articles of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Company may require, not exceeding the amount specified by law, to any other person.

7. The Responsibilities of being a Board Member

Being a Board Member is a voluntary role which carries legal responsibilities. These include:

- Using their skills, experience and judgement to help make the business successful;
- Following the Company's Articles of Association and ensuring it meets its legal obligations;
- Making decisions for the benefit of the Company, not themselves;
- 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 and;
- 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 requires to be signed annually.

WH 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.

WH's 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 to sign and uphold the terms of the Code of Conduct. Board Members must be able to demonstrate that they receive no benefit or preferential treatment because of their involvement with WH; this applies to WH staff too.

This restriction does not mean that a Board Member should be unfairly disadvantaged, however WH apply specific procedures to any decision or transaction that a reasonable and objective person might think a Board Member may have a personal interest in, but to which a Board Member is are entitled. So, if a Board Member or someone a Board Member is close to has applied for one of WH's houses and they meet WH's allocations criteria, they will not be prevented from accepting a tenancy, as long as the allocations policy and procedures have been followed and the Board Member has played no part in any of the consideration.

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

Board Members must declare any interests as soon as they are aware of them and they should keep their register entries up to date at all times. Please see list in Section 3.2 of Appendix 1 within the Code of Conduct (for GBMs) which describes the people who are or might be considered to be closely associated with a Board Member.

If a Board Member becomes aware of any action or interest involving any of the people contained in Table A of the Code of Conduct, that are relevant to WH's activities, WH expect them to declare and manage it appropriately as soon as possible. WH expect the Board Member to always know about any such interests involving people in Group 1 and also in relation to anyone in Groups 2 and 3 that they are in regular contact with.

In the event of a matter being discussed by the Board in which a Board Member has declared an interest, they must leave the meeting whilst the discussion is taking place and they must not play any part, or seek to play any part, in making the decision. Or if the other Board Members agree they can remain within the meeting, this must be recorded in the Minutes of the Meeting.

WH's Entitlements, Payments and Benefits Policy describes how a Board Member should respond to any offers of gifts or hospitality: they should decline any hospitality or gifts that exceed the value permitted in WH's EPB Policy and all offers should be recorded, whether accepted or not, in the Gifts & Hospitality Register. Examples of hospitality that is permitted include attending events associated with the business activities, conferences and training events, events hosted by WH's partners that are relevant to WH's business. Examples of hospitality that should be declined include invitations to sporting events or social occasions that have no relevance to WH business. For the avoidance of doubt, WH do permit the acceptance of small gifts as gestures of thanks or appreciation (i.e. biscuits or chocolates) provided these are recorded in the EPB Register; WH normally expect these to be shared with colleagues.

8. 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. WH are required to make information widely available about their services, performance and plans.

WH performance in respect of complying with these requirements is measured, in part by the performance in meeting the terms of the Scottish Social Housing Charter. The 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.

The Scottish Government's Social Housing Charter came into force in April 2012. The Charter sets out the standards and outcomes that:

- tenants can expect from social landlords, in terms of the quality and value for money of the services they receive, the standard of their homes, and opportunities for communication and participation in the decisions that affect them;
- homeless people can expect from social landlords in terms of access to help and advice, the quality of temporary accommodation, and continuing support to help homeless people access and keep a home;
- owners can expect from the property management services they receive from social landlords;
- Gypsy / Travellers can expect in terms of the maintenance and management of sites.

The SHR monitors, assess and reports on landlords' performance against the Charter.

General Data Protection Regulation

Part of the expanded rights outlined by the UK 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 has introduced Privacy Policies, Fair Processing Procedures, Conditions for Consent and contractual provisions to cover data controller and processor requirements.

Freedom of Information

Waverley Housing is, with effect from 11th November 2019, following an Order of the Scottish Parliament, designated as a Scottish Public Authority under the Freedom of Information (Scotland) Act 2002 (FOISA). This Act gives everyone a right of access to information held by us, as well as access to environmental information under the Environmental Information (Scotland) Regulations 2004 (EIRS).

The aim of both is to increase openness and transparency by allowing access to the information we hold, including how our decisions are taken and how we deliver our services.

The FOISA requires Waverley Housing to adopt and maintain a publication scheme, which has the approval of the Scottish Information Commissioner (SIC), and to publish information in accordance with that scheme. We have adopted the SIC's Model Publication Scheme.

We are legally obliged to:

- Publish the classes of information that we routinely make available;
- Advise the public how to access that information; and
- Advise whether information is provided free of charge or on receipt of payment.

The Model Publication Scheme sets out our commitment to make certain classes of information routinely available, such as our policies and procedures, Board minutes, financial information, performance reports and much more.

We have developed a Guide to Information for this purpose, which provides easy access to the information detailed. The Guide to Information is not intended to be a complete list of the information we hold. If you require information which is not contained within our Guide, you can submit a request to us.

Our Charging Schedule details what may be charged for our provision of information.

Information requested may be withheld if there is a good reason for doing so. If we withhold information, we will advise you why. If you are unhappy with our decision or the way we have dealt with your request, you can ask us to review our decision. If you do not agree with the outcome of the review, you can ask the SIC to investigate.

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. WH consult each year with tenants on the format of the 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 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.

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

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

WH have a Customer Review Panel which is made up of a cross-section of WH customers. Their role is to monitor WH's performance and to influence service development and delivery. From time to time, WH consult the Panel and the Tenants' groups about specific proposals.

WH maintain a comprehensive website which is promoted as the first point of contact with anyone who wants to find out about WH or the services WH offer. WH website includes information about WH Policies and Procedures.

WH publish a minimum of 3 newsletters a year which are available to download from the website and are also delivered to every tenant. Anyone who is dissatisfied about any aspect of WH service can make a complaint – WH's 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.

9. Funding

The Board is responsible for ensuring that Waverley Housing is financially viable and that their 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 WH's 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 the tenants. More than 95% of the annual budget is met by rent. The remainder comes from factoring services that WH provide to owners and from grants that WH receive for specific projects and initiatives.

WH review the rents annually and are required to consult with tenants on the proposed increase; the Rent and Service Charge Setting Policy and budget planning processes anticipate that rents will rise by inflation plus a maximum 1%.

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

10. Regulatory Requirements

WH is required to comply with the SHR's Regulatory Standards of Governance and Financial Management. The current regulatory framework was introduced in 2018.

There are seven 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, while maintaining rents at a level that tenants can afford to pay.
- 4) The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the company's purpose.
- 5) The RSL conducts its affairs with honesty and integrity.
- 6) The governing body and senior officers have the skills and knowledge they need to be effective.
- 7) The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

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.

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.

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 company change
- Breach of legislation (e.g. health & safety) or regulatory standards
- Breach of financial covenants
- Failure of governance.

The SHR requires to be notified at the earliest opportunity of any notifiable events; those involving governance or company 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 an 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.

Annual Assurance Statement

Waverley Housing is required to submit an Annual Assurance Statement to the Scottish Housing Regulator, providing assurance that their company complies with the relevant requirements of chapter 3 of the Regulatory Framework. This includes regulatory requirements that apply to all social landlords and the Standards of Governance and Financial Management that apply to Registered Social Landlords (RSLs).

The Statement should be made and submitted by the RSL's governing body, or the relevant local authority committee which has been delegated authority to complete the Statement by the local authority. This guidance is for members of governing bodies and local authority committees. The SHR provides guidance on how landlords should prepare and submit their Statement. In complying with this guidance landlords will meet the requirements on Annual Assurance Statements in section 3 of the Regulatory Framework.

Each landlord should confirm in its Statement its compliance with all of the relevant requirements at section 3 of the Framework. Where a landlord does not fully comply, it should set out in the Statement how and when it will make the necessary improvements to ensure compliance.

12. Policies

As a member of the Board, you are responsible for approving the Strategies and Policies that WH work to.

11. 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

| 2022 | AICC | BOARD |
|---------------|-------------|---|
| Jan-22 | | 25/01/2022 |
| Feb-22 | | 22/02/2022 |
| Mar-22 | 15/03/2021 | 29/03/2022 including Development Session 3-5pm |
| Apr-22 | | 26/04/2022 including Development Session 3-5pm |
| May-22 | | 31/05/2022 |
| Jun-22 | 14/06/2021 | 28/06/2022 including Development Session 3-5pm |
| Jul-22 | | 26/07/2022 (no business scheduled) |
| Aug-22 | | 30/08/2022 (no business scheduled) |
| Sep-22 | | 27/09/2022 AGM |
| Oct-22 | 18/10/2021 | 25/10/2022 including Development Session 3-5pm |
| Nov-22 | | 29/11/2022 |
| Dec-22 | | No Business |
| 2023 | | |
| Jan-23 | | 31/01/2023 |
| Feb-23 | | 28/02/2023 including Development Session 3-5pm |
| Mar-23 | 14/03/2022 | 28/03/2023 |

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 notarially 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 ten 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).

Code of Conduct (for Governing Board Members) Policy

1. Scope of the Policy

- 1.1. 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.
- 1.2. We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3. 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.
- 1.4. As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct. (Scottish Housing Regulator (2019) Regulatory Framework, Regulatory Standard 5.2) 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.
- 1.5. 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.
- 1.6. 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. (Committee for Standards in Public Life (May1995), Nolan Principles)

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. Objectives of the Policy

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

4.1. 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.

- 1) You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.
- 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.
- 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.
- 4) If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.
- 5) You must consider the views of others and be tolerant of differences.
- 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).
- 7) You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected* (*See Code Appendix 1, Table A for definition of closely connected) or their business interests.
- 8) Mobile phones should be switched off during meetings, seminars, training courses etc.

4.2. 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.

- 1) You should exercise reasonable skill and care in the conduct of your duties.
- 2) You should avoid any situation that could give rise to suspicion or suggest improper conduct.

- 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.
- 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.
- 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.
- 6) You must ensure that the company is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- 7) You must not prevent people or bodies from being provided with information that they are entitled to receive.

4.3. C. Honesty

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

- 1) You should always act in good faith when undertaking your responsibilities as a Member of our Governing Body.
- 2) You should use your skills, knowledge and judgement effectively to support our activities.
- 3) You should ensure that decisions are always taken and recorded in accordance with our Articles and policies and procedures.
- 4) You must ensure that the company 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* (*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) 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.
- 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* (*Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport).
- 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 company or any of its business partners.
- 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.

4.4. 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.

