Governance Handbook

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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

Monitoring and Reviewing
This handbook has been compiled in accordance with the guidelines from SHR / SFHA and will be reviewed on a 5-yearly cycle with annual legislative and SHR/SFHA updates applied as required.

Notifiable Events
The Housing (Scotland) Act 2010 requires that RSL's notify SHR about certain disposals of land and assets, and constitutional and Company changes.

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.

Equality Act Requirements / Compliance
All documents contained within this handbook comply with all relevant legislation and good practice. This means that in the application of any policies, 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.

Openness & Transparency
Waverley Housing believes that its members, tenants, and other interested parties should have access to information on how it conducts itself. This means that unless information requested is considered commercially sensitive or personally confidential it will be made available on request.

Training
This handbook forms part of training provided to GBMs within their induction programme. Existing Board Members will receive refresher training in line with any review and amendments to this handbook and the documents herein.

UK GDPR (UK General Data Protection Regulation)
Waverley Housing is committed to ensuring the secure and safe management of data held by it in relation to customers, staff and other individuals.

Translation Statement
If you have any difficulties reading this information or need further help understanding our processes please call us on 01450 364200 or visit our office at 51 North Bridge Street, Hawick, TD9 9PX. We can make this document available within a reasonable time, upon request, in a language other than English, or in a format to suit visually impaired persons. All you need to do is let us know what you need and we will try to assist.

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.

Ronnie Dumma
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 (EESSH) and is expected to meet EESSH2 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 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 annual review 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 review 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.

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 annual review of their individual contribution to WH Governance. This is carried out by the Chair and Vice Chair and used to inform the development of annual learning and development programmes for the Board and its Members. The Board Annual Review 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

1	**Introduction**
1.1	This role description sets out the duties and responsibilities of the Chair of Waverley Housing (WH) and to the Chair of WH's Audit & Internal Control Committee (AICC) and any other sub committees. The responsibilities described here are additional to those set out in the Board Members' (BM) role description. It should be considered alongside WH's Articles of Association and Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
1.2	This role description will be used to support the annual review of the Board's effectiveness. It will be used to appoint the Chair and AICC Chair after each AGM. BMs 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.
1.3	In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
1.4	As set out in the Scheme of Delegation (section 6.2), the Chair of WH may **not** also serve as the Chair of the AICC.
1.5	An overview of the Role of the Chair at general meetings is outlined in Rule 26 of WH's Articles of Association.
1.6	The Chair and Vice Chair will be elected by the Board each year at the first Board meeting following the AGM. Whilst the Chair of WH can be re-elected, in accordance with rule 26.6 of WH's Articles of Association, they cannot serve a continuous term of more than 5 years. Membership of sub committees will also be determined at this meeting and all office bearers will be elected. There is no expectation that the Chair must serve the full five year maximum term.

2	**Key Responsibilities**
2.1	The Chair must always act, and be seen to act, on behalf of the Board. The Chair's key responsibilities are: a) To lead the Board, AICC or subcommittee constructively, provide direction and manage meetings effectively; b) To develop an open and inclusive relationship amongst BMs and support strong and effective governance; c) To develop and maintain a constructive and positive working relationship with the Chair and Chief Executive and senior staff; d) To uphold WH's Code of Conduct and promote good governance; e) Ensure decision making complies with Standing Orders and Scheme of Delegation; f) To be a positive and effective ambassador for WH; g) To ensure that WH's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the Board; h) To be accountable for the actions of the Chair.
3	**Leadership and Direction**
3.1	The Chair is expected to: a) Lead by positive action and example; b) Represent WH positively and effectively; c) Set the style and tone of Board or sub committee meetings to ensure effective and participative decision making; d) Promote and uphold the Code of Conduct for WH's Board; e) Ensure that the necessary arrangements are in place to enable WH to honour its obligations, achieve its objectives and meet agreed targets; f) Demonstrate and support the principles of good governance at all times; g) Ensure that the Board 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 Board's responsibilities; h) Ensure that the Board has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought; i) Provide support to new and experienced BMs by promoting access to relevant induction, training and development opportunities. j) In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a BM may have breached the Code of Conduct.
4	**Working with the Chief Executive (CE)**
4.1	The Chair should:

	a) Establish a constructive relationship with the CE 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; b) Work in partnership with the CE to ensure the effective conduct of the Board's business; c) Ensure that the conduct of WH's business continues effectively between meetings of the Board and act under delegated or emergency authority when necessary; d) In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CE, in accordance with WH's agreed recruitment practices; e) Carry out, with at least one other BM, the CE's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the Board; f) Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CE; g) In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the CE, in accordance with WH's agreed procedures.
5	**Promoting Good Governance**
5.1	The Chair is required to: a) Promote and demonstrate the highest standards of ethical conduct and integrity; b) Build and sustain constructive relationships with other office bearers, members of the Board and senior staff; c) Initiate any investigation under the terms of WH's Code of Conduct; d) Chair all general meetings of WH in accordance with the Articles of Association; e) Chair all Board meetings of WH, in accordance with the Articles of Association and Standing Orders; f) Ensure that all BMs have access to appropriate information and advice (including specialist, independent and/or professional advice) and have an opportunity to contribute to discussion and consideration of all matters requiring their attention; g) Ensure that effective induction and ongoing training and support are provided to all BMs and that annual performance reviews are conducted in accordance with WH's Policy; h) 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; i) Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively.
6	**Conduct of WH's Business**
6.1	The Chair is expected to: a) Ensure that WH's business is efficiently and accountably conducted between

	Board meetings; b) Sign (or otherwise authorise) payment instructions documents requiring the Board or the Chair's authorisation, in accordance with WH's Scheme of Delegation; c) Take decisions on behalf of the Organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Board for ratification; d) Ensure the range of skills, knowledge and experience required to lead WH effectively is available to the Board and that the Board can access specialist support when necessary; e) Lead the Board's succession planning and recruitment to ensure good governance and regulatory compliance.
7	**Monitoring and Review**
7.1	This role description was approved by the Board on 25 August 2026. It will be reviewed by the Board no later than five years from adoption.

Role Description for the Vice Chair

1	**Introduction**
1.1	This role description sets out the duties and responsibilities of the Vice Chair of Waverley Housing (WH). The responsibilities described here are additional to those set out in the Board Members' (BM) 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.
1.2	In the event that the Chair of WH is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
1.3	The position of Vice Chair will be elected by the Board, every year at the first meeting following the AGM.
1.4	There is no fixed term of office for the vice-chair, although they cannot serve for more than five years continuously. WH encourages the rotation of the vice-chair's office as part of its approach to effective succession planning, in order to provide opportunities for BMs to develop their skills and experience.
1.5	When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair; other members of the Board are also able to stand for election as Chair at the same time.
1.6	The role of Vice Chair must be carried out by a BM and may also be carried out by a former Office Bearer.
2	**Role of Vice Chair**

2.1	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.
2.2	When known in advance, the Vice Chair should ensure that they are available for any Board 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.
2.3	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.
3	**Monitoring and Review**
3.1	This role description was approved by the Board on 25 August 2026. It will be reviewed in 5 years.

Role Description for Governing Board Members

1	**Introduction**
1.1	This role description has been prepared to set out the responsibilities that are associated with being a Body Member (BM) of Waverley Housing (WH). It should be read in conjunction with WH's Articles of Association and Standing Orders Policy.
1.2	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).
1.3	WH encourages people who are interested in the Company's work to consider seeking election as a BM and is committed to ensuring broad representation from the communities that it serves. BMs 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 Board 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.
1.4	This role description applies to all members of the Board, whether elected or co-opted, new or experienced. It is subject to periodic review.
2	**Primary Responsibilities**
2.1	As a BM your primary responsibilities are, with the other members of the Board, to: a) Lead and direct WH's work; b) Promote and uphold WH's values; c) Set and monitor standards for service delivery and performance;

	d) Control WH's affairs and ensure compliance; e) Uphold WH's Code of Conduct and promote good governance.
2.2	Responsibility for the operational implementation of WH's strategies and policies is delegated to the Chief Executive.
3	**Key Expectations**
3.1	WH has adopted a Code of Conduct for BMs which every member is required to sign on an annual basis and uphold throughout their membership of the Board.
3.2	Each BM must accept and share collective responsibility for the decisions properly taken by the Board. Each BM is expected to contribute actively and constructively to the work of WH. All members are equally responsible in law for the decisions made.
3.3	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. BMs cannot act in a personal capacity to benefit themselves or someone they know.
3.4	Our rules contain specific requirements that all BM's should be aware of, including: a) The Board must have at least seven members; b) The quorum for a meeting of the Board is four members, who must be elected or have filled a casual vacancy; c) The quorum for a sub-committee meeting is three members, who must be elected or have filled a casual vacancy; d) Co-opted members cannot make up more than one third of the Board; they do not contribute to a quorum being achieved and cannot be elected to an Office Bearer role; e) The Secretary must present a report to the last Board meeting before the AGM confirming that all the requirements of Rules 62-67 have been met; f) An experienced BM (who has nine or more years' experience with the RSL) must have the agreement of the Board if they intend to seek re-election for a further term: the GB's agreement should be recorded in the relevant minute; g) A BM ceases to be a member of the Board if they miss four consecutive meetings without, first, having been granted leave of absence; h) A BM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue.
4	**Main Tasks**
	a) To contribute to formulating and regularly reviewing WH's values, strategic aims, business objectives and performance standards; b) To monitor WH's performance; c) To be informed about and ensure WH's plans take account of the views of tenants and other customers; d) To ensure that WH operates in accordance with relevant legal and regulatory requirements;

e) To be assured that WH is compliant with relevant legal and regulatory requirements;

f) To ensure that risks are realistically assessed and appropriately monitored and managed;

g) To ensure that WH is adequately resourced to achieve its objectives and meet its obligations;

h) To oversee and ensure WH's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants;

i) To act, along with the other Members of the Board, as the employer of WH's staff and;

j) To ensure that WH is open and accountable to tenants, regulators, funders and partners.

5 Duties

a) Act at all times in the best interests of Waverley Housing;

b) Accept collective responsibility for decisions, policies and strategies;

c) Attend and be well prepared for meetings of the Board and sub-committees;

d) Contribute effectively to discussions and decision making;

e) Exercise objectivity, care and attention in fulfilling your role;

f) Take part in ongoing training and other learning opportunities;

g) Take part in an annual review of the effectiveness of WH's governance and of your individual contribution to WH's governance;

h) Maintain and develop your personal knowledge of relevant issues and the wider housing sector;

i) Represent WH positively and effectively at all times, including in local communities and when attending meetings and other events;

j) Respect and maintain confidentiality of information;

k) Treat colleagues with respect and foster effective working relationships within the Board and between the Board and staff;

l) Be aware of and comply with WH policy on the restrictions on payments and benefits and;

m) Register any relevant interests as soon as they arise and comply with WH's policy on managing conflicts of interest.

6 Commitment

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

Activity	Time
Attendance at up to 6 x 2 hourly regular meetings of the Board	12 hrs
Reading and preparation for meetings of the Board (approx. 1 hour each meeting)	6 hrs
Attendance at up to 4 x 2 hourly sub-committee meetings	8 hrs

		Reading and preparation for sub-committee meetings (approx. 1 hour each meeting)	4 hrs
		Attendance at annual planning (strategy session) and review events including individual review meetings	1/2 day 1 hr
		Attendance at events such as estate tours (1/2 day), tenant / customer conferences, openings and site visits	4 hrs
		Attendance at internal briefing and training events	8 hrs
		External Training and conference attendance (may include overnight stay or weekend)	2 days
		Total	43hrs + 2-3 days
7	**WH Offers Board Members**		
7.1	All BMs are volunteers and do not receive payment for their contribution. WH has adopted an Entitlements, Payments and Benefits (EPB) Policy which prevents BMs or someone close to BMs from inappropriately benefiting personally from a BM's involvement with WH. This, and related policies, also seek to ensure that BMs are not unfairly disadvantaged by their involvement with WH. All out of pocket expenses associated with the role of BM will be fully met and promptly reimbursed.		
7.2	In return for your commitment, WH offers: a) A welcome and introduction when you first join the Board; b) A mentor from the Board and a named staff contact for the first six months, with ongoing support; c) Clear guidance, information and advice on your responsibilities and on WH's work; d) Formal induction training to assist settling in; e) Papers which are clearly written and presented, and circulated in advance of meetings; f) The opportunity to put your experience, skills and knowledge to constructive use; g) The opportunity to develop your own knowledge, experience and personal skills; h) The chance to network with others with shared commitment and ideals.		
8	**Review**		
8.1	This role description was approved by the Board on 26 August 2026. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board no later than five years from adoption.		

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.

Rules

a. Rules Relating to Correspondence with Members

i. 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.

ii. 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.

iii. (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.

b. Rules Relating to Annual and Special General Meetings

i. All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

1. the Committee requests one; or
2. 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.

ii. Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.

iii. 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.

iv. 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.

v. 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:

    1. the time, date and place of the meeting;
    2. whether the meeting is an annual or special general meeting;
    3. the business for which the meeting is being called

vi. 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.

vii. 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.

c. Rules Relating to Committee Meetings and Special Committee Meetings

i. 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.

ii. 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.

iii. 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.

iv. 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.

v. 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.

d. Rules Relating to the Role of the Secretary

i. 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.

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

iii. 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):

1. calling and going to all meetings of the Company and all the Committee Meetings;
2. keeping the minutes for all meetings of the Company and Committee;
3. sending out letters, notices calling meetings and relevant documents to Members before a meeting;
4. preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
5. ensuring compliance with these Rules and;
6. keeping the Register of Members and other registers required under these Rules.

e. 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.

f. 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.

g. 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.

h. 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.

i. 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.

j. 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.

k. 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.

6. 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.

7. 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 quarterly.

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.

8. 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.

9. 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 and 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.