- 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).
- 2) You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.
- 3) You must monitor performance carefully to ensure that the company's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- 4) You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the company, our tenants and our service users.
- 5) You should ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.
- 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 company.
- 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.

4.5. E. Integrity

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

- 1) You must always treat your Governing Body colleagues, our staff and their opinions with respect.
- 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.
- 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.
- 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.
- 5) You must uphold our equal opportunities and diversity, whistleblowing and electronic communications & social media (this relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL) policies.
- 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.

- 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.
- 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.
- 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 company and must comply with our policies on the matter.

4.6. F. Accountability

- 1) You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective
- 2) 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.
- 3) 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.
- 4) You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.
- 5) You should always be courteous and polite and behave appropriately when acting on our behalf.
- 6) You must participate in and contribute to an annual review of the contribution you have made individually to our governance.
- 7) 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.
- 8) You must not speak or comment in public on our behalf without specific authority to do so.
- 9) You must co-operate with any investigations or inquiries instructed in connection with this Code.
- 10) 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.

4.7. G. Leadership

- 1) You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the company by example.
- 2) 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.
- 3) You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.

- 4) You must always be a positive ambassador for the company.
- 5) 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.
- 6) You must not criticise the company or our actions in public.
- 7) You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Chief Executive Officer.
- 8) You must not use social media to criticise or make inappropriate comments about the company, its actions or any member of the Governing Body, staff or other partners.
- 9) You must not act in a way that could jeopardise our reputation or bring us into disrepute* (*this includes activities on social media, blogs and networking sites).

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.

Appendix 1

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 a company 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.
 - a) Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
 - b) 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.
 - c) Receipt of care or support services from us.
 - d) Membership of a community or other voluntary organisation that is active in the area(s) we serve.
 - e) Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
 - f) Membership of the governing body of another RSL.
 - g) Being an elected member of any local authority where we are active.
 - h) If you purchase goods or services from us.
 - i) If you purchase goods or services from one of our approved contractors or BRPP Framework Agreement partners.

- j) Significant shareholding in a company that we do business with.
- k) Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.
- l) 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).
- m) 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 company to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both yourself and the company.

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 list outlines those who you should consider when declaring interests:

- a) 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.
- b) Parents, parents-in-law and their partners.
- c) Sons and daughters; stepsons and step-daughters and their partners.
- d) Brothers and sisters and their partners.
- e) A partner's parent, child, brother or sister.
- f) Grandparents, grandchildren and their partners.
- g) Someone who is dependent on you or whom you are dependent on.
- h) Close friends.
- i) Other relatives (e.g. uncles, aunts, nieces, nephews and their partners).
- j) Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates).

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 expect you to be familiar with the actions of members of your household (Group 1) 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

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:
- 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
 - Other complaints about the conduct of a Member of the Governing Body
 - 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 guidance* (*Scottish Housing Regulator, April 2012, Notifiable Events Guidance) 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.

- 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:
- a) an informal discussion with the member concerned.
 - b) advice and assistance on how his or her conduct can be improved.
 - c) the offer of training or other form of support.
 - d) a formal censure.
 - e) a vote to remove the Member from the Governing Body.
- A.23. The outcome of any investigation will be notified to the Scottish Housing Regulator.

Definitions

- A.24. Waverley Housing will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):
- a) Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
 - b) 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.

- c) Accepting a bribe or inducement from a third party designed to influence the decisions we make.
- d) Consistent or serious failure to observe the terms of the Code of Governance.

Approval and Review

- A.25. This protocol was approved by the Governing Body of Waverley Housing on 13 March 2018. 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.

Scheme of Delegation

1. Introduction

- 1.1. 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 company - the Board, Executive Team and staff to be well informed about where the lines of responsibility lie and to exercise due control.
- 1.2. 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 staff.
- 1.3. The Board will exercise overall control through its Scheme of Delegation, which is defined through:
 - a) The company's Memorandum and Articles of Association
 - b) Financial Regulations
 - c) Limits of Authority
 - d) Standing Orders
 - e) Business Plan and Strategies
 - f) Policies and Procedures
 - g) Terms of Reference for Board and Committees (contained within this Scheme)
 - h) 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.

2. Board Terms of Reference

2.1. Core functions

- a) To define and ensure compliance with the values and objectives of the company.
- b) To review and agree the Company's Business Plan on an annual basis.
- c) To establish a framework for approving strategies, policies and plans to achieve those objectives and approve material or significant changes to existing policies or strategies delegated to Committees.
- d) To establish and oversee a framework of delegation and systems of control.
- e) To 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.
- f) To monitor the company's performance in relation to these plans, budget controls and decisions, including customer feedback and the performance of comparable organisations.
- g) To appoint (and if necessary remove) the Chief Executive/Executive Team and determine their salary levels and conditions of service.

- h) To satisfy itself that the company's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- i) To take appropriate professional advice.
- j) To ensure legal, constitutional and regulatory compliance.
- k) To promote and demonstrate good governance.
- l) To elect (or if necessary remove) the Chair and Vice-Chair of the Board.
- m) To ensure that an annual appraisal of all Board Members is undertaken by the Chair.
- n) To annually review the Board's own strengths and weaknesses to approve training programmes and ensure continuing effectiveness.

2.2. Finance and Corporate Matters

- a) To approve the annual budget before the start of the financial year, and receive monthly management accounts.
- b) To approve annual accounts for presentation to the annual general meeting.
- c) To consider the annual audit report and approve the response (if any) to the External Auditor's Management Letter.
- d) To monitor compliance with loan covenants.
- e) To set rent levels.
- f) To ensure that adequate finance is available in order to achieve Business Plan objectives.
- g) 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.

2.3. Housing and Property Services

- a) 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 and Energy Efficiency Standard for Social Housing.
- b) To instruct and receive a Stock Condition Survey from suitably qualified chartered surveyors.
- c) Through receipt of monthly reports, to monitor performance in relation to housing management and repairs and maintenance, including customer satisfaction and complaints.
- d) To receive an annual performance report on approved contractors.
- e) To select, appoint and monitor the progress of a suitably qualified contractor to assist the company discharge its obligations under the Gas Safety Regulations.
- f) Acquisition or disposal of land or property must be approved by the Board.

2.4. Legal

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

2.5. Regulatory

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

2.6. Significant Matters

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

- a) Expansion of the company's operations into new activities or geographic areas.
- b) Any decision to cease a material part of the company's operations.
- c) Changes to corporate structure, including potential mergers or the setting up of subsidiaries.
- d) Approval of resolutions put forward by the Board at a general meeting.
- e) Changes to the structure, size or composition of the board.
- f) Appointments to the boards of subsidiaries or other organisations.
- g) Approval of key policies, including the Code of Conduct for governing body members and staff.

2.7. 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.

2.8. 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.

2.9. 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.

2.10. 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.

2.11. 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.

2.12. 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.

2.13. 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.

2.14. Continuous Improvement

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

3. **Board Membership**

- 3.1. Qualification for membership of the Board is as set out in Qualifications for Membership contained within the company's Articles of Association.
- 3.2. Should membership of the Board fall below 7 members, the Board cannot act for longer than two consecutive months, with the only power the Board shall have to act thereafter, being to bring the membership up to 7.

4. **Board Meetings**

- 4.1. The Board will meet at least six times per annum.
- 4.2. 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.
- 4.3. An administrator will minute the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance.
- 4.4. The Board will be provided with appropriate secretariat support as required.
- 4.5. The Board shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.
- 4.6. Board Members will receive copies of any committee meetings minutes at the next Board meeting following the meeting of the committee, for noting.
- 4.7. 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.

- 4.8. Meetings will be run in accordance with the Articles of Association and Standing Orders of the company.

5. Audit & Internal Control Committee (AICC) – Terms of Reference

5.1. Core functions

- a) 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.
- b) Review of summary financial statements, significant financial returns to the Scottish Housing Regulator and any financial information contained in other associated documents.
- c) 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.
- d) Review and challenge the methods used to account for significant or unusual transactions where different approaches are possible.
- e) 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.
- f) Review and challenge the clarity of disclosure in the company's financial reports and the content in which statements are made; and
- g) 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).

5.2. Internal Controls and Risk Management Systems

The committee shall:

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

5.3. Scrutiny

The undernoted series of bullet points describe the areas of interest in which the AICC may wish to perform a scrutiny function. These are not an exhaustive or prescribed list of tasks:

- a) Post-decision scrutiny of decisions or actions, relating to the regeneration of Upper Langlee, with the ability to review decisions not yet implemented and make suggestions for improvement.
- b) Review the approval process for project specific elements of the Upper Langlee refurbishment and demolition and new build programmes and make recommendations for improvement.
- c) Monitor the adequacy and effectiveness of the financial arrangements required to deliver the programme of work and make recommendations for improvement.

- d) Review arrangements for capital repayments and the impact on overall repayment costs and the cost of any arrangement fees.
- e) Scrutinise the implementation programme to ensure compliance with Waverley Housing's desired outcomes relating to tenant and community needs and make recommendations for improvement.
- f) Suggest improvement recommendations to the Waverley Housing Board and, if felt necessary, advise on onward notifications to the Scottish Housing Regulator.
- g) Monitor the regeneration programme to ensure consistency with the existing Waverley Housing Asset Management Strategy and Business Plan and suggest changes in strategic direction.
- h) Redirecting the Annual Internal Audit Plan to coincide with any aspect of the Upper Langlee regeneration programme.

5.1. 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.

5.2. Internal Audit

The committee shall:

- a) Monitor and review the effectiveness of the company's internal audit function in the context of the company's overall risk management system.
- b) 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.
- c) 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.
- d) Review and assess the annual internal audit plan.
- e) Review promptly all reports on the company from the internal auditor.
- f) Review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
- g) 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.

5.3. External Audit

The Committee shall:

- a) 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.

- b) Oversee the relationship with the external auditor including (but not limited to):
 - i. 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.
 - ii. Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
 - iii. 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.
 - iv. 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).
- c) 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.
- d) Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- e) Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
 - i. A discussion of any major issues which arose during the audit.
 - ii. Any accounting and audit judgements.
 - iii. Levels of errors identified during the audit.

The committee shall also review the effectiveness of the audit:

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

5.4. 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.

5.5. Other Matters

The committee will:

- a) Ensure that the executive team of the company are meeting all defined returns within target deadlines as required by the Scottish Housing Regulator and Barclays plc.