10. 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:

Paul Scott, Chief Executive Officer
Tel: (01450) 364215
E-mail: Paul.Scott@waverley-housing.co.uk

COMPANY DOCUMENTS

AICC & Board Meeting Planner

2027	AICC	BOARD
January 2027		Tues 26.1.27 5:30-7:30pm – Board Meeting
February 2027	Tues 23.2.27 5:30-7:30pm – AICC Meeting	Tues 2.2.27 Annual Risk Seminar
March 2027		Tues 30.3.27 5:30pm-7:30pm – Board Meeting
May 2027	Tues 4.5.27 5:30-7:30pm – AICC Meeting	Tues 25.5.27 5:30-7:30pm – Board Meeting
July 2027		Tues 13.7.27 12:30-4:40pm Summer Engagement Event
		Tues 27.7.27 5:30-7:30pm – Board Meeting
August 2027	Tues 10.8.27 5:30-7:30pm – AICC Meeting	24.8.27 5:30-7:30pm – Board Meeting
September 2027		14.9.27 AGM followed by short Board Meeting for Office Bearers Election
October 2027	Thurs 14.10.27 5:30-7:30pm – AICC Meeting	26.10.27 5:30-7:30pm – Board Meeting
December 2027		7.12.27 Annual Strategy Day

Calendar of Events

January – December 2027

Date	Committee & Agenda Items
26 January 27	**Board Meeting** • Rent & Service Charge Annual Review Decision (2027/28) • Workforce Budget & Pay Award (2027/28) • Tenancy Sustainment Report • Annual Leased Property Report • Former Tenant Debt - Write Off • Health & Safety Mid-Year Report • Continuous Self Assurance – Governance Report • Development Report
2 February 27	**Annual Risk Seminar (5:30 – 6:30pm)** • Review of Company Risk Register
23 February 27	**AICC Meeting** • Draft Annual Budget (2027/28) • Draft Operational Plan (2027/28) • Internal Audit Reports • Business Plan Reporting (Q3) • Financial Management Accounts (Q3) • External Audit Planning • Governance Paper
30 March 27	**Board Meeting** • CEO Annual Appraisal Report • CEO Annual Pay Review Report • Annual Budget 2026-27 • Operational Business Plan (2027/28) • Business Plan Reporting (Q3) • Financial Management Accounts (Q3) • Tenant Participation Annual Report • Annual Summer Engagement Event Plans • Former Tenant Debt – Write Off • Continuous Self Assurance – Governance Report • Development Report • AICC Report
4 May 27	**AICC Meeting** • Policy/Strategy Reviews • Business Plan Reporting Q4 (Annual) • Financial Management Accounts Q4 (Annual) • Annual Audit Reports (2026/27) • Annual Audit Plan (2027/28) • Annual Register Review • Annual Insurance Renewal • Governance Paper • AICC Annual Report (2026-27)
25 May 27	**Board Meeting** • Five-Year Financial Projections • SHR Loan Portfolio

	• Approval of Annual Return on the Charter (2026/27) • SHR Engagement Plan • Continuous Self-Assurance – Governance Report • Business Plan & Risk Management Annual Report • Financial Management Accounts (Q4) • Tenant Safety Annual Report (2026/27) • Contractors & Consultants Annual Report (2026/27) • Complaints & Compliments Annual Report (2026/27) • Development Report • AICC Annual Report (2026/27)
13 July 27	**Summer Engagement Event** • Board Member Lunch • Visits to x3 Estates across the Scottish Borders
27 July 27	**Board Meeting** • AGM Arrangements • Continuous Self-Assurance – Governance Report • Development Report • Employee Health & Safety Mid-Year Report. • Tenancy Sustainment Report. • Staff Training & Recruitment Report. • Former Tenant Debt – Write Off
10 August 27	**AICC Meeting** • Annual Report & Financial Statements • Compliance Certificate – Barclays • Annual Statement of Loans & Deposits • Business Plan Reporting – (Q1) • Financial Management Accounts – (Q1)
24 August 27	**Board Meeting** • Annual Governance Paper ○ BM Annual Review, Skill Audit, Succession Plan, Training Plan, Chairs Annual Review • Business Plan Reporting (Q1) • Management Accounts (Q1) • Annual Report & Financial Statements • Continuous Self-Assurance – Governance Report • Development Report • AICC Report
14 Sept 27	**AGM (Stand-Alone)** **Board Meeting (***Office Election Bearer Only)*
14 October 27	**AICC Meeting** • Mid-Year Budget & Cash Flow Review • Business Plan Progress Report (Q2) • Financial Management Accounts (Q2) • Internal Audit Reports
26 October 27	**Board Meeting** • Mid-Year Budget & Cash Flow Review • Business Plan Progress Report (Q2) • Management Accounts (Q2) • Rent & Service Charge Annual Review Consultation • Staff Training & Recruitment Report

	• Mid-Year Complaints Performance Report • Mid-Year Contractor & Consultant Report. • Annual Assurance Statement (Annual Continuous Self Assurance Governance Paper) • Board Meeting Schedule & Calendar of Events (2028/29). • Development Report • AICC Report
7 December 27	**Annual Strategy Day** • Workshop on 2028/29 Operational Business Plan

Key

Board Meeting
Sub-Committee
Informal Meeting/Training/Seminar
AGM/Board Meeting for Election Bearers only

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WAVERLEY HOUSING
(Company Number: SC115066)

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each Subscriber	Authentication of each subscriber

This is a print of the articles of association as adopted by special resolution on 30th September 2025

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

WAVERLEY HOUSING
(Company Number: SC115066)

PRELIMINARY

Name

1.1 The Company's name is Waverley Housing ("the Company").

Registered Office

1.2 The Company's Registered Office is situated in Scotland.

Constitution of the Company

2. The model Articles as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company.

INTERPRETATION AND LIMITATION OF LIABILITY

Definitions and Interpretation

3.1 In these articles, the following definitions apply throughout (unless the context requires otherwise):

"articles" means the Company's articles of association;

"Board" means the board of Directors;

"charity" means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.

"charitable object" means a charitable object or purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable object or purpose in relation to the application of the Taxes Acts.

“Close Relative” means someone who is the spouse or civil partner of a person, or (being either of the same or different sex) who cohabits with that person, or is that person’s parent, grandparent, child, stepchild, grandchild, brother or sister. “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company and “Companies Act” means that Companies Act 2006;

“Derivative Transaction” means any transaction which is a forward, swap, future, option or other derivative on one or more rates, currencies, commodities, equity securities or other equity instruments, debt securities or other debt instruments, economic indices or measures of economic risk or value, or other benchmarks against which payments or deliveries are to be made, or any combination of these transactions.

“Director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“Financial Conduct Authority” means the registering authority for societies registered under the Co-operative and Community Benefit Societies Act 2014 and the Credit Unions Act 1979 set up in terms of the Financial Services Act 2012 or its successor body.

“Objects” has the meaning given in article 5;

"Office Bearer" means the Chairperson, Vice-Chairperson, Company Secretary and any such other office bearer of the Company as may be appointed under article 25;

“Office of the Scottish Charity Regulator” means the body set up under the Charities and Trustee Investment (Scotland) Act 2005 to regulate charities in Scotland;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“proxy notice” has the meaning given in articles 18 and 19;

“The Scottish Housing Regulator” means The Scottish Housing Regulator as established pursuant to Section 1 of the Housing (Scotland) Act 2010;

“Secretary” means the Office Bearer appointed by the Board to be the Secretary of the Association or anyone authorised by the Board to stand in for the Secretary;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“Taxes Acts” means Part 11 of the Corporation Tax Act 2010 as read with Schedule 6 of the Finance Act 2010 and any statute or statutory provision which amends, extends, consolidates or replaces the same.

3.2 Words importing one shall include all genders and the singular includes the plural and vice versa.

3.3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Company. Any words or expressions defined in the Companies Acts shall, if not inconsistent

with the subject or content, bear the same meaning in the articles.

Liability of members

4.1 The liability of members is limited.

4.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up while he/she is a member or within one year after he/she or it ceases to be a member (for whatever reason) for payment of the Company's debts and liabilities contracted before he/she cease to be a member, and of the costs, charges and expenses of winding up.

Objects

5. The Objects are specifically restricted to the following:-

5.1 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

5.2 any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both for 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.

Powers

6. The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so, including without prejudice:-

6.1 to raise funds for the activities of the Company and to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;

6.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, manage, operate and equip it for use;

6.3 to construct, alter, improve, conserve and demolish any buildings or other property;

6.4 to sell, lease, licence or otherwise dispose of all or any part of the property belonging to the Company to make grants or loans of money and to give guarantees;

6.5 to borrow or raise money and to give in security the whole or any part of the property belonging to the Company for repayment of the money borrowed or as security for a grant or the discharge of an obligation;

6.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

6.7 to establish, manage or support any other charitable trusts, associations or institutions and to make donations for any of the charitable purposes included in the Objects;

6.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company;

6.9 to set aside income as a reserve against future expenditure and to invest funds as may be considered appropriate which may be held in the name of a nominee Company under the instruction of the Directors, and to dispose of, and vary such investments;

6.10 to employ, contract with, train and pay such staff (whether employed or self-employed) as are necessary for carrying out the work of the Company;

6.11 to establish, operate, acquire and administer any separate trading company or association whether charitable or not;

6.12 to enter into arrangements with any organisation, government or authority which may be advantageous for the Objects of the Company and to enter into any arrangement for co-operation with any charitable organisation and to enter into contracts to provide services to or on behalf of others;

6.13 to effect insurance of all kinds (which may include indemnity insurance for the Directors and employees);

6.14 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity;

Application of income and property

7.1 Subject to Article 7.2:

7.1.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out in these articles;

7.1.2 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;

7.1.3 No Director of the company shall be appointed as a paid employee or to any office under the Company in respect of which a salary or fee is payable; and

7.1.4 No benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses.

7.2 The Company shall subject to complying with sections 67 and 68 of the 2005 Act and notwithstanding the provisions of Article 7.1, be entitled:

7.2.1 to pay reasonable and proper remuneration to any Director/ Member of the Company in return for services actually rendered to the Company;

7.2.2 to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any Director/ Member of the Company;

7.2.3 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;

7.2.4 to purchase assets from, or sell assets to, any Director / Member of the Company providing such purchase or sale is at market value.

7.3 No Director shall be appointed as a paid employee of the Company.

MEMBERS

8.1 Membership is open to persons willing to act as Directors who are not disqualified from acting as a

director under the Companies Act or as a trustee under the Charities and Trustee Investment (Scotland) Act 2005. 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.

8.2 Membership of the Company shall consist of the Directors and shall commence on the date of appointment of a Director.

8.3 Membership is not transferable. If a Member dies or ends their membership or has their membership ended, the Board will cancel their membership.

8.4 The Directors must keep a register of names and addresses of the members.

8.5 If a Member changes their address, he/she must let the Company know by writing to the Secretary at the Company's 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.

Termination of membership

9. Membership is terminated if:-

9.1 the member dies;

9.2 the member resigns by written notice to the Company;

9.3 the Board reasonably believes that a member has failed to tell the Company of a change of address as required by Article 8.5;

9.5 the member ceases to hold office as a Director of the Company;

9.6 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.

General meetings

10.1 An annual general meeting must be held within six months of the end of each financial year of the Company. The functions of the annual general meeting are to: present the Chairperson's report on the Company's activities for the previous year; present the accounts, balance sheet and auditor's report; elect Board Members; and consider any other general business included in the notice calling the meeting.

10.2 The Board of Directors may call a general meeting at any time.

10.3 All general meetings other than annual general meetings shall be called special general meetings.

10.4 The Board of Directors must call a general meeting of the Company if there is a valid requisition of Members (under section 303 of the Companies Act) or a requisition by a resigning auditor (if any) (under section 518 of the Companies Act). The requisition may take the form of several documents in like form each signed by one or more members. Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.

Notice of general meetings

11.1 The minimum period of notice required to hold a general meeting of the Company is fourteen clear days.

11.2 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 Companies Act

11.3 The notice must specify the date, time and (if the meeting is in-person and not via audio/audio-visual link) place of the meeting and the nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 17.

11.4.1 Notice of a general meeting may be given either in writing by post in which case the notice shall be deemed to have been delivered 48 hours after it was sent or (where a Member has notified the Company of an address to which communication in electronic form may be sent) in electronic form in which case the notice shall be deemed to have been delivered on the day that it was sent.

11.4.2 The notice must be given to all the members and to the Directors.

11.4.3 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.

11.5 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.

11.6 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 12.1), the notice (or notes accompanying the notice) must set out details of how to connect and participate via that link or links.

Proceedings at general meetings

12.1 The Board may if they consider appropriate (and must, if that is required under article 12.2) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing;

12.1.1 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 11.6; and

12.1.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are

not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

12.2 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if he/she are not a member, will be deemed to be in attendance) at the meeting.

12.3 References in articles 11.6 and 11.7 and article 12.1 to members should be taken to include proxies for members.

12.4 No business shall be transacted at any general meeting unless a quorum is present.

12.5 A quorum is four members or one tenth of the total membership at the time present in person or by proxy whichever is the greater.

12.6 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time, date and place as the chairperson shall determine.

12.7 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

12.8 General meetings must not last longer than two hours unless at least two-thirds of the Members present agree after the end of that time to continue the meeting.

13.1 General meetings shall be chaired by the Chairperson. If the Chairperson is not present within fifteen minutes of the time appointed for the meeting the Members present shall elect one or their number to act as chairperson.

14.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

14.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

14.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

14.4 If a meeting is adjourned by a resolution of the members for thirty days or more, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

15.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

15.1.1 by the person chairing the meeting; or

15.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

15.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

15.2 Where members are participating in a meeting via an audio or audio-visual link, they may cast their

vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the Board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

15.3 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

15.4 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.

15.5 If a poll is demanded, it shall be taken at the meeting by means of a secret ballot of all the Members present in person or by proxy and entitled to vote and shall be conducted in such manner as the chairperson may direct; the result of the poll shall be declared at the meeting at which the poll was demanded.

15.6 Where members are participating in a meeting via audio and/or audio/visual links, the chairperson's directions regarding how a poll is to be conducted may allow those members to cast their votes on the poll via any or all of the methods referred in article 15.2, providing reasonable steps are taken to preserve anonymity(which at the same time, addressing any risk of irregularities in the process).