- b) 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.
- c) Give due consideration to relevant laws and regulations.
- d) Oversee any investigation of activities which are within its terms of reference and decide on any actions to be taken within the remit of the Committee.
- e) 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.

5.6. Authority

The committee is authorised to:

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

6. **AICC Membership**

- 6.1. The AICC shall consist of five or more named Board Members, at least one of which shall have relevant financial experience.
- 6.2. 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.
- 6.3. In the absence of the Chair and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 6.4. The appointment of the committee members shall reflect the life cycle of the board.
- 6.5. Casual vacancies through resignation, etc. will be filled on an ad-hoc basis by the board.
- 6.6. 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.
- 6.7. 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.

7. **AICC Meetings**

- 7.1. The committee will meet at least three times per annum. However, additional meetings may be convened at the discretion of the Committee.
- 7.2. 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.

- 7.3. An administrator will minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.
- 7.4. The committee will be provided with appropriate secretariat support as required.
- 7.5. The committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.
- 7.6. 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.
- 7.7. 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.

8. Emergency Committee – Terms of Reference

8.1. 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:

- a) 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.
- b) Emergency action required for the temporary continuation of business following serious structural damage to company premises resulting from storm, flood, fire or explosion etc.
- c) Emergency action required for the temporary re-housing of people following a major emergency resulting from storm, flood, fire, explosion, or acts of terrorism.
- d) To consider the matters surrounding the death or serious injury of a member or members of staff caused through injury at work.
- e) To deal with any exceptions of payment by grant, benefit or other under the Entitlements, Payments and Benefits Policy.
- f) To take immediate actions to protect the interests of the company in cases of fraud and agent/contractor insolvency.
- g) 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.

8.2. Reporting Responsibilities

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

8.3. Authority

The committee is authorised to:

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

9. Emergency Committee Membership

- 9.1. The Emergency Committee shall consist of the Chair of the Board (where failing, the Vice-Chair) and two other Board Members.
- 9.2. 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.
- 9.3. Issues arising at a meeting of the committee shall be decided by the majority
- 9.4. The quorum for the transaction of the business of the committee will be fixed at three.

10. Emergency Committee Meetings

- 10.1. 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.
- 10.2. An administrator will minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.
- 10.3. The committee will be provided with appropriate secretariat support as required.
- 10.4. The committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and these will be minuted.
- 10.5. 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.
- 10.6. The company secretary shall be requested to attend all meetings of the committee unless otherwise determined by the committee.

11. Delegation to Executive Team

- 11.1. 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.
- 11.2. 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.

- 11.3. The acts of the Executive Team under the delegated responsibilities shall be deemed to be acts of the company.
- 11.4. Authority is delegated to the Executive Team to:
- a) Take all necessary action for the effective day-to-day management, administration and supervision of the company 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.
 - b) 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.
 - c) Let or authorise the use of the premises under their control upon terms and conditions approved by the company from time to time.
 - d) 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.
 - e) To authorise the attendance of employees at conferences, seminars and training courses relevant to their employment.
 - f) 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.
 - g) 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.

11.5. 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:

- a) Fix starting salaries.
- b) Engage temporary and seasonal staff.
- c) Authorise training courses for employees.
- d) Authorise leased cars and vans.
- e) Authorise allowances for use of lease cars and for employees using private cars, with approval, on company business.
- f) Authorise mobile phones essential to the conduct of the company's business.
- g) Authorise standby and call-out payments appropriate to the operation of an out-of-hours emergency repairs service.

- h) Authorise leave arrangements, including bereavement leave, compassionate leave and leave without pay and the carrying over of leave from one year to another.
- i) To exercise functions in accordance with the company's employment policies, disciplinary and grievance policies and other conditions of service.
- j) Authorise payment for employees' lost or damaged personal items at work (excluding loss of cash).

11.6. General Certification Authorities

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

- a) Payments to Contractors.
- b) Payments to general creditors.
- c) Purchase orders.
- d) Petty cash vouchers.
- e) Training expenses.
- f) Travel and subsistence claims.
- g) Overtime.
- h) Sickness.
- i) General correspondence.
- j) Specific correspondence.
- k) Home Loss and Disturbance allowances.
- l) Tenancy offers.
- m) Compensation payments.

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

11.7. 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 Equal Opportunities 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.

11.8. 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 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 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.
24. To participate in joint working and partnership forums as may be determined from time to time by the company.
25. 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.
26. 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.
27. To make payments of tenant's compensation within the policy approved by the board
28. To agree to and install disabled and social adaptations within the criteria set by the board and within the limits of annual budgets.
29. To approve or disapprove requests to make alterations or improvements to a house or garden.
30. To calculate and agree reimbursement for qualified improvements made by the tenant with approval from the company upon vacation of the property.
31. To compile, approve and review an Approved Contractors list.

32. 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.
33. To replace components resulting from early or unforeseen component failure within an agreed annual contingency budget.
34. Authority to draw up and issue tender documents to approved contractors, subject to the company's policy and procedures on tendering and tender approval.
35. Authority to enter into maintenance service contracts where appropriate.

Standing Orders Policy – Conduct of Meetings

1. Scope of the Policy

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

2. Office Bearers

- 2.1. 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).
- 2.2. 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.
- 2.3. Duties of the Secretary
WH's Governance Handbook specify the Role of the Secretary in detail.

3. Meetings

- 3.1. 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.
- 3.2. 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.
- 3.3. Details of relevant quorums for meetings and schedule of meetings is contained within the Governance Handbook.
- 3.4. At least seven day's advance notice of meetings will be given.
- 3.5. Urgent business which has not been notified in advance of the meeting may be considered if the majority of those attending agree.
- 3.6. 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
- 3.7. 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.

4. Chairing meetings

- 4.1. 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.

- 4.2. 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.

5. Staff Attendance at Meetings

- 5.1. Members of the Executive Team will attend all meetings of the Board and sub-committees with additional staff in attendance where appropriate.
- 5.2. Staff attending meetings of the Board or sub-committees will not be entitled to vote.

6. Attendance of other Parties

- 6.1. The Board and sub-committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.

7. Minutes

- 7.1. 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.
- 7.2. Minutes of sub-committees will be presented to the next meeting of the Board for noting.
- 7.3. 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.

8. Voting

- 8.1. Decisions at meetings will normally be made by a show of hands and will be carried by a majority.
- 8.2. Where the members present are equally divided, the Chair will have the casting vote.
- 8.3. A Board 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.

9. 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
- General business for Approval
- General business for Noting

- Performance Reports
- Chair's items
- Chief Executive's Items
- Minutes of Committee Meetings ie AICC
- Equality Impact Assessment
- Risk Assessment
- Communication to Stakeholders
- Notifiable Events
- Items for Information
- Date of next Meeting

10. Adjournment of Meeting

10.1. The meeting may be adjourned from time to time.

11. Intervention of Chair

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

12. Chair to Preserve Order

12.1. 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.

12.2. 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.

13. Deputations

13.1. 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.

14. Disputes

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

15. Emergencies

15.1. 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.

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

Risk Management Policy

1. Scope of the Policy

- 1.1. 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 a specific set of circumstances arise.

2. Objective

- 2.1. 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.

3. Definition of a Risk

- 3.1. 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.
- 3.2. 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.

4. Roles and Responsibilities

- 4.1. The roles and responsibilities for risk management at Waverley Housing are set out below:
- 4.2. 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 and Internal Control Committee (AICC), as appropriate.
- 4.3. 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.
- 4.4. 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.
- 4.5. Employees
To manage risk effectively in their role.
- 4.6. Internal Audit
To ensure that the risk management cycle is being rigorously applied and that risks are being effectively managed as a result.

5. Implementation of the Policy - Risk Management Cycle

- 5.1. 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.
- 5.2. 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 meet existing business plan objectives
 - When new opportunities arise that were not foreseen in the business plan
- 5.3. The Chief Executive, in the role of Risk Management “Champion” will facilitate and encourage embedding risk management throughout the company.

6. Raising Awareness

- 6.1. 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.
- 6.2. The Crisis Management Team will undertake regular Business Recovery and Continuity Planning exercises (minimum annually) to ensure it is well positioned in identifying and responding to risk. This is likely to include additional table top, scenario planning exercises with external partners.

7. The Categories of Risk to be Managed

- 7.1. 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

8. Risk Assessments

- 8.1. 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.

9. Risk Financing

- 9.1. Risk financing is an important element of risk management. The Corporate Services 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 (AICC) prior to final agreement. The approach selected will be influenced by:
- a) the RSL's capacity to meet the direct cost of exceptional and significant value risks.
 - b) its previous loss experience.
 - c) the commercial rates offered by the insurance market.

10. Allocating Resources to Risk Management

- 10.1. Waverley Housing is fully committed to resourcing the effective management of risk. Resources will be required for three inter-related purposes:
- a) to raise awareness of risk management.
 - b) to pay for insurance and retained risks.
 - c) to implement risk control actions.
- 10.2. 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.
- 10.3. 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.

11. Embedding Risk Management

- 11.1. 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.
- 11.2. 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.
- 11.3. The company will promote openness and idea sharing.

- 11.4. The company will ensure that the risk management framework is communicated and understood throughout the company. 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.
- 11.5. The company will promote the development of a culture of continuous improvement, through the benefits of risk management.
- 11.6. The company will ensure that, through regular training, staff have the necessary skills to evaluate risk and take the appropriate actions.

12. Risk Measurement

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

(a) Assess the **likelihood** of the risk occurring:

- Very Rare
- Unlikely
- Possible
- Very Likely
- Certain

(b) Assess the **impact** (or severity) on the company:

- Negligible
- Minor
- Moderate
- Significant
- Critical

(c) 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 |
| | | | → | | | | |

13. Risk Appetite

- 13.1. The aim of the Risk Management Framework is not to remove all risk but to recognise that some level of risk may always exist. It is recognised that taking risks in a controlled manner is fundamental to innovation and the building of a can-do culture which is fundamental to the continued success of Waverley Housing. Risk appetite is the amount

of risk that the company is prepared to accept, tolerate or be exposed to at any point in time.

- 13.2. The risk appetite is monitored by the risk assessment figures. A table summarising the risk assessment totals can be found below. This table explains the further actions required at each level of risk.

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

- 13.3. We will closely manage all risks being assessed as high (red) and medium (amber) and may not wish to tolerate high risks (red), however each risk is assessed individually, along with an assessment of controls and mitigation (see final column in Risk Register), and discussed at Board level.