15.7 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

15.8 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

Technical objections to remote participation in general meetings

16. These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the Board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:

16.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;

16.2 the general meeting need not be held in any particular place;

16.3 the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);

16.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

16.5 a member will be able to exercise the right to vote at the general meeting (including where a poll is to be held) by such means as is determined by the chairperson of the

meeting (consistent with the arrangements made by the Board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Members may appoint proxies

17. Every member shall be entitled to appoint a proxy but a member may not appoint more than one proxy to attend on the same occasion. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company.

Form of proxy (general)

18. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form, which is usual or which the Board may approve):

"**********" ("the Company")

I/We, ,

of , being a member/members of the Company, hereby appoint

of , or failing him, of as

my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof.

Signed on [date]".

Form of proxy (specific)

19. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"**********" ("the Company")

I/We, , of , being a member/members of the Company, hereby appoint of , or failing him, of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 * for * against

Resolution No 2 * for * against

** Delete as appropriate*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [date]"

Depositing a form of proxy

20. The instrument appointing a proxy and any authority under which it is executed or 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 meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

Expiry of proxies

21. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates. No instrument of proxy shall be valid after twelve months from the date of its execution except at an adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within twelve months from that date.

Notice of cessation of proxy's authority to be given to Company

22. A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions

23 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of members

24.1 Every member shall have one vote which may be given personally or by the use of a proxy. In constituting a quorum a member present by proxy shall be counted as present.

24.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote 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.

24.3 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.

24.4 Votes cannot be taken on resolutions which conflict with any provisions of these articles or the law.

The Company Secretary and Office Bearers

25.1 Subject to the provisions of the Companies Act, the Office Bearers shall be appointed by the Board

and upon such conditions as it may think fit and any Office Bearers so appointed may be removed by the Board. The Office Bearers, except for the Company Secretary, must be elected Directors or Directors appointed to fill casual vacancies in accordance with Article 38 but cannot be Co-opted Directors. An employee of the Company may hold the office of Company Secretary although shall not be a Director. If the Company Secretary cannot carry out his/her duties, the Board, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Company Secretary's duties until the Company Secretary returns.

25.2 The Office Bearers will be controlled, supervised and instructed by the Board in respect of performance of their respective duties. The Company Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Company Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

25.2.1 calling and going to all meetings of the Company and all Board meetings;

25.2.2 keeping the minutes for all meetings of the Company and the Board;

25.2.3 sending out letters, notices calling meetings and relevant documents to Members before a meeting;

25.2.4 preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;

25.2.5 ensuring compliance with these articles; and

25.2.6 keeping the Register of Members and other registers required under these articles.

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

25.4 At its first meeting after incorporation, the Board will appoint the Chairperson of the Company and any other Office Bearers the Board considers necessary. Thereafter a Chairperson and any other Office Bearers will be appointed on an annual basis at the next scheduled Board Meeting held after each annual general meeting.

Role of the Chair

26.1 The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, these articles and the standing orders of the Company. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson are that:

26.1.1 the Board works effectively with the senior staff;

26.1.2 an overview of business of the Company is maintained;

26.1.3 the agenda for each meeting is set;

26.1.4 meetings are conducted effectively;

26.1.5 minutes are approved and decisions and actions arising from meetings are implemented;

26.1.6 the standing orders, code of conduct for Directors and other relevant policies and procedures

affecting the governance of the Company are complied with;

26.1.7 where necessary, decisions are made under delegated authority for the effective operation of the Company between meetings;

26.1.8 the Board monitors the use of delegated powers;

26.1.9 the Board receives professional advice when it is needed;

26.1.10 the Company is represented at external events appropriately;

26.1.11 appraisal of the performance of Directors is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Company; and

26.1.12 the training requirements of Directors, and the recruitment and induction of new Directors is undertaken.

26.2 The Chairperson must be elected from the Directors (excluding Co-opted Directors). The Chairperson must be prepared to act as Chairperson until the end of their office term (unless he/she resigns the post). The Chairperson can only be required to resign if a majority of the remaining Directors present at a Board Meeting agree to this.

26.3 If the Chairperson is not present at a Board Meeting or is not willing to act, the Directors present will elect another Director to be chairperson for the Board Meeting. If the Chairperson arrives at the meeting late, he/she will take over as chairperson of the Board Meeting as soon as the current agenda item is concluded.

26.4 If the votes of the Directors are divided equally for and against an issue, the Chairperson will have a second and deciding vote.

26.5 The Chairperson can resign his/her office in writing to the Company Secretary and must resign if he/she leaves the Board or is prevented from standing for or being elected to the Board under article 40.1. The Board will then elect another Director as Chairperson.

26.6 The Chairperson can be re-elected but must not hold office continuously for more than five years.

Borrowing Powers

27.1 The Company can borrow money as long as the total borrowing at any time is not more than £100 million.

27.2 In respect of any proposed borrowing for the purposes of Article 27.1, the amount remaining undischarged of any index-linked loan previously borrowed by the Company or any deep discounted security shall be deemed to be the amount needed to repay such borrowing in full if the pre-existing borrowing became repayable in full at the time of the proposed borrowing.

27.3 For the purposes of Article 27.1 in respect of any proposed borrowing intended to be index-linked or on any deep discounted security the amount of borrowings shall be deemed to be the proceeds of such proposed borrowings that would be receivable by the Company at the time of the proposed borrowing.

27.4 The Board will not pay more than the market rate of interest as determined by the Board of Directors

having regard to the terms of the loan on any money borrowed.

27.5 The Company will not accept money on deposit.

27.6 The Company can lend money to an organisation which is a subsidiary of the Company within the meaning of the Companies Act 2006 or the Co-operative and Community Benefit Societies Act 2014 at a market rate of interest as determined by the Board of Directors having regard to the terms of the loan. Where the Company is using a loan facility to on lend it must comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.

27.7 The Company may borrow money from such lawful sources as is permitted by its Treasury Management Policy subject always to the requirement that the Company will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.

27.8 The Company may enter into and perform any Derivative Transaction on such terms as the Company thinks fit for the purposes of hedging or otherwise managing any treasury risk or other financial exposure of the Company.

27.9 Subject to the foregoing the Board of Directors can determine and change the conditions under which the Company borrows or lends money.

27.10 The Company shall not lend money to Members.

Directors

28.1 The Directors of the Company shall comprise the Members (with effect from the date of their appointment/election as a Director, such date also being the date of their admission as a Member).

28.2 The Directors 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.

28.3 As part of article 28.2, the Directors shall take steps to ensure, so far as possible, opportunity for Tenants of the Company to put themselves forward for appointment election as Directors/Members.

Composition of the Board

29.1 The Company shall have a Board which shall have a minimum of seven and a maximum (including Co-opted Directors) of fifteen persons who shall be the Directors of the Company. The Company shall keep up to date a register of the names of the Directors (also serving as a Register of Members) which shall be made available to any person at no cost. The names of the Directors will also be published by the Company on its website, and in its annual reports and other similar documentation.

29.2 A person must be aged 18 or over and a Member to become a Director (including any person appointed to fill a casual vacancy) other than a person appointed as a co-optee or appointed by The Scottish Housing Regulator who must be aged 18 or over but need not be a Member.

29.3 An employee of the Company, or a Close Relative of an employee, may not be a Director.

29.4 No Director may take office until they have agreed to and signed the Company's code of conduct for Directors.

29.5 The Board shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by the Directors by way of annual performance reviews. The Board must be assured that any Director who has continuous service on the Board of nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Director before he/she may stand for re-election.

Interests

30. The Board shall set and periodically review its policy on payments and benefits. If a person is a Member, employee of the Company or serves on the Board or any committee he/she must not receive any payment or benefit unless it is permitted by the Charities and Trustee Investment (Scotland) Act 2005, these articles or as set out in the Company's said policy. He/she shall also comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 in respect of any conflict of interest that might arise. In making any payment or conferring any benefit the Company shall act at all times with transparency, honesty and propriety.

31. A Director must comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 in respect of any conflict of interest that might arise. If a person serves on the Board or any committee he/she must declare any personal or other external interests on an annual basis in accordance with the Company's code of conduct for Board Members. If while serving on the Board/committee that person has any conflict of interest in any contract or other matter about to be discussed at a meeting, he/she must tell the Board. He/she will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held unless permitted to do so in terms of these articles or the Company's code of conduct for Board Members. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted. If no quorum exists for the purpose of voting on a matter only because of the operation of this article 31, provided that there are at least three remaining Board Members/members of the committee who are entitled to remain in terms of this article 31, such remaining Board Members/members of the committee are deemed to constitute a quorum for the purposes of voting and may proceed to make a decision as a quorate Board/committee.

Powers of the Board of Directors

32. The Board of Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

33. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

34. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Directors.

Electing Directors

35.1 Directors shall be elected by the Members at an annual general meeting. Each Director elected under these articles shall be elected for a fixed term of office expiring at the conclusion of an annual general meeting (a "fixed term"). The fixed term shall be for a term of three annual general meetings (not counting the annual general meeting at which the Director was elected), unless the Board has set a lower number of annual general meetings for the relevant Director on their election or nomination.

35.2 At every annual general meeting each Director who has served their fixed term shall retire from office. Any Director who retires from office at an annual general meeting under this article shall be eligible for re-election subject to nomination in accordance with article 35.4. For the avoidance of doubt, any Director re- appointed in this way shall be deemed to have held the position of Director/Member continuously.

35.3 Directors, if they are a Co-opted Director or have filled casual vacancies under article 37 must retire at the first annual general meeting which occurs after the date of their appointment.

35.4 Subject to article 35.2, no person shall be eligible for election as a Director at any annual general meeting unless he/she is nominated by the Board. The Directors shall be individuals who have skills and/or experience that are necessary or desirable to further the objects of the Company. The skills and/or experience which prospective Directors must have shall be as determined by the Board from time to time.

35.5 Each of the Directors shall in exercising his/her role as a Director, act in the best interests of the Company, its tenants and service users and will not place any personal or other interests ahead of his/her primary duty to the Company; and, in particular, must:

35.5.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;

35.5.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

35.5.3 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party put the interests of the Company before that of the other party, in taking decisions as a Director;

35.5.4 put the interests of the Company before that of the other party, in taking decisions as a Director; and

35.5.5 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question; and

35.5.6 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

36. If, at the annual general meeting the number of candidates standing for election as a Director is less than or equal to the number of vacant places, the Chairperson will declare them elected without a vote. If there are more candidates standing for election than there are vacant places, those present at the general meeting will elect Directors onto the Board, in terms of article 35.4. Each Member present or who has appointed a proxy representative will have one vote for each place to be filled on the Board. A Member must not give more than one vote to any one candidate.

37. The Company will post or send by fax or email intimation of the intended date of the annual general meeting and information on the nomination procedure to each Member at the address, fax number or email address given in the Register of Members of the Company not less than 28 days before the date of the meeting. Nominations for election to the Board must be in writing and in the form specified by the Company and must give the full name, address and occupation of the candidate, and their reasons for their suitability to be a Director. Nominations must be signed by and include a signed statement from each nominee to show that they are eligible to join the Board in accordance with article 40.1, and that they are willing to be elected. Nomination forms can be obtained from the Company and must be completed fully and returned by hand or by post to the Company's registered office at least seven days before the general meeting.

38. If a Director leaves the Board between the annual general meetings, this creates a casual vacancy and the Board can appoint any Member to take their place on the Board until the next annual general meeting.

Co-opted Directors

39.1 Subject to the maximum number of Directors provided for in article 29.1, the Board can co-opt to the Board or to a committee of the Board anyone it considers is suitable to become a Director or a member of a committee ("Co-opted Director"). Co-opted Directors do not need to be Members, but they can only serve as Co-opted Directors on the Board or committee until the next annual general meeting or until removed by the Board. A Co-opted Director can also serve on any committees.

39.2 A person appointed as a Co-opted Director shall undertake the role of Director or member of a committee and accordingly will be subject to the duties and responsibilities of a Director. Co-opted Directors can take part in discussions at the Board or any committees and vote at Board and committee meetings on all matters except those which directly affect the Articles, the membership of the Company or the election of the Company's Office Bearers. Co-opted Directors may not stand for election, nor be elected as one of the Office Bearers of the Board.

39.3 Co-opted Directors in this way must not make up more than one-third of the total number of the Board or committee members at any one time. The presence of Co-opted Directors at Board Meetings will not be counted when establishing whether a quorum is present to allow the meeting to take place and the presence of Co-opted Directors will not count towards the quorum for committee meetings.

Eligibility for the Board

40.1 A person will not be eligible to be a Director or be co-opted to a committee and cannot be appointed or elected as such if:

40.1.1 he/she is an undischarged bankrupt, has granted a trust deed which has not been discharged or is in a current Debt Payment Plan under the Debt Arrangement Scheme; or;

40.1.2 he/she has been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005;

40.1.3 he/she is a party to any legal proceedings in any Court of Law by or against the Company;

40.1.4 he/she is or will be unable to attend Board Meetings for a period of 12 months;

40.1.5 he/she has been removed from the board of another registered social landlord within the previous five years;

40.1.6 he/she resigned from the Board in the previous five years in circumstances where his/her resignation was submitted after the date of his/her receipt of notice of a special Board Meeting convened to consider a resolution for his/her removal from the Board in terms of article 41.2;

40.1.7 he/she has been removed from the Board in terms of articles 41.2 within the previous five years;

40.1.8 he/she has been removed, disqualified or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005;

40.1.9 he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales or by His Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which he/she were responsible or to which he/she were privy, or which his/her conduct contributed to or facilitated;

40.1.10 a disqualification order or disqualification undertaking has been made against that person under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company).

40.2 A person cannot be re-elected as a Director if the Board is not satisfied of the individual's continued effectiveness as a Director in accordance with Article 29.5. In these circumstances the Board must not allow the individual to stand for re- election.