- 13.4. Waverley Housing's risk appetite is not necessarily static. The Board may vary the amount of risk which it is prepared to take depending on the circumstances and the business opportunity.

14. Working with Key Partners

- 14.1. The company will work closely with tenants and partners in completing and updating the strategic and operational risk assessments.
- 14.2. Where possible, the company will work jointly, with statutory agencies and other RSL's, to share knowledge and understanding, in mitigating and responding to risks.

15. Reporting and Monitoring

- 15.1. 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 (AICC). The Board has ultimate responsibility for ensuring that the cycle is rigorously applied.
- 15.2. The Audit and Internal Control Committee (AICC) will carry out an annual review of the full Risk Register to ensure that the risk management process is working effectively.
- 15.3. Risk Management will be a standing item on the Board and Committee agendas.
- 15.4. 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 (AICC) and Board.

Entitlements, Payments & Benefits Policy

1. Scope of the Policy

- 1.1. As a Registered Social Landlord (RSL), Waverley Housing is required to adopt and comply with an appropriate Code of Conduct for employees and governing body members. It is the responsibility of all staff, and governing body members, to make themselves familiar with the terms of the Code(s) of Conduct and act in accordance with their requirements at all times.

2. Objectives of the Policy

- 2.1. This policy describes the arrangements that we have in place to ensure that the requirements of the Code of Conduct are observed.
- 2.2. 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. We must ensure there is no justifiable public perception of impropriety.
- 2.3. As 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 and charity legislation.
- 2.4. This Policy is intended to be a practical document that supports the implementation of the Code of Conduct and which links the Code to the Entitlement, Payments and Benefits Procedure. The EPB Procedure describes the entitlements, payments or benefits that Waverley Housing Staff 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 the Code of Conduct Policy are observed.
- 2.5. The EPB Policy has been established to guide Waverley Housing staff in meeting all of the above requirements, ensuring that no one benefits improperly or inappropriately from their involvement with us, but also that they are not unfairly disadvantaged. We expect all staff to act in good faith, and in applying the terms of the policy we will always take this into account.

3. Implementation of the Policy

- 3.1. As someone who is affected by this policy, you are personally responsible for ensuring that you are familiar with and comply with its terms. The implementation of the Policy is guided by the Code of Conduct and Entitlements Payments and Benefits Procedure both of which should be read in conjunction with the EPB Policy.
- 3.2. 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).
- 3.3. 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 has with any of these businesses or organisations.

- 3.4. Appendix 1 of the Code of Conduct for Employees Policy sets out the procedural approach to declaring and managing personal interests including:
- Examples of Interests that must be declared;
 - The definition of a 'close connection'; and
 - Declaring personal interests.
- 3.5. Many of the interests you will be required to declare can be classed as entitlements, payments or benefits. 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.
- 3.6. 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.
- 3.7. In addition, 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 such offers are managed and recorded very carefully to ensure the highest levels of probity in our company. Our people should not benefit – or be seen to benefit – inappropriately from their involvement with us.
- 3.8. The EPB Procedure lists the entitlements, payments and benefits that fall under this policy, and provides guidance on:
- Which could be permitted by the company
 - Which will never be permitted by the company
 - Which you require to declare in the register of interests
 - Any other further requirements the company has before permitting
- 3.9. The Entitlements Payments and Benefits Procedure also includes a series of guidance notes covering:
- a) Granting of tenancies
 - b) Recruitment
 - c) Making a specific payment or carrying out work
 - d) Making a voluntary severance payment to an employee which is outside the contract of employment
 - e) Payments or benefits to a relevant business
 - f) Gifts and hospitality
 - g) Use of approved contractors and suppliers

4. Review

- 4.1. The Governing Body requires to set out our policy on entitlements, 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 Employees and Governing Body Members.

Equal Opportunities & Diversity Policy

In accordance with the core values Waverley Housing are committed to treating everyone fairly and with dignity, meeting the diverse needs of Waverley Housing's tenants, Employees and other stakeholders as an employer and through the promotion of equality in terms of the services Waverley Housing deliver.

Appendix 1 to this Policy gives an outline of the types of unlawful discrimination.

1. The Policy

- 1.1. 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 gender, 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").
- 1.2. A commitment to this policy is required from all individuals working at all levels, including Board Members, Employees, consultants and contractors, (collectively referred to as "Staff" in this policy). Waverley Housing also expect the same commitment from all those who receive a service from them and will promote this policy in Waverley Housing's dealings with them.
- 1.3. Staff are entitled to be treated with respect and dignity and Waverley Housing 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.

2. The Policy in Operation

- 2.1. 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.
- 2.2. This policy also applies to Waverley Housing's governance, employment, provision of homes, meeting the needs of Waverley Housing's customers, contractors, partners and consultants.
 - 2.2.1. Governance
Waverley Housing will:
 - a) ensure awareness of, and compliance with, the relevant legislative and regulatory requirements as a landlord and employer.
 - b) seek to ensure that Waverley Housing's governance structure understands, and is broadly representative of, the diverse communities Waverley Housing serve.

- c) provide training on equality and diversity to board members, and involve tenants, so they are able to discuss the issues fully and lead the promotion of diversity across Waverley Housing's activities.

2.2.2. Employment

Waverley Housing will:

- a) treat all Employees, whether permanent or temporary, full time or part time, fairly and with respect.
- b) recruit, develop and promote staff on the basis of a fair and objective assessment of competence and attitude; and help and encourage all Employees to develop their full potential.
- c) provide a working environment where harassment, bullying and offensive behaviour are unacceptable and where individuals are able to bring complaints without fearing prejudice.
- d) seek to comply with the requirements of equalities legislation, including making reasonable adjustments in the workplace where appropriate.
- e) pay the living wage.
- f) where service delivery is not compromised, ensure that all staff have access to flexible working and that the benefits of work-life balance are recognised.
- g) equip staff with appropriate equality and diversity awareness training tailored to their needs.

2.2.3. Providing Homes

Waverley Housing will:

- a) aim to understand the diverse housing needs in Waverley Housing's areas of operation.
- b) as part of Waverley Housing's asset management strategy regularly review how Waverley Housing can contribute to meeting the needs and aspirations of tenants.
- c) ensure that no current or potential customer is discriminated against by letting a property on less favourable terms due to a protected characteristic.

2.2.4. Meeting the needs of Waverley Housing's customers

Waverley Housing will:

- a) ensure no tenant will be treated less favourably than any other.
- b) provide appropriate means of communication such as the provision of an interpreting service and key information on audio tape as required.
- c) encourage and welcome diversity when it comes to customer involvement and participation in service development.
- d) provide a range of opportunities for customers to have their say on decisions that affect them and to scrutinise Waverley Housing's performance.
- e) monitor customer satisfaction across Waverley Housing's services with the aim of ensuring there are no significant differences across the strands of diversity.
- f) not tolerate harassment of tenants and other stakeholders. Waverley Housing will be proactive in co-operating with other agencies in dealing with all forms of harassment.

2.2.5. Contractors, Partners and Consultants

Waverley Housing will:

- a) ensure that Waverley Housing's contractors, partners and suppliers are aware of the importance of equality and diversity to us and that they support Waverley Housing's commitments.
- b) ensure such organisations have a current and effective Equal Opportunities & Diversity policy, and, where not, that they are willing to work in accordance with Waverley Housing's own.

2.2.6. Responsibilities

Everyone at Waverley Housing has a responsibility for delivering Waverley Housing's equality and diversity commitments:

- a) The Board is responsible for ensuring compliance with Waverley Housing's legal and regulatory requirements and policy commitments.
- b) The management team has overall responsibility for delivering identified actions, monitoring the implementation of this policy, and actively promoting equality and diversity in all areas of their work.
- c) All staff are responsible for ensuring that Waverley Housing's policy relating to equality and diversity is incorporated in their work activities, in all dealings with customers, colleagues and anyone else they come into contact with, in the course of their employment.

- 2.3. If a member of Staff is found to have discriminated against, harassed or victimised another member of Staff or a tenant, 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.

Appendix 1Types 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.

Third party harassment related to gender, sexual orientation, gender reassignment, race, religion or belief, age or disability is also unacceptable.

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

Waverley Housing is committed to ensuring equality of opportunity for those members of staff who are disabled or become disabled for the purposes of the Equality Act 2010 during their employment with Waverley Housing.

If an Employee is disabled or becomes disabled, Waverley Housing encourages him or her to tell it about their condition so that Waverley Housing may support them as appropriate.

If an Employee experiences difficulty at work because of their disability, he or she may wish to contact HR 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. HR may wish to consult with them and their medical adviser(s) about possible adjustments. Waverley Housing will consider the matter carefully and seek to make reasonable adjustments to the Employee's role based on any medical advice it feels is relevant.

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

Remedies

The Chief Executive 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. If the member of staff wishes to raise the matter further, he/she should invoke Waverley Housing's grievance procedure setting out in detail the basis of their complaint. All such complaints will be taken seriously by Waverley Housing. 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 Disciplinary Procedure.

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 be involved.

Training

This policy will be supported by a program of training activities to make sure that all barriers, procedures, attitudes and behaviours that prevent equal opportunity are removed. Any Employee who has any questions about the applicability of this policy should consult the senior management team or HR.

Notifiable Events Policy

1. Scope of the Policy

- 1.1. Waverley Housing acknowledges the regulatory role performed by the Scottish Housing Regulator (SHR); and in this context its interest in preserving:
- a) the interests or safety of tenants, people who are homeless and other service users;
 - b) the financial health of RSLs (Registered Social Landlord), public investment in the RSL or the confidence of private lenders; and
 - c) the good governance and reputation of individual RSLs and the RSL sector.

The Housing (Scotland) Act 2010 also requires that RSLs notify SHR about certain disposals of land and assets, and constitutional and Company changes.

- 1.2. WH understand and recognise the associated regulatory expectation that SHR should be informed about certain exceptional events, which potentially put fulfilment of these tenets at risk.

2. Objectives of the Policy

- 2.1. The SHR Statutory Guidance on Notifiable Events, defines notifiable events as “...serious events that may seriously affect the interests and safety of tenants, people who are homeless or other service users; threaten the stability, efficient running or viability of service delivery arrangements; put at risk the good governance and financial health of the Company or that would potentially bring the RSL into disrepute or which would raise public or stakeholder concern about the RSL or the social housing sector.”
- 2.2. To this end, it confirms that SHR expects an RSL to report “...any material, significant or exceptional issue, event, or change within its Company and how it intends to deal with it or, where appropriate provide a reasonably detailed explanation as to why a significant change has been implemented”.
- 2.3. The Guidance formally sets out the types of event that are likely to be deemed ‘notifiable,’ categorising these into Governance and Company Issues, Performance and Service Delivery Issues, and Financial and Funding Issues. There are further requirements also detailed for systemically important RSLs. It also clarifies the type of information SHR will require, and the way this should be reported. The types of Notifiable Events are listed below as follows:
- 2.4. Governance and Company Issues
- a) Any material change to the assurances and supplementary information contained in the RSL’s Annual Assurance Statement
 - b) Resignation of governing body members for non-personal reasons
 - c) The membership of the governing body falls, or is going to fall, to seven or below
 - d) The membership calls a special general meeting
 - e) Resignation or dismissal of the RSL senior officer

- f) Serious complaints, allegations, investigations, or disciplinary action relating to a governing body member or the senior officer
- g) The senior officer is absent or partially absent for an extended period of time
- h) Receipt of intimation that a claim has been submitted to an employment tribunal
- i) Severance payment to and/or settlement agreement with a staff member
- j) Breach of the Regulatory Standards
- k) A breach of the RSL's Code of Conduct by governing body members
- l) Major change or restructuring within the current RSL
- m) Potentially serious breaches of statutory or common law duties by the RSL, including equalities and human rights duties, whether or not these have resulted in the submission of a claim or a legal challenge
- n) Any legal proceedings taken against the RSL that may have significant consequences for the RSL in the event of success
- o) Serious failure of governance within an RSL's subsidiary
- p) Serious issues regarding a parent, subsidiary or connected organisation
- q) Plans to set up a non-registered subsidiary
- r) Serious dispute with another member of an alliance, consortium or non-constitutional partnership that may have significant consequences for the RSL
- s) Breaches of charitable obligations or no longer meeting the charity test
- t) Whistleblowing allegations

2.5 Performance and Service Delivery Issues

- a) Any incident involving the Health & Safety Executive or a serious threat to tenant safety or where a regulatory or statutory authority, for example the fire brigade, or insurance provider has notified its concerns
- b) Serious accidental injury or death of a tenant in their home or in communal areas where there has been a service failure by the RSL; where there has been a failure, or perceived failure, in how the RSL has assessed and managed risk; or which could potentially affect other tenants' confidence in the RSL or the RSL's reputation
- c) Major failure of key service delivery arrangements (for example, repairs cannot be carried out because a contractor goes into liquidation)
- d) Breaches of ballot commitments to tenants or stock-transfer contractual agreements
- e) Adverse reports by statutory agencies, regulators, inspectorates, etc., about the RSL (for example a Care Inspectorate report with a "weak" or "unsatisfactory" grade or an upheld Care Inspectorate complaint)
- f) Any significant natural disaster e.g. fire, flood, building collapse, etc., that affects the RSL's normal business
- g) Serious or significant adverse media reports or social media interaction, which could potentially affect tenants' confidence in the RSL or that is damaging to the reputation of the RSL

2.6 Financial and funding Issues

- a) Fraud or the investigation of fraud either internally, by the Police or by an external agency or organisation
- b) Breach or potential breach of any banking covenants
- c) Serious financial loss; actual or potential
- d) Default or financial difficulties of major suppliers or service providers
- e) Any material reduction in stock or asset values; actual or potential
- f) Serious concerns raised by lenders or auditors
- g) Serious and imminent potential cash flow issues
- h) Proposed assignation or transfer of the existing lender's security to another lender
- i) Notification of the outcome of an adverse financial assessment of the RSL or its parent / subsidiaries / related companies / connected bodies from Pensions Trustees
- j) Change of internal or external auditor
- k) A serious or material reduction in the funding for care and support services, for example, for RSLs with significant care elements in their business where there is a withdrawal of funding from the local authority.

2.7 Additional issues that systemically important RSLs have to provide notification of

- a) Any change in senior staff
- b) Any material change in the business plan or strategic direction of the company
- c) Any problems in relationships with key stakeholders for example local authorities or funders

2.8. The Housing (Amendment) Act 2018 also requires RSLs to notify SHR on the outcome of tenant consultations, certain disposal and constitutional and company changes and further details on these are included in Appendix 2 of the SHR's Guidance Notes.

3. Implementation of the Policy

Notification of Notifiable Events to Scottish Housing Regulator

- 3.1. The SHR guidance contains clear expectations relating to the way in which notifications are made.
- 3.2. These dictate the roles and responsibilities of both the Group's Governing Bodies and senior managers; and the management systems that WH need to have in place.

4. Responsibilities

- 4.1. In particular, the Chair of the governing bodies retains responsibility for reporting notifiable events that relate to governance or company issues; and for raising awareness of these amongst their fellow Governing Body members. The Chair must also notify SHR of any changes relating to the Annual Assurance Statement.
- 4.2. Similarly, the Chief Executive is responsible for reporting notifiable events relating to performance and service delivery issues or financial and funding issues; and again, for

ensuring that Waverley Housing Board Members is made aware of these. The Chief Executive is also responsible for ensuring arrangements are made for the proper recording and filing of all relevant regulatory correspondence.

Whistleblowing Policy

1. Scope of the Policy

- 1.1. Most Employees or Governing Body Members (GBMs) at some time may have concerns about matters which are usually easily resolved. However, where an Employee or GBM 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.
- 1.2. The Public Interest Disclosure Act 1998 (PIDA) allows individuals to disclose certain issues to particular external parties, known as prescribed persons, e.g. Scottish Housing Regulator, 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, Waverley Housing are committed to dealing responsibly, openly and professionally with any genuine concern and encourage Employees or GBMs to discuss concerns internally wherever possible.
- 1.3. 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.
- 1.4. 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 or GBM should use the Grievance Procedure. If an Employee or GBM chooses to raise a concern under this policy, they must have a reasonable belief that to do so would be in the public interest.

2. The Policy in Operation

- 2.1. This policy applies to all Staff and GBMs. 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.
- 2.2. The procedures outlined below enable an Employee or GBM 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.
- 2.3. 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 Waverley Housing to loss or liability. Employees and GBMs 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) a criminal offence;
 - b) a failure to comply with a legal obligation;
 - c) a miscarriage of justice;
 - d) a danger to the health and safety of any individual;
 - e) a danger to the environment;

- f) a deliberate cover-up of any of the above matters;
- g) a serious act of misconduct;
- h) a serious breach of Waverley Housing's conduct rules
- i) a deliberate attempt to conceal any of the above.

- 2.4. This reporting procedure should also be followed if Employees or GBMs 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.
- 2.5. This Policy should **not** be used for complaints relating to a member of Staff's own personal circumstances, such as the way they have been treated at work. In those cases the member of Staff should use the Grievance Procedure. If a member of Staff chooses to raise a concern under this policy, they must have a reasonable belief that to do so would be in the public interest.

3. Procedures

3.1. How to raise a concern internally

- 3.1.1. As soon as an Employee or GBM becomes aware of any matter of the type listed above, or if they wish 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 GBMs, the matter should be raised with the Chief Executive.
- 3.1.2. If the Employee or GBM 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.
- 3.1.3. It is very important for prompt reporting of any of the matters referred to above in order to assist Waverley Housing to uphold its high standards and to help prevent the concealment or destruction of evidence which might need to be reviewed.
- 3.1.4. Once a concern has been raised, Waverley Housing 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 GBM 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.
- 3.1.5. 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.
- 3.1.6. Although, for obvious reasons, Waverley Housing 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.

3.2. How to raise a concern externally

- 3.2.1. 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 GBM 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.
- 3.2.2. You should seek independent advice before raising concerns externally so that you can be advised on whether the proposed disclosure may be protected under the Act. Such advice can be obtained from the charity ‘Protect’. Further information can be found by looking at their website: <https://protect-advice.org.uk/>
- 3.2.3. Under the PIDA, protection is provided to any person who makes a disclosure, if that disclosure is made in good faith and they reasonably believe the information to be true. 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. A claim to the Employment Tribunal may also be made by any Employee if you are treated less favourably and you suffer a loss as a consequence.
- 3.2.4. 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.
- 3.2.5. As a registered social landlord (RSL) any member of staff or GBM of Waverley Housing who has concerns about improper conduct within Waverley Housing is also able to raise those concerns directly with the appropriate regulator. For RSL’s the appropriate body is the Scottish Housing Regulator. The Scottish Housing Regulator may investigate any allegations of improper conduct, even if they are referred to them anonymously.
- 3.3. How Waverley Housing Will Handle Alleged Detriment
 - 3.3.1. If anyone believes that he or she is being victimised by or suffering any detriment from someone from within Waverley Housing 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 GBMs, immediately and appropriate action will be taken to protect and provide support to you.
- 3.4. Support available to whistleblowers. Waverley Housing will provide support to any person making a claim by:
 - a) Assisting with any legal representations.
 - b) Media relations management.
 - c) Advocacy.
 - d) Psychological support.
 - e) Safe housing.
- 3.5. Disciplinary Action

3.5.1. Disciplinary action will be taken against anyone who:

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

3.5.2. 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.

3.6. Guidance on Specific Issues

3.6.1. 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.

4. **Additional Information**

4.1. Anyone who would like further information about Waverley Housing'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 Protect website at <https://protect-advice.org.uk/>

5. **Training**

5.1. This policy forms part of training provided to Employees and GBMs within their respective induction programmes. Existing staff and GBMs will receive refresher training in line with any review and amendments to this policy.

6. **Reporting and Monitoring**

6.1. Any claims received under whistleblowing will be subject of a report to the Governing Body, whether found to be substantiated or otherwise.

7. **Notifiable Event (NE)**

7.1. Consideration will be given to any disclosure made under this Policy, as to whether the seriousness of the disclosure warrants a NE to the Scottish Housing Regulator (SHR) and/or any other external Regulator, e.g. Health & Safety Executive.

Fraud Policy

1. Scope of the Policy

- 1.1. 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.
- 1.2. 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.
- 1.3. 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.
- 1.4. 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.

2. Objectives of the Policy

- 2.1. 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. Any act or attempted act of corruption or other wrongdoing is also encompassed within this policy.
- 2.2. 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.

3. Staff Responsibilities

- 3.1. 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 company as a whole.
- 3.2. 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.
- 3.3. 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.