Disqualification and Removal of Directors

41.1 A Director shall cease to be a Director if:

41.1.1 he/she resigns his/her position as a Director in writing;

41.1.2 he/she ceases to be a Member unless he/she is a Co-opted Director in terms of article 39 or is an appointee of The Scottish Housing Regulator;

41.1.3 he/she misses four Board Meetings in a row without special leave of absence previously granted by the Board either at his/her request or by exercise of the Board's discretion;

41.1.4 the majority of the Members voting at a general meeting decide this. The Members may then appoint another person to take his/her place. If a replacement is not appointed at the general meeting, the Board may appoint a Director in accordance with article 38;

41.1.5 the majority of those remaining Directors present and voting at a special meeting of the Board convened for the purpose decide to remove him/her as a Director in terms of article 41.2;

41.1.6 he/she becomes ineligible as a Director in terms of article 40;

41.1.7 he/she is a Co-opted Director whose period of office is ended in accordance with articles 39.1;

41.1.8 he/she is a Director retiring in accordance with article 36.2;

41.1.9 he/she has failed to sign and deliver to the Board a statement confirming that the Director will meet his/her obligations to the Board and to the Company as set out in the Company's code of conduct for Directors; or

41.1.10 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.

41.2 If, at a special Board Meeting convened for the purpose, a majority of the Directors present and voting determine that a Director has:

41.2.1 failed to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or The Scottish Housing Regulator adopted and operated by the Company;

41.2.2 failed to sign or failed to comply with the Company's code of conduct for Directors;

41.2.3 committed a breach of the Company's articles, standing orders or other policy requirements;

41.2.6 the Board may by a majority vote of those Directors present and voting (excluding abstentions) at such special meeting of the Board: (a) remove that Director from office; (b) suspend that Director from office on such terms and for such period as they may determine; (c) censure that Director in such manner as they may determine; or (d) make a direction requiring that Director to act or refrain from acting in a particular manner.

41.3 Any Director suspended in accordance with article 41.2 shall not, for the period of suspension, be entitled to attend or vote at any Board Meeting nor to receive notice of any such meeting during the period of such suspension.

42. The Board can require that a Director who is being investigated for a potential breach of the Company’s code of conduct for Board members take leave of absence and not attend any meeting in his or her capacity as Director until the Board has completed its consideration of the potential breach. When on such leave of absence, the Board Member will not be entitled to receive minutes and/or documents in his or her capacity as a Board member relating to the business of the Company.

Remuneration of Directors

43.1 Subject to the terms of this Article 43 and Article 7, if a person serves on the Board or any committee, he/she must not receive any payment or benefit unless it is permitted by the Charities and Trustee Investment (Scotland) Act 2005, these articles or as set out in the Association's policy on payments and benefits referred to in article 30.

43.2 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 47.1) or otherwise in connection with the discharge of their duties.

43.3 Except as permitted under the 2005 Act and expressly provided below or in Articles 7.1 and 7.2, 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:-

(a) 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;

(b) 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

(c) 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.

43.4 If payments are to be made to Board Members (or any of them) the Board Members must take account of any independent guidance and good practice in fixing the amount of such payments. Any payments will be linked to specified duties to be undertaken by the relevant Board Members and the Company will have in place a clear and robust process for assessing the performance of Board Members in carrying out such duties. The Company must ensure that any such payments to Board Members are disclosed in the audited accounts of the Company.

Powers of the Board

44.1 Subject to the provisions of the Companies Act and these articles, the Board is responsible for

directing the affairs of the Company and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Company. The Board is not permitted to exercise any powers which are reserved to the Company in general meetings either by these articles or by statute. The Board is responsible for the leadership, strategic direction and control of the Company with the aim of achieving good outcomes for its tenants and other service users in accordance with the Regulatory Standards and Regulatory Guidance issued by The Scottish Housing Regulator from time to time. The Board is responsible for ensuring that the Company can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.

44.2 Subject to the provisions of the Companies Act, the Board acts in the name of the Company in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Board have been restricted, unless they are already aware that such a restriction may exist.

44.3 Without prejudice to its general powers conferred by these articles, the Board may exercise the following powers:

44.3.1 buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses;

44.3.2 agree the terms of engagement and remuneration of anyone employed in connection with the business of the Company and act as employer for anyone employed by the Company;

44.3.3 grant heritable securities over land owned by the Company and floating charges over all or any part of property and assets both present and in future owned by the Company. This includes accepting responsibility for any related expenses;

44.3.4 decide, monitor and vary the terms and conditions under which property owned by the Company is to be let, managed, used or disposed of;

44.3.5 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Company's business;

44.3.6 refund any necessary expenses as are wholly necessary incurred by Directors and committee members in connection with their duties;

44.3.7 compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Company; and

44.3.8 accept donations in support of the activities of the Company.

45. No alteration of these articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the Board by these articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

Delegation

46.1 The Directors may delegate any of their powers or functions to an individual Director or to a committee

of three or more Directors or other persons, or to staff but the terms of any delegation must be recorded in writing in standing orders, schemes of delegated authority or other appropriate documentation.

46.2 The Directors may impose conditions when delegating.

46.3 The Directors may revoke or alter a delegation.

46.4 All acts and proceedings of any delegated individual or any committee must be fully and promptly reported to the Directors.

46.5 For the purposes of these articles, "General Committee" means a committee appointed by the Directors whose constitution complies with articles 46.7 to 46.11.

46.6 The Directors may, subject to Article 46.10, 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.

46.7 The majority of the members of the General Committee shall be members of the Company; the remaining members need not be members of the Company.

46.8 The Director appointed to such office at a meeting of the Board shall hold office as convenor of a General Committee.

46.9 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.

46.10 Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any General Committee:-

46.10.1 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;

46.10.2 any matter involving expenditure not in accordance with the financial regulations of the Company;

46.10.3 any capital building project; and

46.10.4 the appointment or dismissal of any employee of the Company.

46.11 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.

46.12 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.

46.13 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.

Board Procedure

47.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles. It is up to the Board to decide when and where to hold its ordinary meetings, but it must meet at least six times a year. The quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be four Directors.

47.2 The Board will continue to act while it has vacancies for Directors. However, if at any time the number of Directors falls below seven, the Board can continue to act only for another two months. If at the end of that period the Board has not found new Directors to bring the number of Directors up to seven, the only power it will have is to act to bring the number of Directors up to seven.

47.3.1 Any Director may call a meeting of the Directors.

47.3.2 The Company Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.

47.3.3 Directors must be sent written notice of Board Meetings posted, or delivered, by hand or by email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. Notices delivered by post shall be deemed to have been received 48 hours after posting and notices delivered in electronic form shall be deemed to have been received on the day they were sent. The accidental failure to give notice to a Director or the failure of the Director to receive such notice shall not invalidate the proceedings of the relevant meeting.

47.3.4 Notice of any meeting of the Directors must indicate its proposed date and time, where it is to take place and if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

47.3.5 Board meetings can take place in any manner which permits those attending to hear and comment on the proceedings. If Directors are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links. A Director participating in a Board Meeting in this manner shall be deemed to be present in person at the Board Meeting.

47.3.6 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

47.3.7 The Chairperson shall chair all meetings of the Directors. If the Chairperson is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

47.3.8 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.

47.3.9 Questions arising at a meeting shall be decided by a majority of votes.

47.3.7 In the case of an equality of votes, the person who is chairing the meeting shall have a second or

casting vote.

47.3.8 All speakers must direct their words to the Chairperson. All Directors must remain quiet and maintain order while this is happening. The Chairperson will decide who can speak and for how long.

47.3.9 If any point arises which is not covered in these articles, the Chairperson will give his/her ruling which will be final.

47.4 All acts done in good faith as a result of a Board Meeting or committee meeting will be valid even if it is discovered afterwards that a Director was not entitled to be on the Board.

47.5 A written resolution agreed (including by way of Electronic Communication) by not fewer than three quarters of the Directors or three quarters of the members of a committee will be as valid as if it had been passed at a Board Meeting or committee meeting duly called and constituted.

Special Board Meetings

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

48.2 No other business may be discussed at the meeting other than the business for which the meeting has been called.

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

48.4 If a Director does not receive notice of the special meeting, this will not prevent the meeting going ahead.

Minutes

49. 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.

Execution of formal documents and Seal

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

Registers

51.1 The Company must keep at its registered office a Register containing:

51.1.1 the names and addresses of the Members and where provided for the purposes of Electronic Communication,

fax numbers and email addresses;

51.1.2 the date each person was entered in the Register as a Member and the date at which any person ceased to be a Member of the Company;

51.1.3 a statement of other property in the Company whether in loans or loan stock held by each Member; and

51.1.4 the names and addresses of the Office Bearers of the Company, their positions and the dates they took and left office.

51.1.5 The Company must also keep at its registered office all other registers required by the Companies Act.

Registered name

52. The registered name of the Company must be clearly shown on the outside of every office or place where the Company's business is carried out. The name must also be printed on all its business letters, notices, adverts, official publications, website and legal and financial documents.

Accounts and Auditor

53.1 Accounting records shall be kept in accordance with all applicable statutory requirements as required by the Companies Acts and/or Charities & Trustee Investment (Scotland) Act 2005 and Charities Accounts (Scotland) Regulations 2006 and such accounting records shall, in particular, contain day to day entries 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.

53.2 The Board must send the Company's accounts and balance sheet to the Company's auditor. The auditor must then report to the Company on the accounts it has examined. In doing this, the auditor must follow the conditions set out in the Companies Act and Part 6 of the Housing (Scotland) Act 2010.

53.3 The Company must provide The Scottish Housing Regulator and such other organisations as the Board determines appropriate with a copy of its accounts and the auditor's report within six months of the end of the period to which they relate.

53.4 The Company must appoint an auditor within three months of being registered by the Financial Conduct Authority. The Board will appoint the auditor unless there is a meeting of the Company within that time. The Board may appoint an auditor to fill in a casual vacancy occurring between general meetings of the Company. The Board shall take such steps as it considers necessary to ensure the continuing independence of the Company's auditor including the periodic review of the need for audit rotation. The Company must send a copy of its accounts and the auditor's report to The Scottish Housing Regulator within six months of the end of the period to which they relate.

53.5 None of the following can act as auditor to the Company:-

53.5.1 a Director or employee of the Company;

53.5.2 a person who is a partner of, or an employee or employer of a Director or employee of the Association.

53.6 An auditor appointed to act for the Company one year will be re-appointed for the following year

unless:-

53.6.1 a decision has been made at a general meeting to appoint someone else or specifically not to appoint them again; or

53.6.2 they have given the Company notice in writing that they do not want to be re-appointed; or

53.6.3 they are not a qualified Auditor or are excluded under Article 53.5; or

53.6.4 they are no longer capable of acting as Auditor to the Company; or

53.6.5 notice to appoint another Auditor has been given.

53.7 To prevent an auditor being re-appointed or to appoint another person as auditor, not less than 28 days' notice must be given to the Company that the matter requires to be discussed at the next meeting of the Company.

53.8 The Company shall give notice to the auditor who is to be asked to step down that the matter will be discussed at the next meeting of the Company. If possible, the Company will also give proper notice of this matter to the Members but if this is not possible, the Company can give notice by advertising in the local newspaper at least 14 days before the meeting.

53.9 The retiring Auditor may make representations to the Company or give notice that he/she intends to make representations at the meeting and the Company must tell the Members of any representations made by the Auditor under Section 95 of the Co-operative and Community Benefit Societies Act 2014.

Annual Returns and Balance Sheet

54.1 Every year, within the time allowed by law, the Company Secretary shall send to the Registrar of Companies the confirmation statement in the prescribed form, together with all such documentation required by the Companies Act.

54.2 If requested, the Company must provide a free copy of the latest confirmation statement and auditor's reports to Members or people with a financial interest in the Company.

54.3 The Company must always keep a copy of the latest balance sheet and auditor's report available for inspection at its registered office.

54.4 The Company must comply with the requests of The Scottish Housing Regulator for annual returns.

Donations

55. The Board shall set and review periodically its policy for the donation of funds to charities. Such donations must further the objects of the Company and the Board shall report to the Members on such donations.

Investments

56. The Company's funds may be invested by the Board in such manner as is permitted by its investment policy subject always to the requirement that the Company will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.

Indemnity

57.1 Every Director or other Office Bearer or auditor of the Company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the Companies Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office. That may include, without prejudice to that generality (but only to the extent permitted by those sections of the Companies Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.

57.2 The Company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other Office Bearer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 (2) of the Companies Act.

57.3 In this article a “Director” means any Director or former Director of the Company.

Rules

58. The Directors may from time to time make such reasonable and proper policies, rules or as they may deem necessary or expedient for the proper conduct and management of the Company. No such policy or rule shall be inconsistent with, or such alter or repeal anything contained in the articles.

Inspecting The Register

59. Any Member or person having a financial interest in the Company can inspect their own account and the books containing the names of Members. The books must be available for inspection at the place they are kept at all reasonable hours. The Board may set conditions for inspecting the books.

Disputes

60. Every dispute between the Company or the Board and:

60.1 a Member;

60.2 a person aggrieved who has ceased to be a Member within the previous six months; or

60.3 a person claiming under these articles,

shall be dealt with in accordance with any procedures determined by the Board from time to time but without prejudice to all rights which any person may have to raise an action on the matter in any court with competent jurisdiction including without prejudice the Sheriff Court in the Sheriffdom in which the Company's registered office is located.

Copies of Articles

61. The Company Secretary shall, on demand, provide a copy of these articles free of charge to any

Member who has not previously been given a copy and, upon payment of such reasonable fee as the Company may require to any other person.

Closing Down the Company

62.1 Subject to Article 62.2, the Company may be dissolved in the following ways:

62.1.1 by an order or resolution to wind up the Company as set out in the Companies Act, Insolvency Act 1986 and/or Section 105 of the Housing (Scotland) Act 2010; or

62.1.2 by special resolution of the Members.

62.2 The prior approval of the Office of the Scottish Charity Regulator is required before the Company can be dissolved. The Company must submit its application for approval to the Office of the Scottish Charity Regulator within a reasonable period of time before the date on which the Company intends to dissolve.

62.3 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.

62.4 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.

62.5 To the extent that effect cannot be given to the provisions of articles 62.3 and 62.4, the relevant property shall be applied to some other Charitable Purpose or Charitable Purposes.

Amending These Articles

63.1 These articles can be changed or deleted and new articles can be introduced if three quarters of the votes at a special general meeting are in favour of the amendment(s) all in accordance with the Companies Act and these articles.

63.2 The Company can change its name if three quarters of the votes at a special general meeting are in favour of the change.

63.3 If the Company changes the articles in terms of article 63.1 or changes its name in terms of article 63.2 it must notify The Scottish Housing Regulator in writing within 28 days of the change being made.

63.4 When an amendment of these articles affects the Objects of the Company the prior approval of the Office of the Scottish Charity Regulator is required. The Company must submit its application for approval to the Office of the Scottish Charity Regulator within a reasonable period of time before the date on which the Company intends to amend its Objects. Any other amendment of these articles requires to be notified to them within three months of the change having been made.

63.5 The prior approval of the Office of the Scottish Charity Regulator is required to the change of name of

the Company. The Company must submit its application for approval to the Office of the Scottish Charity Regulator within a reasonable period of time before the date on which the Company intends to change its name.

63.6 The Company can change its registered office but must:

63.6.1 notify The Scottish Housing Regulator of the change in registered office within 28 days of the change having been made; and

63.6.2 notify the Registrar of Companies of the change within 14 days of the change being made; and

63.6.3 notify the Office of the Scottish Charity Regulator within 3 months of the change being made.

Means of communication to be used

64.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Company.

64.2 Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

64.3. Any notice to be given to or by any person pursuant to the articles:

64.3.1 must be in writing; or

64.3.2 must be given in electronic form.

64.4 The Company may give any notice to a member either:

64.4.1 personally; or

64.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

64.4.3 by leaving it at the address of the member; or

64.4.4 by giving it in electronic form to the member's address.

64.5 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

65. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

65.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

65.2 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.

65.3 In accordance with section 1147 of the Companies Act 2006, subject to any other provision of these articles notice shall be deemed to be given:

65.3.1 48 hours after the envelope containing it was posted; or

65.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

Code of Conduct (for Governing Board Members) Policy (Oct 25)

1. Introduction

1.1. All members of the Board must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean Waverley Housing. The Code reflects our Values which are:

- **Equality –** We will treat everyone fairly and with dignity, meeting the diverse needs of our tenants, staff and other stakeholders.
- **Excellence –** We will work in partnership to deliver high quality services that deliver value for money and will strive to always be open and accountable.
- **Engagement –** We will listen and communicate effectively with our tenants, staff and stakeholders, sharing information and responding to their needs.

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. Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Board. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Board[1] if you do not agree to adopt our 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[2]. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.

1.5. Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Board member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Board 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 there is a concern that a member of the Board may have breached any part of this Code, the matter will be investigated in accordance with the Protocol that we have adopted. A serious breach of our Code may result in action being taken by the Board to remove the Board member(s) involved.

1.7. This Code of Conduct was adopted by our Board on 29 October 2025.

2. Who Our Code Applies To and When

2.1. Our Code of Conduct applies to all elected, appointed and co-opted members of our Board and its sub-committees.

2.2 The expectations of the Code apply in all settings and circumstances where our Board Members are representing us or acting on our behalf and where their conduct could reflect on our

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[1] Our Rules state that the **Board** can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the **Board** to take such action (SHR Regulatory Framework (2024) Constitutional Standard 19

[2] Scottish Housing Regulator (2024) Regulatory Framework, Regulatory Standard 5.2.

tenants/organisation and/or their reputation. The Code applies equally to conduct in person, virtually and on social media.

3. How Our Code Is Structured

3.1. Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.[3]

3.2. Each principle is described, as it applies to the activities of Waverley Housing and its Board members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive and it should be remembered that Waverley Housing and our Board members are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

3.3. The seven principles that you must adhere and commit to by signing this Code are:

A. **Selflessness**

B. **Openness**

C. **Honesty**

D. **Objectivity**

E. **Integrity**

F. **Accountability**

G. **Leadership**

[3] Committee for Standards in Public Life (May 1995), Nolan Principles

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 Board should not promote the interests of a particular group or body of opinion to the exclusion of others.

A.1 I will always uphold and promote Waverley Housing's aims, objectives and values and act to ensure their successful achievement.

A.2 I will exercise the authority that comes with my role as a Board member responsibly.

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

A.4 I will consider and respect the views of others.

A.5 I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.

A.6 I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected[4] or their business interests.

[4] See EPB Policy, p4-5 for definition of "closely connected"

B. Openness

You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

B.1. I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.

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

B.3. I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.

B.4. I will 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 or influence or place me under an obligation to these individuals or organisations. I will comply with Waverley Housing's policy on Entitlements, Payments and Benefits Policy.

B.5. I will ensure that, in carrying out my role as a Board member, I am informed about and take account of the views, needs and demands of tenants and service users

B.6. I will ensure that Waverley Housing is open about the way in which it conducts its affairs and positive about how it responds to requests for information.

B.7. I will not prevent people or bodies from being provided with information that they are entitled to receive.

C. Honesty

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

C.1. I will always act honestly and in good faith when undertaking my responsibilities as a Board member.

C.2. I will use my experience, skills, knowledge and judgement effectively to support our activities.

C.3. I will ensure that decisions are always taken and recorded in accordance with our Rules and procedures.

C.4. I will ensure that Waverley Housing has an effective whistleblowing policy and procedures to enable, encourage and support any staff or Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.[5]

C.5. I will report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.

C.6 I will comply with our policies and procedures regarding the use of our funds and resources[6] and I will not misuse, contribute to or condone the misuse of these resources.

C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. I will neither accept from nor give bribes or any other inducement to anyone. I will comply with our Bribery Policy and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.

C.8 I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this.

[5] 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.

[6] Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

D. Objectivity

You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

D.1. I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).

D.2. I will attend meetings regularly, prepare for them effectively and ensure I have access to all necessary information to enable me to contribute constructively and make well-informed decisions.

D.3. I will monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

D.4. I will use my skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

D.5. I will ensure that the Board seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.

D.6. I will ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

D.7. I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing training that is organised or supported by us.

E. Integrity

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

E.1. I will always treat my Board colleagues our staff, our customers and partners with respect and courtesy

E.2. I will always conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.

E.3. I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect Waverley Housing and/or its reputation.

E.4. I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Board member.

E.5. I will comply with, support and promote our policies relating to equalities, diversity inclusion and human rights.

E.6. I will uphold our whistleblowing and Use of Mobile Phones, Electronic Communications & Social media policies.

E.7. I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Board and after I have left.

E.8. I will observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

F. Accountability

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

F.1. I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and Waverley Housing's legal obligations are fulfilled.

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

F.3. I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.

F.4. I will participate in and contribute to an annual review of the contribution I have made to our governance.

F.5. I will ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.

F.6. I will not speak or comment in public on our behalf without specific authority to do so.

F.7. I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Board member and after I have left.

F.8. I recognise that the Governing Body as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making.

G. Leadership

You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

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

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

G.3. I will always be a positive ambassador for the organisation.

G.4. I will participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.

G.5. I will not criticise or undermine the organisation, any of its people or our actions in public.

G.6. I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Senior Officer.

G.7. I will not harass, bully or attempt to intimidate anyone.

G.8. I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Board, staff or other partners.

G.9. I will not act in a way that could jeopardise our reputation or bring us into disrepute.[7]

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

4. Breach of this Code

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

5. Acceptance and Signature

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

Signed	
PRINT NAME	
Date	

Scheme of Delegation (March 2024)

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. <u>Core functions</u>

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 (e.g. fairness, transparency, engagement, accountability).

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) Define expectations as to how the values will be exhibited in e.g.service delivery, communication, employment – reflected in policies and organisational practice.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 review of all Board Members is undertaken by the Chair and Vice Chair.

n) To annually review the Board's own strengths and weaknesses to approve training programmes and ensure continuing effectiveness.

o) 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.

2.2. <u>Strategic/Business/Corporate Plan</u>

a) Approving long- and medium-term strategic plan(s).

b) Business planning

c) Strategy and Development Funding Plan (SDFP).

d) Oversight/monitoring implementation & outcomes.

e) Approving/overseeing recovery/remedial action.

f) Approving & overseeing implementation of business development plans.

2.3. <u>Finance and Corporate Matters</u>

To approve the annual budget before the start of the financial year, and receive quarterly management accounts.

a) To approve annual accounts for presentation to the annual general meeting.

b) To consider the annual audit report and approve the response (if any) to the External Auditor's Management Letter.

c) To monitor compliance with loan covenants.

d) To set rent levels.

e) To ensure that adequate finance is available in order to achieve Business Plan objectives.

f) Approval of budget variances above agreed thresholds.

g) Recommend appointment of Auditors to AGM.

2.4. <u>Long and short term financial planning/management</u>

a) To review financial forecasts demonstrating viability.

b) To review assumptions – ensuring reasonableness.

c) To review scenario planning & stress testing.

d) To approve Treasury management policy/strategy & planning.

e) To approve investment institutions, instruments and terms.

f) To approve borrowing terms.

g) To approve the opening and closing of bank accounts.

h) To agree thresholds for executive delegation (e.g. short-term deposits).

i) To approve application(s) for company credit card(s); authorising users; agreement of individual and collective thresholds.

2.5. 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 quarterly 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.

2.6. Legal

a) The company must remain solvent.

b) The company must always act within its powers.

c) The Company must be compliant in:

i. Health and safety
ii. Employment
iii. Tenancy (including allocations & lettings)
iv. Homelessness
v. Environmental
vi. Equalities
vii. Freedom of Information
viii. Charities
ix. Whistleblowing
x. Contractual terms
xi. Public Procurement
xii. Statutory Consent

2.7. Regulatory Compliance

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

a) Overseeing/maintaining evidence of compliance.

b) Approving Annual Assurance Statement; oversight of implementation of improvement plans.

c) Ensuring timely submission of all required regulatory returns.

d) Appointing internal auditors[1]; approval of annual IA plan.

e) Approving:

   i. ARC
   ii. Five/Thirty Year Financial Projections
   iii. Loan Portfolio Return(s)

f) Ensuring compliance with Notifiable Events requirements; overseeing resolution of NEs.

g) Obtaining required regulatory Consent(s).

h) Ensuring compliance with OSCR reporting requirements.

i) Ensuring compliance with Companies House requirements.

2.8. Constitutional Compliance

Ensuring compliance with:

a) Co-operative and Community Benefits Act (2014).

b) Companies Act (2006).

c) Charity Trustees and Investment (Scotland) Act (2005)

d) Approving Rules and amendments.

e) Conduct of GB meetings in accordance with rules (e.g. quorum, minutes, conflicts of interest).

f) Conduct of AGM in accordance with Rules.

g) Oversight of elections and retirals from the GB.

h) Election of Chair and other office-bearers.

i) Compliance with 9-year 'rule'.

2.9. Tenant & Resident Safety & Quality Compliance

Ensuring compliance with:

a) Health and Safety obligations.

b) SHQS.

c) EESSH (and subsequent development).

d) SSHC.

e) Oversight of Tenant Satisfaction Survey(s).

2.10. Contract Compliance

a) Agreeing contract terms above Executive thresholds (reactive and planned maintenance; energy efficiency; construction and/or development).

[1] Further guidance on internal audit available in SFHA Internal Audit guidance (updated June 2021)

b) Oversight of contractual terms and their fulfilment.

c) Agreeing litigation/contract challenge/pursuing legal remedies for loss/damage .

2.11. Performance Oversight

a) Agreeing performance standards.

b) Reporting standards (frequency, scope, format).

c) Benchmarking; peer group selection.

2.12. Governance

a) Governance structure (establishment of sub-committee(s); agreement/variation of remits; establishment of working groups & agreement of remits.

b) Approval and implementation of GB Code of Conduct.

c) Implementation of processes to investigate complaints/alleged breaches of Code.

d) Ensuring maintenance of Registers of Interest.

e) Ensuring compliant management of potential conflicts of interest.

f) Approving Standing Orders.

g) Approving delegated authorities.

h) Conduct of annual GB annual reviews and action plans.

i) Ensuring effectiveness of governance arrangements.

j) Leadership of GB Recruitment and succession planning.

2.13. Resource Planning / Management

a) Approval of organisational structure.

b) Approval and oversight of implementation of employment policies.

c) Ensuring the provision/availability of effective staff support and annual review arrangements.

2.14. Public Statements

Agreeing public statements.

Determining/approving corporate publication style.

2.15. 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.

2.16. 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.

2.17. 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.

2.18. 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.

2.19. 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. To identify and review key strategic and operation risks, the identification of risk appetite and approval of risk management framework.

2.20. 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.

2.21. 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.

2.22. 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.

2.23. 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 quarterly 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, counting 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.

5.4. 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.

5.5. 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.

5.6. 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.

5.7. 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.

5.8. 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.

5.9. 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

The Chief Executive is accountable to the Governing Body and responsible for providing advice and support by producing reports, discussion documents, strategies etc and ensuring the provision of appropriate/relevant professional and independent advice is available.
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. Operational delivery of the Mission, Vision and Values, evidencing implementation via operating practices.

   To ensure that staff are aware of the company's objectives, plans and programmes
3. Strategic, Business and Corporate Planning
   a) advising GB, accessing appropriate specialist/professional advice.
   b) developing/drafting plans and strategies for consideration/supporting effective GB engagement in planning.
   c) evidencing/reporting to GB on implementation, performance and outcomes.
   d) Exercising operational control and direction and Initiating actions.
   e) Monitoring outcomes.
   f) Long & short term financial planning and management.
   g) Advising and supporting GB.
   h) Accessing appropriate specialist / professional advice.
   i) Developing policies and strategies.
   j) Evidencing/reporting to GB on implementation.
   k) Monitoring performance / trends / outcomes.
   l) Maintaining covenant compliance.
   m) Managing borrowing and investments.
   n) Overseeing SMT exercise of delegated authorities.
   o) Evidencing compliance with policy & GB decision-making.

4. Risk
   a) Implementing operational risk management.

b) Evidencing effective implementation.

c) Management; mitigation & monitoring of all risks.

d) Maintaining adequate insurance.

e) Maintenance of up-to-date stock condition information.

f) 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.

5. Finance & Budget

a) Implementing and ensuring achievement of budget.

b) Preparation of all management reports.

c) Presentation of supporting information/evidence to inform GB decision-making.

d) Approving budget virement within delegated authority.

e) To implement systems of financial control and reporting, to safeguard the assets and income of the company and to assist in its management.

f) To manage the necessary financial systems and records required to satisfy the Auditors, Scottish Housing Regulator and sound accountancy practices and professional standards.

g) To ensure financial management arrangements are sound and effective, and a prudential financial framework is in place.

h) 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.

i) 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.

j) 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.