- 3.4. 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.
- 3.5. 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.
- 3.6. The Chief Executive shall take legal advice on the issue if thought necessary.
- 3.7. The Chief Executive shall enter details of the fraud in the Fraud register.
- 3.8. The Audit and Internal Control Committee shall review the Fraud Register annually.
- 3.9. 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.

4. Personnel and Police

- 4.1. 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.
- 4.2. The Chief Executive shall be responsible for informing the police. The following guidelines may be helpful as to the best stage to do this:
 - a) straight away if there are suspicions of corrupt practice.
 - b) 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.
 - c) as soon as fraud has been established if the defaulter cannot be identified from the accounting records.
 - d) probably after the first interview when the records indicate fraud by a particular person.
- 4.3. Where a member of staff or governing body member is suspended under these procedures there will be a need to:
 - a) arrange for access to offices to be suspended.

- b) disable access to the computer system.
- c) inform the insurers as appropriate.

5. Public Relations

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

6. Subsequent Considerations

- 6.1. 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.
- 6.2. 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).
- 6.3. Waverley Housing is expected to take all appropriate steps to recover monies due in cases of fraud.
- 6.4. 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.

Bribery Policy

1. Introduction

- 1.1. Bribery is a criminal offence and Waverley Housing 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 Waverley Housing use a third party as an intermediary in giving or receiving bribes.
- 1.2. Waverley Housing is committed to the prevention, deterrence and detection of bribery and will not condone any person connected with Waverley Housing giving or taking bribes. Waverley Housing aims to maintain anti-bribery compliance as “business as usual”, rather than as a one-off exercise.

2. Purpose

- 2.1. This policy, together with other relevant policies, will assist Employees and Board members to recognise bribery and engage in Whistleblowing if necessary.
- 2.2. Waverley Housing require that all Board Members and Employees, including permanently employed staff, temporary agency staff and contractors:
 - a) Act honestly and with integrity at all times and safeguard Waverley Housing’s resources, for which they are responsible;
 - b) Comply with the spirit, as well as the letter, of the relevant laws and regulations.

3. Scope

- 3.1. This policy applies to all of Waverley Housing’s activities. For partners and suppliers, Waverley Housing will seek to promote the adoption of policies consistent with the principles set out in this policy.
- 3.2. The responsibility to control the risk of bribery occurring resides at all levels of Waverley Housing.
- 3.3. This policy covers all Board members, Employees, Contractors and Consultants.
- 3.4. Waverley Housing commits to:
 - a) Setting out a clear anti-bribery policy and keeping it up to date.
 - b) Making all Board members and Employees aware of their responsibilities to adhere strictly to this policy at all times.
 - c) Encouraging vigilance and reports of any suspicions of bribery.
 - d) Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities.
 - e) Taking firm and vigorous disciplinary action against any individual(s) involved in bribery, up to and including dismissal.
 - f) Including appropriate clauses in Code of Conduct for Employees and Board Members to prevent bribery.

4. Definition of Bribery

- 4.1. Bribery is an inducement or reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage.
- 4.2. It is unacceptable to:
 - a) 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.
 - b) Give, promise to give, or offer a payment, gift or hospitality to any third parties with whom Employees or Board Members have business dealing with.
 - c) 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.
 - d) 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 Waverley Housing in return.
 - e) Retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns under this policy.
 - f) Engage in activity in breach of this policy.

5. Gifts and Hospitality

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

6. Employee Responsibilities

- 6.1. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Waverley Housing. All Employees are required to avoid activity that breaches this policy.
- 6.2. Employees must:
 - a) Ensure that they read, understand and comply with this policy;
 - b) 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.
- 6.3. 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.

7. Raising a Concern

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

- 7.2. 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. Waverley Housing 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.
- 7.3. Waverley Housing 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.

8. Reporting to The Scottish Housing Regulator and Other Agencies

- 8.1. All concerns of potentially fraudulent activity will be notified by the Executive Team to The Scottish Housing Regulator as soon as possible in accordance with the regulatory guidance regarding Notifiable Events in place from time to time.
- 8.2. Where required and depending on the particular case, notification will also be provided to relevant funders or other agencies who are involved with the work of Waverley Housing.

Complaints Policy

1. Policy Statement

- 1.1. 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 the Company. Adopting good practice in complaints management is essential to continuous improvement.
- 1.2. At Waverley Housing we strive to provide high quality customer-focused services. On occasion, WH may not get everything right and this may bring about a complaint. WH 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.
- 1.3. We identify complainants, as tenants or customers, who have had a recent problem and have reported it to a member of staff. This may not have resulted in the complainant lodging a formal complaint and the issue may, or may not, have been escalated within the Waverley Housing complaints tracking system.
- 1.4. We also recognise there may be silent complainants – tenants or customers who have experienced a problem, but who do not report it to a member of staff. We encourage tenants and customers to report all incidences where they are dissatisfied with the standard of service provided to them. We will proactively record incidences of dissatisfaction within our complaints handling procedure and where WH consider it appropriate to do so, even if a formal complaint has not been made.
- 1.5. This policy statement outlines the principles that WH will adopt when a complaint is received.
- 1.6. WH will:
 - a) Embrace the detail and the spirit of the Scottish Public Service Ombudsman (SPSO) Complaints Handling Procedure (CHP), implementing it in its entirety;
 - b) Abide by the Property Factors (Scotland) Act 2011 in relation to factoring complaints;
 - c) Actively encourage comments, suggestions and complaints;
 - d) Use complaints as an opportunity to learn about WH's strengths and about areas requiring improvement and improve the services WH deliver;
 - e) Deal with complaints fairly, quickly and confidentially;
 - f) Establish what the complainant wants to happen;
 - g) Keep complainants informed throughout the complaints process, informing them who is dealing with their complaint;
 - h) Attempt to resolve all complaints as close to the point of service delivery as possible;
 - i) Monitor and review complaints, reporting WH's performance in dealing with complaints to tenants and other stakeholders;
 - j) Empower and train ALL staff to effectively manage complaints;
 - k) Make WH's complaints process available and accessible to all.

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

Alcohol & Drugs Policy

1. Scope

- 1.1. This Policy sets out Waverley Housing'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. This policy aims to make clear Waverley Housing's disciplinary rules on these matters and to encourage those with a drugs or alcohol problem to seek help.
- 1.2. 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.
- 1.3. At work, alcohol misuse, including hangovers, can result in reduced levels of attendance, mistakes, sub-standard work performance, impaired judgment 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 Waverley Housing's reputation and image at risk.
- 1.4. Employees must present for work free from the effects of alcohol or drugs during working hours. The consumption or possession of drugs or alcohol at work or reporting for duty under the influence of drugs or alcohol, are regarded by Waverley Housing as potential disciplinary offences. Employees suspected of these offences may be subject to suspension with pay while a proper investigation is carried out. Formal disciplinary action may be taken and, in serious cases, Employees may be dismissed without notice and reported to the police.
- 1.5. In some cases Waverley Housing may refrain from commencing disciplinary proceedings against Employees who have a dependency on drugs or alcohol in order to allow them to seek medical help or counselling.
- 1.6. Waverley Housing'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 Waverley Housing.

2. 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 non-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; activities organised by Waverley Housing social club, any other works nights out, Christmas and office parties plus conferences and away days,

3. Corporate Hospitality

- 3.1. Employees whose role involves entertaining for business purposes or representing Waverley Housing 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.
- 3.2. At social or work related functions; Waverley Housing expects Employees to demonstrate responsible behaviour and to act in a way that will not have a detrimental effect or impact negatively on Waverley Housing'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.

4. Driving

- 4.1. If an Employee is convicted of a drink or drug related driving offence and Waverley Housing'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 Waverley Housing, this may constitute gross misconduct and may result in dismissal in accordance with Waverley Housing's disciplinary policy.

5. Implementation of the Policy

- 5.1. Notwithstanding the above, all Employees are expected to comply with the following rules, breach of which will be considered as gross misconduct by Waverley Housing and may result in summary dismissal:

- a) No alcohol or drugs are permitted to be consumed during working hours, including breaks.
 - b) No alcohol is to be brought onto Waverley Housing premises or the premises of its customers or clients without express permission from a senior Manager or director.
 - c) Employees must not attend work whilst under the influence of alcohol or drugs. Any Employees who, in Waverley Housing's opinion, are unfit to work due to alcohol or drugs will be sent home.
 - d) Where alcohol is provided at a works function, Employees are expected to drink sensibly. Alcohol will not be viewed as a mitigating factor in any misconduct.
- 5.2. The possession, use or distribution of drugs for non-medical purposes on Waverley Housing'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 your behaviour and/or work you should discuss the problem with your Line Manager or Supervisor. Management will offer appropriate support in such situations.
- 5.3. 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 Waverley Housing's reputation.

6. Searches

- 6.1. Waverley Housing 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. Waverley Housing 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.
- 6.2. 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.
- 6.3. Waverley Housing 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 Waverley Housing's premises.

7. Alcohol/Drug Dependency

- 7.1. A dependency problem may be identified by the Employee, by colleagues or Managers. If an Employee has difficulty in meeting Waverley Housing's required standards due to their alcohol/drugs misuse or dependency on alcohol, then Waverley Housing 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.

- 7.2. Where an Employee admits to having an alcohol or drugs problem, (supported by medical evidence), Waverley Housing reserves the right to suspend the Employee from work on paid leave to allow Waverley Housing 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.
- 7.3. If the Employee does not have an alcohol or drug problem and/or this is not subsequently supported by medical evidence, Waverley Housing will make a full assessment of the situation and decide whether it is appropriate to take disciplinary action.
- 7.4. Waverley Housing will, where appropriate to do so, provide full support to an Employee, who acknowledges an alcohol or drug related problem and subsequently undergoes treatment and/or rehabilitation. This approach will not absolve the Employee from meeting the required Company 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.
- 7.5. As detailed above, Waverley Housing may hold off taking disciplinary proceedings against Employees who have a dependency on drugs or alcohol to allow them to seek medical help or counselling. Where medical help or counselling is obtained as an alternative to disciplinary proceedings, failure to make satisfactory progress in addressing the problem may result in the reinstatement of disciplinary proceedings.
- 7.6. The aim is to support Employees in regaining good health. Any Employee who would like their treatment or rehabilitation to be considered 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.
- 7.7. 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; Waverley Housing's disciplinary procedure will be initiated, ultimately dismissal may be unavoidable.
- 7.8. Nothing in this policy should be taken as conveying a contractual right that a particular course of action will be followed.
- 7.9. Waverley Housing aims to ensure the confidentiality of all Employees experiencing alcohol or drug problems is maintained appropriately, e.g. by HR 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.