6. Legal Compliance

a) Advising GB on all obligations.

b) Ensuring and evidencing organisational compliance.

c) Effective delegation.

d) Ensuring access to required knowledge & expertise (internal & external sources).

e) Maintenance & implementation of all organisational policies.

f) Implementing & observing all safety requirements .

g) Maintaining all necessary certificates.

h) Ensuring implementation of all necessary procedures (internal and external) to achieve compliance.

i) 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.

7. Regulatory Compliance
    a) Preparation of all required submissions eg Regulatory Standards of Governance and Financial Management
    b) Annual Assurance Statement
        i. Ensuring timely GB consideration
        ii. Provision of all supporting information
        iii. Obtaining and reporting on independent validation
        iv. Development & maintenance of assurance evidence bank
    c) Management of internal audit programme; development of management responses; reporting to GB.
    d) Implementation of IA recommendations.
    e) Preparation of all regulatory returns eg ARC; 5/30 year Financial Projections, Loan Portfolio Return(s).
    f) Liaison with SHR with regard to Notifiable Events.

8. Constitutional Compliance in line with the Co-operative and Community Benefits Act (2014); Companies Act (2006) and Charity Trustees and Investment (Scotland) Act 2005
    a) Ensuring & evidencing compliance.
    b) Supporting OBs & GB in fulfilling constitutional responsibilities.
    c) Obtaining legal/specialist advice to support compliance.
    d) Ensuring AGM and GB elections conducted as required.
    e) Ensuring all GB meetings are appropriately constituted, conducted & recorded.
    f) Supporting annual programme of GB annual reviews.
    g) Supporting pro-active GB recruitment & succession planning.

9. Tenant and Resident Safety & Quality Compliance
    a) Delivery of all plans, strategies & actions to achieve & maintain standards.
    b) Preparation of all required records & returns.
    c) Evidencing/reporting compliance.
    d) Conduct of Tenant Satisfaction Surveys; reporting & acting on outcomes.

10. Contract Compliance (within Executive thresholds)
    a) Negotiating contracts.
    b) Conducting due diligence.
    c) Obtaining professional/specialist advice, warranties etc.
    d) Reporting to GB.
    e) Managing & monitoring contractor performance/delivery; instructing & overseeing remedial action as required.

11. Employer Responsibilities
    a) Monitoring/overseeing effective performance

b) Managing & supporting staff

c) Implementing staff appraisal programme

d) Implementing grievance and disciplinary processes as required

e) 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.

f) 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.

12. Performance Oversight

a) Delivery of services to tenants and other customers in accordance with all requirements & expectations.

b) Supporting & acting on customer feedback; reporting to GB.

c) Managing performance; evidencing & reporting to GB.

13. Governance

a) Advising & supporting GB and sub-committees.

b) Preparation of all reports & minutes.

c) Implementation of GB learning & development and annual review programmes.

d) Maintenance of all required records.

e) Supporting GB in fulfilling governance responsibilities.

14. Resource Planning/Management

a) Advising GB on resource requirements

b) Ensuring necessary staff complement, equipped with required knowledge, experience, skills

c) Provision of effective support, development, appraisal systems

d) To appoint staff in accordance with the Recruitment Policy as approved by the Board.

e) To implement the terms, conditions of employment and benefits to staff.

f) 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.

g) To implement salary awards.

h) To sign Contracts of Employment.

i) To dismiss staff as a consequence of, and in accordance with, the company's disciplinary policy and procedures.

15. Public Statements

a) Making public statements on behalf of organisation in accordance with agreed policy & strategy

16. 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.

17. 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.

18. To represent the company at forums, joint working groups and/or partnerships as necessary.

19. 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.

20. 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 GB 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 GB, 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 (Aug 26)

1. Scope of the Policy

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

2. Objectives & Principles of the Policy

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 Articles of Association 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 Articles of Association.

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 Leadership 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 Leadership 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. A summary of any of sub-committee minutes 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 previous minutes
- Future Meeting Dates
- Strategic Items
- Governance Assurance Items
- Performance Items
- Items for discussion including
    - Chair’s items
    - Chief Executive’s Items

- Items for Information
- Any Other Competent Business

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 (May 2025)

1 Introduction

1.1 We promote the integration of risk management within the governance and management of our business. Risk Management flows through our business at both strategic and operational levels.

Effective risk management is important in reducing the likelihood of risks occurring and minimising the impact, such as financial loss, non-compliance, governance failure or reputational damage to the organisation.

The purpose of this risk management policy is to ensure that we achieve our stated business, and strategic planning aims and objectives, for the company, whilst reviewing the challenges and risks that we may encounter.

1.2 **Definitions**

- "**Risk**" is any event that prevents an organisation from performing well, meeting pre-set targets or results in a loss to the organisation.
- "**Risk Management**" is the process of identifying, assessing and controlling risks arising from operating factors and making decisions that balance risk costs with benefits.
- "**Risk Owners**" are the member(s) of Management Team responsible for identification, evaluation and detailed control of risks in their area of activity.
- "**New Business Venture**" is a project or area of activity which is sufficiently different from existing business that it may alter the Waverley Housings exposure to risk. A new housing development would only be treated as new business if it was significantly different from Waverley Housings normal housing projects.
- "**Risk Co-Ordinator**" is the person responsible for practically ensuring satisfactory implementation and functioning of risk management and for reporting to the Board of Directors and Audit & Internal Control Committee.

1.3 We ensure that when planning to assess or review risk we identify, analyse, control and monitor the strategic and operational risks we face and have developed our risk management policy based on good practice in the Scottish Social Housing sector

2 Policy Objectives

2.1 Waverley Housings Risk Management Objectives are to:

1. Ensure that achievement of our Strategic Objectives are not hampered by unforeseen events.

2. Increase the possibility that opportunities offering an improved way of achieving our Strategic Objectives are taken.

2.2 In doing this, the Company will:

1. Identify and keep under review the risks to which the Company is exposed.
2. Assess the likelihood of the risks arising, and the impact should they arise.
3. Prioritise risks and identify appropriate responses for the key material risks.
4. Ensure that risk management is embedded within the organisation by fostering a risk aware culture.
5. Ensure that new business ventures are fully risk assessed and do not expose the Company to risks which would jeopardise core business or key objectives.

2.3 We aspire to be an innovative organisation taking calculated risks, which have been identified and evaluated. We also recognise that we have responsibilities to protect and safeguard the use of tenant and public funds.

The aim of this policy is not to remove all risk but to recognise that some level of risk will always exist. It is recognised that taking risks in a controlled manner is fundamental to the continuous success of the Company.

2.4 Our risk management goals are to take a proactive approach to anticipate events before they happen to allow us to make better decisions, to improve the likelihood of achieving our corporate objectives, to mitigate risks appropriately and improve contingency planning.

Risk Management is an integral part of our strategic planning and decision-making processes. For new initiatives and projects risk management is used to inform our decision-making process and to ensure that approved projects are delivered successfully.

3 Risk Appetite & Measurement

3.1 Risk appetite describes how much risk we are willing to accept in pursuit of our objectives. We recognise that it is not possible to remove risk completely and that taking controlled risks in certain areas is essential to drive innovation.

The amount of risk we are prepared to accept, tolerate or be exposed to depends on our risk appetite and how we deal with a particular risk depends on the risk appetite category. The higher the risk appetite, the more risk we will take (retain risk) whereas the lower the appetite, the more risks we will avoid.

3.2 Four risk appetite definitions have been developed:

- **No Appetite:** Treat Immediately
- **Low Appetite:** Treat in Near Future
- **Moderate Appetite:** Treat in Longer Term
- **High Appetite:** Monitor

3.3 Each risk will be assessed as to its likelihood and impact. Both likelihood and severity of impact are assessed as:

- Significantly Higher Risk
- Higher Risk
- Medium Risk
- Low Risk

3.4 Inherent risk (or gross risk) is the level of risk if all the measures and controls were failing. Often this is the worst-case scenario for this risk. Residual risk (or net risk) is the level of risk with all the measures and controls in place.

3.5 Our risk management model analyses the likelihood of a situation occurring alongside the impact on business should this occur. The analysis is carried out twice, once prior to any control measures being put in place, and again once the control measures are in place. The following scoring matrix is used to determine the overall risk rating.

		Impact				
L		**5**	**4**	**3**	**2**	**1**
‘		**V Significant**	**Major**	**Moderate**	**Minor**	**Negligible**
H	**5 – Almost Certain**	25	20	15	10	5

O	**4 - Likely**	20	16	12	8	4
O	**3 - Possible**	15	12	9	6	3
D	**2 - Rare**	10	8	6	4	2
	1 - Unlikely	5	4	3	2	1

4 Roles & Responsibilities

4.1 The Board has overall responsibility for the adequacy of the risk management framework and the operation of the process. Board Members should:

- Ensure that the Company generally adopts a prudent attitude to risk.
- Be fully aware of the key risks facing their organisation.
- Ensure that adequate responses have been formulated and are being satisfactorily operated to counter these key risks.
- Be kept fully informed on a timely basis of any changes to the preceding three risk management areas.

4.2 Part of the role of the Audit and Internal Control Committee is to:

- support the Board in their responsibilities for issues of risk control and governance through a process of active scrutiny and constructive challenge.
- review the comprehensiveness of assurances in meeting the assurance needs of the Committee.
- review the reliability and integrity of assurances.

4.3 The Chief Executive, or nominated Deputy, as Risk Co-ordinator, is responsible for practically ensuring satisfactory implementation and functioning of risk management and for reporting to the Board and Audit & Internal Control Committee.

4.4 The Management Team is responsible for:

- Setting the risk management framework.
- Identifying the risks.
- Preparing procedures for operating the risk management process.
- Deciding what training is required and how it should be delivered.

4.5 Risk Owners are responsible for carrying out detailed work as set out by the Management Team in identifying, assessing, responding to and reporting of risks to the Risk Co-ordinator as follows:

Chief Executive	Communication, Human Resources, Governance
Operations Director	Development, Sustainability & Tenant Safety
Corporate Services Director	Financial Regulation, Information Technology
Head of Housing	Housing Management and Customer Service
Head of Asset & Property	Property Maintenance and Net Zero matters
Head of Finance	Operational Finance issues

Risk Owners may delegate key controls to team members but will retain ultimate responsibility for the operation of the controls.

5 Reporting

5.1 In order to carry out its risk management responsibility the Board will receive the following reports:

5.2 Risk Register
At least once a year, a report from the Chief Executive or Risk Co-Ordinator which identifies the key risks to which the Company is exposed, their priority, the relevant responses and controls.

5.3 Risk Monitoring Reports
The Chief Executive or Risk Co-Ordinator will report to Board of Directors and Audit & Internal Control Committee at least every 3 months on how identified risks have been managed by the Management Team. Reports may be more frequent if triggered by new emerging risks with a high-risk status.

5.4 New Business Risk Reports
Any new project proposal which may impact on the level of risk to which the Company is exposed will include a risk assessment in the project appraisal which is presented to the Board.

5.5 Annual Risk Management Report:
A report provided annually which reviews the risk management framework and the operation of the process to provide assurance that they continue to be satisfactory and compliant with regulatory requirements.

6 Monitoring & Review

6.1 This policy will be reviewed at least every 5 years but more frequently, if necessary, in response to issues raised in the Annual Risk Management Report.

Entitlements, Payments & Benefits Policy (March 2026)

1 Introduction

Who the Policy Affects

1.1 This Policy is aimed at:

- All Members of our Board.
- Everyone who works for us.

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

Why we have this Policy

1.3 We are a Registered Social Landlord (RSL) and a Scottish Charity. We are part of a sector that has a strong reputation for integrity and accountability: to the people we exist to help and to our Regulators, partners and funders. We must ensure that our Company upholds its reputation and that of the sector. Our people cannot benefit, or be seen to benefit inappropriately from their connection to us. Equally, we must protect our people from unjustified criticism and ensure that, wherever possible, no one is unfairly disadvantaged by their connection to us.

1.4 This policy describes the entitlements, payments and benefits that our people are able to receive. It also describes what is not permitted (and why) and the arrangements that we have in place to ensure that we are transparent and accountable in how we comply with the requirements of this policy and our regulators.

1.5 The Scottish Housing Regulator (SHR) requires us to have a policy that sets out what payments and benefits we permit and to ensure that these arrangements demonstrate transparency, honesty and propriety[8]. We must ensure there is no justifiable public perception of impropriety. This policy is based on the SFHA's Model Entitlements Payments and Benefits Policy, which the SHR have confirmed meets their regulatory requirements.

1.6 As we are a Scottish Charity, all of our Governing Body Members must also ensure that they comply with the Office of the Scottish Charity Regulator (OSCR) guidance to Charity Trustees[9] and charity legislation.

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

1.8 As someone who is affected by this policy, you are personally responsible for ensuring that you are familiar with and comply with its terms[10]. You are also responsible for ensuring that the Register of Interests is always up to date: declaring interests that are relevant to your role with us is key to the effective implementation of this policy.

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

What this Policy Covers

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[8] Scottish Housing Regulator (February 202419) Regulatory Framework Standard 5.4
[9] Office of the Scottish Charity Regulator (2017) Guidance for Charity Trustees
[10] Code of Conduct for [Board] Members; Code of Conduct for Staff

1.10 This Policy covers:

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

Other Relevant Policies

1.11 The Code of Conduct is linked to this policy. Failure to comply with the terms of this policy may be regarded as a breach of the Code of Conduct.

1.12 You are also required to be familiar with and observe the terms of our Bribery and Fraud policies. We prohibit any attempt to induce the organisation or our people to offer preferential services or business terms and we will always comply with the Bribery Act 2010.

1.13 Our policies relating to the following are also relevant to this document and must be complied with at all times:

- Gifts and Hospitality (the RSL's policy that sets out the circumstances in which gifts and hospitality can/cannot be offered and/or accepted and the relevant values, taking account of the table as detailed in the Section 6 to this Policy.
- Notifiable Events
- Allocations
- Property Maintenance
- Adaptations
- Procurement
- Training & Development
- Employee Expenses
- Board Members Expenses
- Recruitment & Selection
- Purchase & Disposal of Properties
- Redundancy & Severance Policy

Please note that this list is not exhaustive, and you are required to comply with all of our policies and procedures.

2 Managing Your Interests

Registering and Declaring Interests

2.1 Being open about any interests that our people have that are relevant to their role with us is critical to protect our reputation. Our Register of Interests helps to ensure and demonstrate that we conduct our affairs with openness, honesty and integrity. You must record in this register any interests that you or someone connected to you (see Section 3) has which are relevant to our business and /or our activities. You must maintain the accuracy of the interests you declare and confirm annually that your entry in the Register is accurate and up to date.

2.2 Our Rules require any Board Member who has an interest in a matter that is being considered withdraws from all discussions and plays no part in decision making[11]. Where you have a personal or business interest in any matter that is being discussed or considered, including at a meeting, (or someone connected to you has), you must declare your interest and play no part in the consideration, discussion or decision-making; you must withdraw from any part of a meeting where the interest arises. This requirement does not apply to Board members who are tenants where matters are considered that relate to policy implementation affecting all or a substantial number of the Company's tenants (e.g. rent increases)[12]. The requirement to withdraw relates to matters in which someone affected by this policy has an individual interest ie where they are the tenant of a property that is being considered for exceptional treatment (e.g. associated with TAAC) and that a decision will have an individual and personal impact on. If a GBM who has a conflict of interest shares factual information about the matter with the Chair (or any other GBM), outwith the meeting to inform discussion, that must be declared that to the meeting and the Chair must ensure that it does not influence the outcome and decision making.

2.3 Constitutional Standard 23 requires a RSL to …have a clear process to identify and address any conflicts of interest"[13]. This policy has been endorsed by the SHR and so complies with regulatory requirements.

2.4 The Codes of Conduct which our Board and staff are required to uphold contain requirements about declaring interests that you should ensure you are familiar with and comply with at all times.

2.5 An annual report will be made to our Audit & Internal Control Committee (AICC) on the entitlements, payments, benefits that have been recorded in the Register(s) by our people.

2.6 The following are examples of the kind of interest that you must declare and ensure is managed appropriately. Please note that this list is not exhaustive, and there may be other interests that you should also declare:

a) Tenancy of a property of which we are the landlord.

b) Occupancy or ownership of a property 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 or engage 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 contractors or suppliers (see section 4).

j) Significant shareholding in a company that we do business with (or are considering doing business with).

k) Membership of any other body whose interests and/or activities may directly affect our work or activities.

l) Ownership of land or property in our areas of operation. This excludes property for the purpose of your own residential use (i.e. there is no requirement for you to declare any house

[11] SFHA (2020) Charitable Model Rules 2020 Rule 31
[12] Model Code of Conduct for GBMs (2024) Guidance to C8
[13] SHR Regulatory Framework (2024) Constitutional Requirements

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.

2.7 You should be aware that in some limited circumstances, it is not possible to manage an interest effectively. Examples of an interest that cannot be managed effectively include – but are not limited to:

a) Someone who is a member of the Board or closely connected to a Board member cannot apply for or be appointed to a staff role or be engaged to provide goods or services to the RSL.
b) Someone who is closely connected to an employee cannot become a member of the GB.
c) A senior member of staff or office bearer cannot be an elected member of a local authority which the RSL engages with.

In some circumstances, specific measures will be required to ensure that the probity and reputations of the organisation and its people are safeguarded e.g by ensuring that all employment is undertaken openly and transparently and without the involvement of anyone connected to any applicant; by ensuring that employees who are connected are not line-managed (directly or indirectly) by the person they are connected to – if this is not possible, the 'benefit' (employment offer) cannot be conferred. Confirming that all interests are openly declared at the start of recruitment and procurement processes will assist in avoiding a breach of the policy and/or Code of Conduct or compromise regulatory compliance.

Entitlements, Payments and Benefits

2.8 Many of the interests you will be required to declare can be classed as entitlements, payments or benefits.

2.9 As one of our people, you are entitled to receive payments and benefits in accordance with the terms of our polices and, for staff, employment contracts. There are occasions where you could be offered benefits over and above what you are entitled to such as gifts or hospitality from external parties. These offers would be directly because you are one of our people and cannot always be accepted. We require that any such offers are managed and recorded very carefully to ensure the highest levels of probity in our Company. Our people should not benefit – or be seen to benefit – inappropriately from their involvement with us.

2.10 Apart from payments that our people are entitled to by contract, statute, policy 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. Section 6 explains the payments we can and cannot make in more detail.

2.11 As we contribute to the economy(ies) of the area(s) 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 connection that you or someone you are close to (see section 3) has with any of these businesses or organisations.

2.12 There are some entitlements, payments and benefits that we can never permit, and others where we have additional requirements or conditions that must be met, before we can permit.

2.13 Section 6 lists the entitlements, payments and benefits that fall under this policy, and states:

- Which can be permitted by the Company.
- Which will not 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 People Connected to You

Who Else You Should Consider when Declaring Interests

3.1 As well as considering your own actions, you must be aware of the potential risk created by the actions of people to whom you are **closely associated**. Someone 'closely associated' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or law. There are three groups of people that you need to consider, outlined in Table A:

Table A

Group 1 **Members of your household**	**Group 2** **People closely associated with you**	**Group 3** **Others you may need to consider**
Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home.	Parents, parents-in-law and their partners. Sons and daughters; stepsons and stepdaughters and their partners. Brothers and sisters and their partners. A partner's parent, child, brother or sister Grandparents, grandchildren and their partners. Someone who is dependent on you or whom you are dependent on. Close friends.	Other relatives (eg uncles, aunts, nieces, nephews & their partners).

What You Need to Consider

3.2 If you become aware of any action or involvement relating to anyone in the table then you should consider as soon as possible whether it requires to be declared or managed.

3.3 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.

3.4 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 connected, and you must take steps to identify, declare and manage these.

3.5 You are not expected to be aware of the actions of people in groups 2 and 3 with whom you do not have a close connection. We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

3.6 In relation to 3.2-3.5 above, when considering actions, you should do so from the point of view of a reasonable and objective observer and a common-sense approach should be adopted at all times.

3.7 The following are the actions and involvement by those to whom you are closely connected that, should you become aware, we would expect you to notify us by making a declaration in the register:

a) A significant interest in a company or supplier that we do business (or are considering doing business) with or which is on our approved list. A significant interest means ownership (whole or part) or a substantial shareholding in a business that distributes profits, but does not include where an individual has shares in large companies such as banks, utility companies or national corporations, ie where owning shares would not give the individual any significant influence over the activities of that organisation.

b) Where the individual may benefit financially from a company we do business (or are considering doing business) with or is on our approved list.

c) Involvement in the management of any company or supplier that we do business (or are considering doing business) with or which is on our approved list.

d) Involvement in tendering for or the management of any contract for the provision of goods or services to us.

e) Application for employment with us.

f) Application to join our Board or any of its subsidiaries.

g) Application to be a tenant or service user of the organisation.

h) If they are an existing tenant or service user of the organisation

4 Use of our Contractors & Suppliers

4.1 Waverley Housing has a well-earned reputation for integrity and honesty and is committed to acting with transparency, honesty and propriety and avoiding any reasonable public perception* of improper conduct. In order to help us maintain our excellent reputation, it is important that staff and Board members do not misuse their position to gain benefits which would not be available to other members of the public.

* Reasonable public perception is defined as – "How does it look to a reasonable and objective member of the public who has knowledge of all the facts?"

4.2 At the same time, we do not want to see staff and Board members face unreasonable restrictions which put them at a disadvantage compared to other members of the public.

4.3 Where, in your personal/home life, you need a service from a contractor or supplier, if it causes no disadvantage or inconvenience to you to avoid using someone off our approved list, then we would ask that such use is avoided.

4.4 However, it is extremely important that where you wish to use one of our contractors or suppliers (as listed at Section 6) you take the following steps to help prevent actual or perceived impropriety:

a) Ensure the normal commercial rates are paid for this service and no preferential treatment, financial or otherwise, is received.

b) Make no reference to your role/position in the Company during any private negotiations, and do not respond to any attempt by a supplier/contractor to engage with you on the subject.

c) Do not approach any suppliers or contractors through the Company, this includes the use of work email accounts.

d) Do not avail or attempt to avail yourself of any preferential rates agreed by the Company or draw on Company contracts or framework agreements.

e) Make a written declaration that you have not received any advantage or preferential treatment (financial or otherwise) from the contractor or supplier as a result of your connection with the Company: written quotes should be provided where these would normally be sought for the type of work in question, and in all cases, receipts should be provided.

f) Record the transaction in the Register of Payments and Benefits and keep the entry up to date.

4.4.1 You do not need to record any transactions with a value below £500 but should still act within the spirit of this policy and be able to defend your decision in the light of any complaint or allegation.

4.4.2 For transactions with a value between £500 and £5,000, where practical, you should discuss this in advance with the Director of your section or the Chair (as appropriate) and follow any

guidance. You must record, in the register, your use of the contractor within 10 days of receiving the goods or service and receipts provided.

4.4.3 For any transactions in excess of £5,000, you must receive written approval from the Chief Executive or Chair (as appropriate) before entering into any contract. In such cases, you may be required to provide evidence that you have not received any favourable terms as a result of your connection to us.

4.5 Section 6 lists the contractors and suppliers to whom this policy applies.

We have excluded:

- suppliers of low value services such as sandwich shops & other high street stores.
- national chains, utility companies, transport companies, banks and national telecoms providers etc.
- contractors or suppliers used so rarely by us that no favour could realistically be gained.

4.6 This Policy also applies to situations where you wish to engage services such as factoring and maintenance services, normally provided to the general public by the Company or its subsidiary.

4.7 If there is any difficulty in agreeing how the requirements of Section 4 of this Policy should be applied, a staff member may appeal through the normal grievance procedure. In the case of Board members, the Chair's decision will be final.

5 Granting a Tenancy

5.1 Being one of our people or being closely connected to one of our people should not prevent someone being allocated a tenancy if they are in housing need and the terms of our allocations policy are met. To ensure transparency and probity, consideration of the application / allocation should be carried out completely independently of the individual; their connection to the RSL must be explicitly identified and the allocation and should be approved by a senior officer in accordance with our Scheme of Delegated Authority. The allocation should be registered within FIVE days of being made and reported to the next meeting of the Governing Body, along with confirmation that the necessary management processes were followed.

5.2 This is outlined within the entitlements, payments and benefits table at Section 6.

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
HUMAN RESOURCES AND RECRUITMENT			
6.1	All entitlements arising from your contract of employment with us or one of our subsidiaries, including (but not restricted to): • Payment of salary to staff. • Access to car or travel loans or salary advances / sacrifices where specified in the employment contract. • Pension and/or private health care provided as part of the remuneration package. • Performance related pay or bonus awarded in accordance with contractual terms. • Books and equipment in connection with employment or training in accordance with agreed policies and/or contractual terms. • Reimbursement of professional fees. • Access to discounts (or similar) for personal use / purchase of goods / services as part of employment terms / benefits	Yes	Any entitlement in the terms of your contract is always permitted without the need to record in the register of interests. There are Human Resource processes in place for this purpose.
6.2	Payment to a member of the Board for their role as a Board member, in accordance with the terms of their letter of appointment. ***ONLY*** if permitted by the RSL's RULES and in accordance with Regulatory Standard 6.6 and Constitutional Standard 20. SFHA's Model Rules contain an optional Rule 38.4 which, if adopted, permits payment to be made to specified members of the [Board / Committee] in accordance with the RSL's policy on payments and benefits. If this optional Rule has not been adopted, payment is NOT permitted.	Yes	Such payments will only be permitted if they are in accordance with the conditions set out in Section 67(3) of the Charities and Trustees Investment (Scotland) Act 2005[14]. The payment must be recorded in the register of interests within five days of the appointment being confirmed and the register must be kept up to date.
6.3	All payments made in accordance with the terms of our expenses policy including: • payment of permitted out of pocket expenses. • reimbursement of travel costs.	Yes	Entitlements in connection with your role as one of our people set out in our expenses policy are always permitted and do not need to be declared provided claims are made in accordance with our procedures.

[14] Legislation.Gov.Uk (2005) Charities and Trustees Investment (Scotland) Act 2005 Section 67 (3) available here

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
6.4	Provision of a loan by the organisation to one of our people.	No	This is not permitted unless in connection with the contractual terms of employment (e.g. a loan to support education or training costs. We cannot make any other loans to individuals.
6.5	Redundancy or Voluntary severance payment to an employee.	Yes	We can make redundancy payments to an employee in line with terms their contract. Or We can make a voluntary severance payment (often referred to as a Settlement Agreement) to an employee which is outside the terms of their contract of employment provided: • It arises directly from a decision to terminate the employee's contract of employment and is in accordance with the terms of the Redundancy & Severance Policy. • Payment is approved by the Board. • That the total sum of the non-contractual payment and benefit does not exceed, in the opinion of our employment adviser, the total cost of a successful application by the employee to a Court or Tribunal (including the likely level of compensation that might be awarded by a court or tribunal and associated costs to the organisation to participate in the tribunal). • Payment does not exceed the equivalent of one year's salary for the employee. • That this payment is instead of (rather than additional to) any redundancy entitlement.
6.6	An offer of employment (temporary or permanent) to someone who is closely connected to a member of staff	Yes	This is permitted as long as: • There has been an open recruitment exercise in accordance with our policy that you have not

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			played any part in **and** • you have no direct or indirect line management or supervision responsibility for the post **and** • the offer of employment complies with our policy and is approved by the CEO **and** • you record your connection to the successful applicant in the register within five days of their acceptance of the offer. Since there can be no direct or indirect line management responsibility, someone who is closely connected to the [CEO] cannot be appointed to any role.
6.7	The offer of employment (temporary or permanent) to someone who is: • A current member of the Board. • Was previously a member of the Board in the past 12 months • Is closely connected to a current member of our Board.	No	This cannot be permitted. This is because the governing body is the employer and determines all policies, terms and conditions relating to our employment practices. Consequently, it is very difficult to avoid the risk of a perception that someone closely connected to one of our people may have been unfairly advantaged or that an employee of a [Board / Committee] member may be able to exert inappropriate influence. Equally, if someone who is, or has recently been a member of the GB, it is essential to ensure that it is not possible for there to be any risk of a perception that they have received favourable treatment and/ or had access to privileged information about a post that they are subsequently recruited to.
6.8	Appointment of one of our staff members to the Board.	No	This cannot be permitted in accordance with the Articles of Association.
6.9	Nomination, election or co-option to the governing body of someone who was, in the last twelve months, a member of staff	No	This cannot be permitted. This is because the governing body is the employer and determines all policies, terms and conditions relating to our employment practices. Consequently, it is very difficult to avoid the risk of a perception that someone who has recently been an employee may may be able to exert inappropriate