8. Additional Information

- 8.1. Employees with any questions about the Waverley Housing's Alcohol and Drugs Policy should contact HR in the first instance.
- 8.2. Further assistance is available from local agencies for Employees who feel they have a problem with drugs or alcohol. Employees are encouraged to make contact with these agencies. Requests for time off to attend meetings with these organisations will be

treated sympathetically by management although please note that, unless the Employee intends to use annual leave to cover such appointments, any time off will be without pay.

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.

nhs.co.uk – <https://www.nhs.uk/oneyou/for-your-body/drink-less/> - 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 – Alcohol and drug service for adults aged 16+
125 High Street, Galashiels, TD1 1RZ
Email: boundariesdirectaccess@addaction.org.uk

NHS Borders Addiction Service – 01896 664430

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

The Range, Tweed Road, Galashiels, TD1 3EB - www.badp.scot.nhs.uk/

Board Member Learning and Development Strategy

1. Scope of Strategy

The Waverley Housing Board Member's Learning & Development Strategy outlines how the company develops the capabilities, skills and competencies of Governing Body Members in order to deliver the highest quality of services to tenants and to remain successful. The scope of the Strategy is to create a sustainable learning environment within which Governing Body Members can develop in their role as a member of the Governing Body.

2. Objectives of the Strategy

- 2.1. The objective of the Board Member Learning & Development Strategy is to deliver learning and development opportunities which are appropriate, timely and relevant to the changing nature of Waverley Housing's business, and to the needs of individual Board members. A comprehensive learning and development programme is in place to support all Governing Body Members in fully understanding their role and contribution to the strategic direction of the company.
- 2.2. The Board Members, and the skills and knowledge they collectively have, are the most significant contributors to the good governance of the Company. Poor Governance presents a corporate risk to the Company, therefore there needs to be confidence that there is the appropriate mix of skills, experience and objectivity which best enables effective strategic direction and delivery of good tenant outcomes.
- 2.3. All RSLs must comply with the Scottish Housing Regulator's (SHR) Regulatory Standards of Governance and Financial Management. Regulatory Standard 6 states "The governing body and senior officers have the skills and knowledge they need to be effective".
- 2.4. One of the ways in which Waverley Housing encourages Governing Body Members to develop capacity and capability is through effective learning and development, which will:
 - Equip Governing Body Members with the skills and knowledge they need to make effective decisions;
 - Support personal development by enhancing the confidence and awareness of individual members;
 - Develop a culture that encourages Board members to be pro-active, generate ideas and drive continuous improvement;
 - Support company transformation and succession planning;
 - Build an ambitious and supportive culture which deals with challenges and maximises opportunities;
 - Ensure adherence with regulatory requirements e.g. meeting Annual Assurance obligations.

The Strategy therefore focuses on:

- Building Leadership Capacity;

- Learning from best practice;
- Personal development;
- Building relationships;
- Building good governance; and
- Developing knowledge and the ability to access knowledge.

3. Implementation of the Strategy

- 3.1. A formal induction process is in place and new Governing Body Members appointed to the Board will receive initial training as part of the induction process and will be assigned a mentor to assist in supporting their integration into the Board. This will include training on whistleblowing.
- 3.2. The induction process is intended to enable new Governing Body Members to engage and develop into their roles, as quickly, efficiently and smoothly as possible.
- 3.3. Governing Body Members should be aware of the competencies required for their satisfactory performance as a member of the Board and will be encouraged to take advantage of appropriate training to meet these needs. Where learning and development needs are identified which cannot be met through the plan every effort will be made to programme the training as soon as practicable.
- 3.4. Members of the Board will receive training mainly as a group, either as members of the Board or as members of a Committee. There may also be the need to provide access to training on an individual basis, where a Governing Body Member Director feels that they require more specialist/dedicated training.
- 3.5. To enable Governing Body Members to gain a formal understanding of certain subject areas, regular briefing sessions will be carried out by management as and when required, e.g. prior to Board Meetings.
- 3.6. The approach to continuous learning and development, adopted by Waverley Housing, is consistent with the standards required to achieve Annual Assurance and is compliant with the SHR Regulatory Framework.

4. Annual Appraisals

- 4.1. All Directors are subject to an annual appraisal in accordance with our appraisal framework. An assessment of skills is carried out to identify any gaps between the skills the Board members need and the existing skills of current Board members. The approach taken by Waverley Housing to the appraisal of Governing Body Members is consistent with the Governing Body Member Review Guidance issued by the Scottish Federation of Housing Associations.

The annual Governing Body Member review includes consideration of the effectiveness of individual contributions and this is particularly relevant for those Governing Body Members seeking re-election after 9 years' continuous service. Information in the Recruitment Pack includes: (a) requirements for a balanced Board, (b) expected core competencies, (c) level of commitment, support offered and how to apply. Where a specific requirement for learning and development is identified, in any of these areas, a

Learning and Development Plan is compiled to put training/support in place for the following year.

Learning and development outcomes will mainly be achieved through continuing personal development following the initial induction programme when appointed as a Governing Body Member. This development may be through a variety of routes:

Internal Resources

- Staff led in-house training;
- Briefing sessions;
- Benchmarking and review of comparative approaches;
- Mentoring;
- Shadowing.

External

- External training providers;
- Attendance at seminars;
- Attendance at conferences;
- E-learning.

5. Review Process

- 5.1. The benefits of learning and development outcomes are reviewed at the next available Board meeting following the training. Evaluation also takes place via informal feedback and in Committee meetings.
- 5.2. An effective approach to self-assessment will help demonstrate governance performance to The Scottish Housing Regulator and other stakeholders. Self-assessment is an important tool for evaluating and improving performance across all parts of an RSL's services and activities, including governance.
- 5.3. The Waverley Housing Learning & Development Strategy for Governing Body Members is intended to promote good governance by developing accessible and simple to use learning and development options. This is intended to develop a governance culture which encourages Governing Body Members to think innovatively, generate ideas and undertake continuous improvement to Waverley Housing's services.

Board Membership & Recruitment Policy

1. Scope of the Policy

- 1.1. Waverley Housing is a private company limited by guarantee without share capital registered under the Companies Act 1985 and exists to provide good quality accommodation for those in greatest need in the Scottish Borders.
- 1.2. The Board of Waverley Housing monitors performance of the company and is responsible for ensuring that it is viable, properly governed and properly managed. The 2019/2020 Annual Assurance Statement affirms that Waverley Housing is compliant with the relevant Standards and Outcomes of the Scottish Social Housing Charter, the Regulatory Standards of Governance and Financial Management and the regulatory requirements of Chapter Three of the Regulatory Framework.

2. Objectives of the Policy

- 2.1. The maximum number of Member Directors is 10 and the minimum number is 7.
- 2.2. 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.
- 2.3. 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.
- 2.4. Please read our Articles of Association for full details on Board membership.

3. Implementation of the Policy

- 3.1. 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.
- 3.2. 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.
- 3.3. Waverley Housing is committed to achieving an equitable gender balance of Board membership and will, where practicable, pursue a member director recruitment policy which acts positively to improve the overall diversity of the Board.

4. Induction

- 4.1. Potential Board members will undertake parts 1 and 2 of the induction process and following formal appointment will complete parts 3-8 as per Board Member Induction Procedure.

Board Membership & Recruitment Procedure

1. Introduction

- 1.1. 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.

2. Ad Hoc Vacancies

- 2.1. Under the terms of our Articles of Association the Board may at any time appoint any person to be a Board member to fill a vacancy until such time as the vacancy is formally filled as per the above process.

3. Recruitment Process for Adhoc Vacancies

The Board will instigate the recruitment process as follows:

- 3.1. Interested parties will be issued with a Board member recruitment pack and invited to submit an application form.

Should there be no application forms received we will promote vacancies as deemed appropriate and we will utilise the services of the Scottish Federation of Housing Associations (SFHA) and Employers in Voluntary Housing (EVH) to lobby suitable candidates.

- 3.2. Completed application forms will be reviewed by the Chief Executive and Chair and potential candidates will be invited to attend an informal interview with the Chief Executive to assess their suitability.
- 3.3. If deemed suitable, candidates will then be invited to attend a Board meeting in the capacity of an observer. Prior to this meeting the Chair will meet with the candidate to discuss meeting protocol and other matters as detailed within induction)
- 3.4. Once the candidate confirms that they would like to progress their application, the Chair will ask the Board to approve formal appointment. Once appointed the candidate will hold office until the next 4-yearly election process aforementioned.
- 3.5. In the event that no suitable candidate is identified, the Chief Executive will prepare a person specification incorporating the relevant skills required and the vacancy will be openly advertised.
- 3.6. If there is more than one suitable candidate for the vacancy the Board shall conduct a ballot in such a manner as it shall, in its sole discretion see fit.

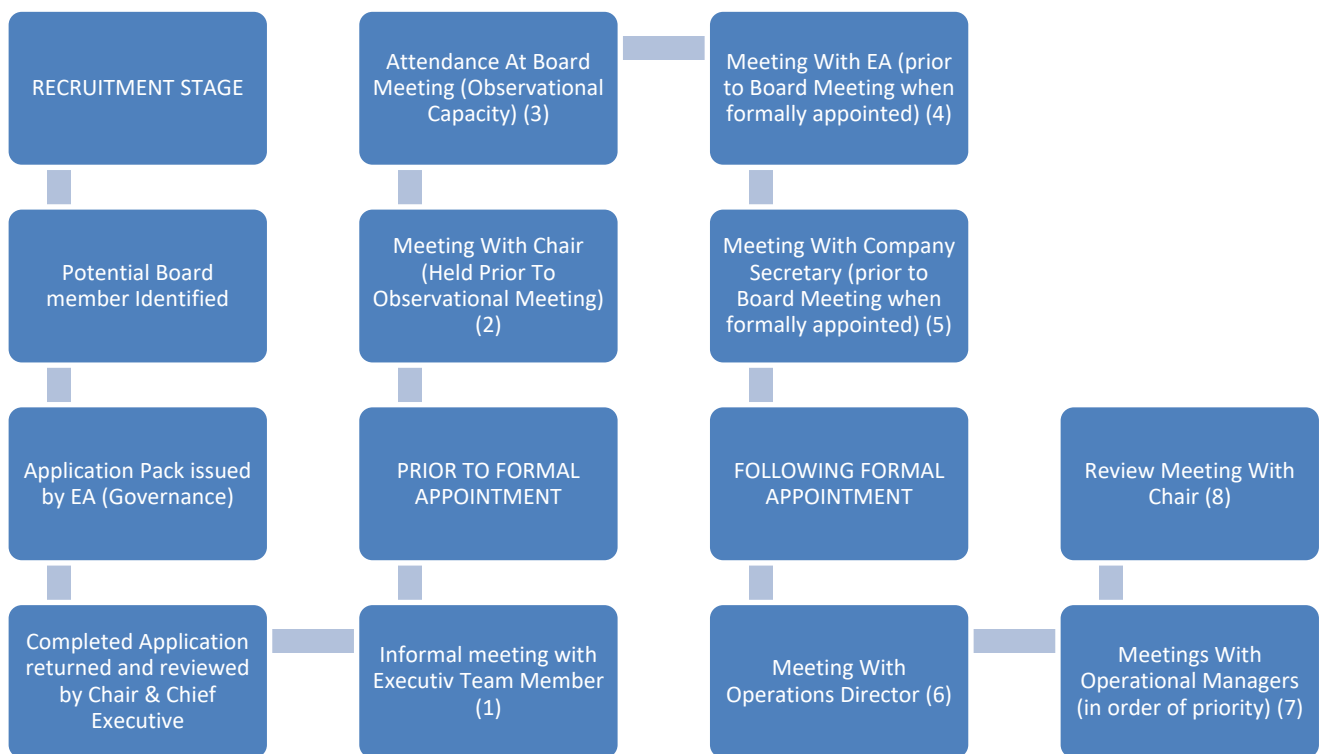
Board Member Induction Procedure

1. Introduction

- 1.1. This induction process should be used to introduce new Board Members to their role and responsibilities and to familiarise them with Waverley Housing and its aims and objectives. The process should also identify any training and development needs new Board Members may have to ensure that they can contribute effectively to governance of the company.

2. Induction Process

- 2.1. The following process map shows each stage of the induction process however it should be noted that the order of priority in the latter stages of the induction will alter depending on the needs of each individual concerned.



3. Co-ordination of Induction Process

- 3.1. The Executive Support Officer will be responsible for co-ordinating the recruitment stage of the induction process.

4. Induction Paperwork

- 4.1. The Executive Support Officer will provide the person responsible for each stage of the induction with the appropriate induction checklist and relevant associated documents. It is the responsibility of the person conducting the induction to ensure that all completed paperwork is returned to the Executive Support Officer).

All responsible persons should make themselves aware of the content at **ALL** stages of the induction process to ensure that content is appropriate and relevant to the stage that they have been tasked with undertaking.

5. Training & Development

- 5.1. The Executive Support Officer will add any training and development identified during the induction process to the Board Members Development and Training Plan and subsequently to Board Members' PDPs.

The Chair will review any training and development requirements annually with each individual Board Member thereafter as part of the Board Member appraisal process.

6. Compliance Certificates

- 6.1. It will be the responsibility of the Executive Support Officer to ensure that all necessary compliance documents have been completed and registered appropriately, e.g. Code of Conduct, Declarations of Interest etc.

Board Member Appraisal Procedure

1. Introduction

- 1.1. The Chair of the Board and Secretary will hold an annual appraisal by means of an informal discussion with each Board Member to assess their performance as part of Waverley Housing's commitment to continuous improvement.

2. Purpose

- 2.1. The purpose of Board (Governing Body) appraisals at Waverley Housing is to:
- a) ensure Board Members know how they are doing as individuals;
 - b) enable Waverley Housing to create and sustain a balanced Board;
 - c) create shared understanding of how Board Members add differential value;
 - d) ensure individual Board Members and the Board overall can offer constructive support and challenge to executives;
 - e) attract, retain and motivate high performing Board Members from across a range of backgrounds, experience and skill sets etc.
 - f) build capacity to meet future challenges

3. Appraisal Framework

- 3.1. The appraisal shall take into account:
- Regulatory Standards
 - Business Performance
 - Competencies, Skills and Abilities

4. Appraisals (Who and How?)

4.1. The Board

Self-assessment of the Board (as a whole) should consider the Board's effectiveness and identify any:

- a) gaps in the Board's performance
- b) areas for learning & development
- c) changes in the Board's working practices
- d) The Board should review its own performance, led by the Chair.

The self-assessment should involve input from the Executive Team. This assessment shall be carried out annually. The Board Members may wish to consider "continuing assessment", i.e. ongoing assessment of meetings – to feed into the annual self-assessment.

4.2. Individual Appraisal of Members

The appraisal of an individual Board member shall involve a simple self-assessment, which forms the basis of a meeting with the Chair and Secretary. The appraisal shall:

- a) Consider performance and contribution
- b) Identify personal achievements and objectives
- c) Identify learning and development needs

4.3. The Chair of the Board

Input from all members of the Board via a short questionnaire shall form the basis of the Chair's appraisal along with a meeting with the Vice-Chair and Secretary.

5. **Appraisal Timetable**

| Action | Timescale | End Date |
|--|-------------|--|
| Individual Board Member Appraisal | | |
| Distribution to and completion of individual self-assessment questionnaires by Board Members. | 2 – 3 weeks | End June/Beg July |
| Meetings between individual Board Members and the Chair and Secretary, including notes produced by Chair/Secretary. | 4 - 8 weeks | July/August |
| Board Members' Personal Development Plans (PDP's) to be updated and signed off. | | End October |
| Chair's appraisal – meeting with Vice-Chair & Secretary. | 4 - 8 weeks | End September |
| Board Self-Assessment | | |
| Board to carry out an evaluation of its effectiveness and identify any development needs (possible use of 360 ^O). Self Assessment survey forms to be issued to Board Members & Executive Team for completion and return in advance of October Board Meeting. | 3-4weeks | mid October |
| Board Review | | |
| Collation and analysis of Board Self Assessment Surveys and individual Board Members' appraisals, overview of Board performance and identification of Board learning and development needs to be considered. | 2 – 3 weeks | Development Session / Board Meeting in October |
| Review of appraisal process. | | October Board Meeting |

6. **Core Competencies**

- a) Good understanding of Governance arrangements
- b) Business development and growth

- c) Strategic Business Planning
- d) Identifying risk and risk awareness
- e) Housing Regulation and Tenancy management
- f) Financial planning, monitoring and reporting, audit, internal controls
- g) Asset management, repairs and maintenance
- h) Employment/Personnel Issues (including staff development)
- i) Legal Issues
- j) Value for money (including procurement)
- k) Diversity & Equality Issues
- l) Information Technology
- m) Communications, Public Relations and Marketing
- n) Needs and expectations of our tenants and customers
- o) Performance management and continuous improvement

6.1. Skills and Abilities

- a) Ability to listen and respond, and to contribute to group discussions positively and objectively
- b) Ability to analyse information, present new ideas and to reach decisions
- c) Able to demonstrate high levels of commitment
- d) Supports the decisions of the Board at all times

7. **Board Training and Development Programme**

- 7.1. As a result of the one-to-one meetings a training and development programme will be produced. This programme will record the training and development needs and how these will be addressed.

8. **Developing the Board**

- 8.1. There are a number of ways in which we may address the learning needs of the whole Board, including:
- a) Briefings by experienced members of staff before Board meetings
 - b) Focussed briefings on particular topics, e.g. new legislation, by our solicitors or company secretary
 - c) Strategic planning sessions/days
 - d) Board development programme
 - e) Individual learning

9. **Developing the Individual**

- 9.1. Some of the methods used to address the needs of individual Directors are as follows:

- a) Regular reading of electronic newsletters, e.g. SFHA's Housing Scotland Today.
- b) Regular updates on guidance & good practice etc from organisations such as The Scottish Housing Regulator, SFHA, CIH.
- c) One-to-one briefings from members of the Management Team about specific topics or activities relating to Waverley Housing.
- d) Attendance at sector and other relevant seminars, workshops and conferences.
- e) Attending Training courses.
- f) Shadowing or observing members of staff during the course of their work.

10. Board Reporting/Monitoring

- 10.1. It is important to consider the process by obtaining feedback from participants and to consider any lessons learned. The Board will review the process as an item at the first Board meeting following the conclusion of the appraisal process.

Board Member Expenses Policy

1. Scope of the Policy

- 1.1. 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.
- 1.2. 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.

2. Objectives of the Policy

- 2.1. 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.
- 2.2. 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.

3. Conditions

3.1. 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.

4. Eligible Expenses

4.1. 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.

4.2. 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)

4.3. 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.

4.4. 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.

4.5. 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.

4.6. 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:

- The payment is not being made in respect of a routine meeting.
- The meeting or event could not reasonably have been held at an alternative time.
- The attendance of the Board Member was required and authorised by the Board.
- 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.
- The claimant submits an official letter from their employer confirming that earnings have been lost or annual leave entitlement used.
- 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.

5. Procedure

- 5.1. Claims should only be made for expenses that are allowed for in this policy.
- 5.2. All claims must be on the official expenses claim form. This must be completed in full and signed and dated by the claimant.
- 5.3. All claims must be submitted within three months' of the date of the claim arising.
- 5.4. The claim will be approved for payment by a member of the Executive Team and forwarded to the financial services section for processing.
- 5.5. 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.
- 5.6. Expense claims made by Board Members will be processed through the Cashbook and paid via BACS.
- 5.7. Board Members will be required to provide the financial services section with banking details.
- 5.8. Receipts must be provided for all expenses claimed.

6. Review Process

- 6.1. This Policy has been approved by the Board of Waverley Housing and will be subject to regular review in accordance with Waverley Housing's policy review procedures.

7. Equalities

- 7.1. Waverley Housing shall apply this policy in accordance with its Equal Opportunities & Diversity Policy. This means that in the application of this policy, we will not discriminate on the grounds of a person's race, religion or belief, gender re-assignment, marriage or civil partnership, pregnancy and maternity, sex, sexual orientation, age or disability.
- 7.2. Copies of this policy are available on request free of charge from Waverley Housing's office at 51 North Bridge Street, Hawick, TD9 9PX. Copies of this policy will also be made available within a reasonable time, upon request, in a language other than English, or in a format to suit visually impaired persons. The policy is also available on our website www.waverley-housing.co.uk.