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			influence.
6.10	Nominations to join the Board from people who are connected to a serving member.	Yes	This can be permitted in accordance with the Articles of Association.
6.11	Nomination to join the Board from someone who is closely connected to an employee.	No	This cannot be permitted. This is because the governing body is the employer and determines all policies, terms and conditions relating to our employment practices. Consequently, it is very difficult to avoid the risk of a perception that someone closely connected to one of our people may may be able to exert inappropriate influence. Nomination / application forms should require potential GBMs to identify anyone they are closely connected to: if a nominee is closely connected to a current employee.
OUR PEOPLE AS TENANTS OR SERVICE USERS			
6.12	The offer of a tenancy or lease in one of our or any of our subsidiaries' properties to one of our people or to someone closely connected to them.	Yes	This is permitted as long as: • it is in accordance with our published allocations policy and our procedures for determining an allocation involving one of our people or someone closely connected to them **and** • neither the applicant or anyone connected to the applicant is involved in any way or in any part of the allocation process **and** • the tenancy is recorded as an interest in the appropriate register within five days of the tenancy commencing and reported to the Governing Body at its next meeting
6.13	Where one of our people (or someone connected to one of our people) is a tenant and receives a repair, improvement or adaptation to their home. Where one of our people is a tenant who is eligible to receive 'in-kind' support (e.g. fuel voucher, energy saving appliance) that is available to all tenants, this does not need to be individually registered / recorded as the tenancy has already been declared and registered.	Yes	Repairs carried out in accordance with our policy do not need to be recorded. Adaptations must comply with our policy and be approved by the CEO. The adaptation should be recorded in the register of interests within five days of approval.

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			Improvements must be carried out as part of an approved programme and in accordance with our policy. The person affected should declare their interest if/when the programme is being discussed and the improvement recorded in the register of interests within five days of completion.
6.14	Where one of our people (or someone connected to one of our people) is a tenant and receives payment of a decoration allowance, tenant reward/incentive as part of an agreed scheme or prize.	Yes	Payment of decoration allowances or incentive/reward payments must be made in accordance with our policies and procedures and recorded in the register within five days of receipt. Prizes or awards in competitions open to all tenants in the same community (e.g. garden competitions) can only be given if the selection process for giving the award/prize has been carried out by someone who is independent. Receipt of the award and the circumstances surrounding it must be recorded in the register within five days of receipt.
TRAINING AND EVENTS			
6.15	Attendance at training events or seminars (e.g. SFHA Conferences) or openings/similar events hosted by other RSLs.	Yes	There is no requirement to declare and record in the register of interests.
6.16	The Company paying for accommodation in connection with attendance at relevant conferences or events that you are attending on behalf of or in connection with your role with us or our subsidiaries.	Yes	Accommodation that is part of a conference or training package does not need to be recorded in the register, but attendance will be recorded on the relevant individual training plan. Residential conferences are important in ensuring that our people have the necessary skills, knowledge and experience to make an effective contribution to our activities.
6.17	Attendance by you at events to mark awards, achievements or other significant milestones relevant to our business and that do not form part of a sector conference e.g. SFHA Annual Conference.	Yes (where total cost does not exceed £500)	The Board must approve attendance in advance, and will only do so if: • The company or one of our people (because of their role with us) has been nominated for an award; or

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			• attendance is in recognition of achievement of or in pursuit of appropriate business development; or • we can demonstrate that attendance or participation is directly related to furthering our aims and objectives. Where we ask you to represent us at such an event, this should be recorded in the register along with any associated costs (including travel, accommodation and the costs of attendance at the event) within five days of attendance. **The total cost should not exceed £500 per person and we will make all arrangements in advance.** Where costs would exceed £500, we will not normally seek to be represented as such an event. If there is a clear, viable business case for attending. A report will be presented to the Board in order that their specific approval is obtained in advance.
GIFTS AND HOSPITALITY			
6.18	Gifts received from tenants and external sources.	Yes (not exceeding a value of £70)	Small gifts (e.g. a box of chocolates, pens, folders, paperweights, flowers) can be accepted if: • The cumulative value of gifts received from the same source in a 12 month period does not exceed £70. • You do not receive more than three such gifts from the same source in a 12 month period. • You record receipt of the gift(s) in the register. You should not normally accept other gifts and should decline any gifts with a value of more than £70 unless to

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			do so would cause offence or otherwise damage our reputation. In these cases you must: • Advise the donor that the gift will be donated to charity or will form part of our annual charity fund raising activities. • Record the gift and the action taken in the register within five days. You should not regularly accept gifts from the same source and never more than three times from the same source within a 12 month period. This restriction is intended to protect our people from any suggestion of impropriety in how they conduct themselves when acting on our behalf. The total cumulative value of gifts received from the same source over the course of a year must never exceed £70. You should also record any offers that you decline and the reasons for this, in the register within five days.
6.19	Gifts given from us to one of our people or received by one of our people from external sources to mark special occasions.	Yes (not exceeding a value of £120)	Gifts from the Company to our people can be permitted in cases where it is to mark a special occasion or significant events including: • Family events (e.g. marriage, milestone birthday, birth of a child). • Retirement. • Leaving the organisation. These must be recorded in the relevant register and the value of such gifts will not normally exceed £120. Connected people who are not employees are responsible for ensuring that any tax liability associated with a payment you are entitled to receive is met. Please note, that this does not include collections by our people using their own personal funds to mark special

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			occasions. These are always permitted with no requirement to declare. For staff, contractual terms may be in place that dictate the value of any gift upon retirement/long service.
6.20	Hospitality associated with our business and that of its partners.	Yes (when not exceeding a value of £70)	Modest hospitality, such as a sandwich lunch or networking event, is permitted and does not need to be recorded. All other hospitality up to a value of £70 is permitted but must be recorded in the register, along with an estimation of the value of hospitality received, within five days of attendance. Contributions to seasonal celebrations for staff and Board (e.g. Christmas) are permitted: it is for individual RSLs to set the terms of such contributions which, of course, must not exceed what is permitted by the model EPB policy (£70 per person). RSLs' policy on gifts and hospitality should cover this. You should not accept invitations with a value that is greater than £70, unless you have prior approval from the Chief Executive or Board. The type of hospitality offered will also be taken into consideration, e.g. we will not normally accept invitations to sporting events, concerts, golf tournaments etc. In this case, the reason for acceptance must also be

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			included in the register and countersigned by the Chief Executive or Office Bearer of the Board.
6.21	Our people seeking donations from our contractors/suppliers when fundraising for charity.	Yes	This is permitted provided: • Approval is gained from Chief Executive prior to making any approach • Any donations received are recorded in the register We recognise our social responsibility and promote charity fundraising by the organisation and our people. We have a separate policy that sets out our approach to supporting other charities.
PROCURING GOODS/SERVICES			
6.22	Sale of our interest (whole or part) in a property to someone affected by this policy via LIFT, HomeBuy; Help to Buy or other LCHO scheme.	Yes	This is permitted, provided: • Our policy and procedures are followed. • The prospective purchaser should play no part in the processing of the transaction by the organisation. • It is declared and recorded in the register within five days of the missives being concluded confirming the process followed.
6.23	The organisation entering into a contract with a contractor or service provider where one of our people, or someone connected to them, has significant control **and** the contract is within the scope of public procurement legislation.	It must be permitted where excluding the contractor/service provider would put the organisation in breach of its obligations under applicable procurement legislation.	This must be permitted where: • (1) the contract is subject to applicable procurement legislation (including the Public Contracts (S) Regulations 2015 and the Procurement Reform (Scotland) Act 2014); and • (2) the contract has been procured in accordance with that legislation and the contractor/service provider has not been excluded and has been selected as the preferred bidder. In particular it will be necessary to ensure that any

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			potential conflict of interest is managed during the procurement process in order to avoid any distortion of competition and ensure equal treatment of contractors. This may be achieved by the following: • The person connected to the contractor has played no part in the development of the terms of the procurement exercise or the contract prior to it being advertised. • The person connected to the contractor is not involved in any part of the procurement process (including specification of the contract requirements) or decision to award the contract. If the above steps are taken, then it is unlikely to be lawful to exclude the contractor. If those steps cannot be complied with then it may be both permitted and necessary to exclude the contractor, but only if there is no other means short of exclusion to remedy the conflict of interest. The appointment of a connected contractor must be reported to the Governing Body and recorded in the relevant Register(s) along with details of the process followed. Once the contract has been awarded in accordance with the relevant procurement legislation, the organisation must manage the contract in accordance with the Scottish Housing Regulator's Standards of Governance and Financial Management, particularly Regulatory Standard 5.4: *Governing body members and staff declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position*
6.24	The organisation entering into a contract with a contractor or service provider where one of our people, or someone closely connected to them, has significant control, and the contract is not within the scope of public procurement legislation.	Only in specific and limited circumstance	We could only consider this where: • There is no reasonable alternative (e.g. because of geography or the specialist nature of the goods/services) AND

REF	EXAMPLE	CAN THIS BE PERMITTED?	ACTION NECESSARY
			• The person affected by this policy is not involved in any part of the procurement process or decision. • The appointment is approved by the Governing Body which is satisfied that the appointment is reasonable in the circumstances. In such rare circumstances, the appointment must be recorded in the register along with details of the process followed.
6.25	The purchase of land or other assets from anyone who is, or has been in the last twelve months, one of our people or who is closely connected to one of our people.	No (in almost all cases)	This cannot be permitted in almost all cases. The only exception would be if you were referred to us under the Scottish Government's Mortgage to Rent scheme, where this would be permitted provided: • Our policy and procedures are followed. • The prospective seller plays no part in the decision to purchase the property or the processing of the transaction by the organisation. • It is declared and recorded in the register within five days upon conclusion.
6.26	The purchase of goods/services from our suppliers/contractors by one of our people.	Yes – if no other reasonable alternative exists	This should normally be avoided, and will only be potentially permitted if the procedure identified in Section 4 is followed.

7 Review

7.1 This policy has been approved by our Board and is consistent with the requirements of our Codes of Conduct for Board Members and for Staff. These Codes have been confirmed by the Scottish Housing Regulator as meeting their regulatory requirements.

7.2 The designated senior manager (Chief Executive) will be responsible for monitoring compliance with this policy on a regular basis.

7.3 The Audit and Internal Control Committee (AICC) will receive a report annually, which details:

a) Numbers of recorded declarations for use of suppliers at each level.

b) Level of reputational risk arising from Board and Staff usage of suppliers and contractors.

c) Compliance with, and effectiveness of, this policy

7.4 Internal Audit will be asked to review the operation of this policy on a 3-yearly cycle.

7.5 This policy will be reviewed by the Board at least every 5 years but sooner if necessary to reflect changes in circumstances, regulation or guidance.

Appendix B
APPROVED CONTRACTORS & CONSULTANTS

1	1st Choice Fire Protection Services	44	M&J S Joiner
2	Adman Int Ltd	45	M B Langmuir & Hay (UK) Ltd
3	Ark Consultancy Limited	46	Mainflow Plumbing & Heating
4	AV Safety Consultants Ltd	47	Marsh & Riddell Ltd
5	Ballantyne & Handley, Builders	48	McSence Services Ltd
6	Bell Group UK, Painting	49	Midburn Joinery Ltd
7	Border Clean and Clear	50	Mobysoft Ltd
8	Borders Hydro Clean Ltd	51	Peter Cox Ltd
9	C Davidson IT Consultancy	52	Pickering Lift Maintenance
10	Camerons Strachan Yuill Architects	53	Powertec Electrotechnical Services Ltd
11	Campbell's Air Conditioning	54	Punchy Carpets
12	Capita Software Services	55	Ray Sutherland Roofing
13	Chiene & Tait	56	Richardson & Starling
14	City Technical Services (UK) Ltd	57	Safe Services
15	Clamp & Pringle	58	Sean Linton Plastering & Roughcasting
16	Clark Contracts	59	SureServe (Everwarm)
17	Craig Hume Roofing	60	T&R Keddie
18	D Charters	61	TC Young Solicitors
19	D Turnbull	62	TD Trees and Land Services Ltd
20	Dalex Systems Ltd	63	Thomson Gray Ltd
21	David Watson Forestry	64	Timber Creations
22	Designer Software Ltd (HomeMaster)	65	Union Technical
23	Desport & Gray	66	Wardell Armstrong LLP
24	DL Electrical & Renewables	67	Warmworks
25	Eildon Pest Control & Hygiene Systems	68	Worknest Ltd
26	Emma Garry Housing Consultancy	69	Wylie & Bisset
27	Envirocure		
28	Ferguson & Aitkin		
29	Finlaysons Contracts Ltd		
30	FM Law services		
31	G Legge		
32	G W Cockburn Drainage Services		
33	Greenheat Renewables, Kelso		
34	Greenskye Ltd		
35	Heatech		
36	Hislops Clearance		
37	Hjaltland Trading Ltd (Health & Safety)		
38	J W Grieve Border Gas Ltd		
39	J&E Shepherd Surveyors		
40	JMS Harkin		
41	K&D Plumbing		
42	Kick ICT Group Ltd		
43	Lowrie Roofing, Hawick		Updated May 2026

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. <u>Governance</u>
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 beproactive 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 1

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

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

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

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

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

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

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 (April 2023)

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. <u>How to raise a concern internally</u>

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 (May 25)

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 (April 2023)

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 (April 2024)

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 (April 2023)

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

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

<u>Alcohol dependency</u>
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: bordersdirectaccess@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 & Development Strategy (2020-25)

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 Reviews

4.1. All Directors are subject to an annual review in accordance with our annual review 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 annual review 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 (April 2024)

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 (March 2024)

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.

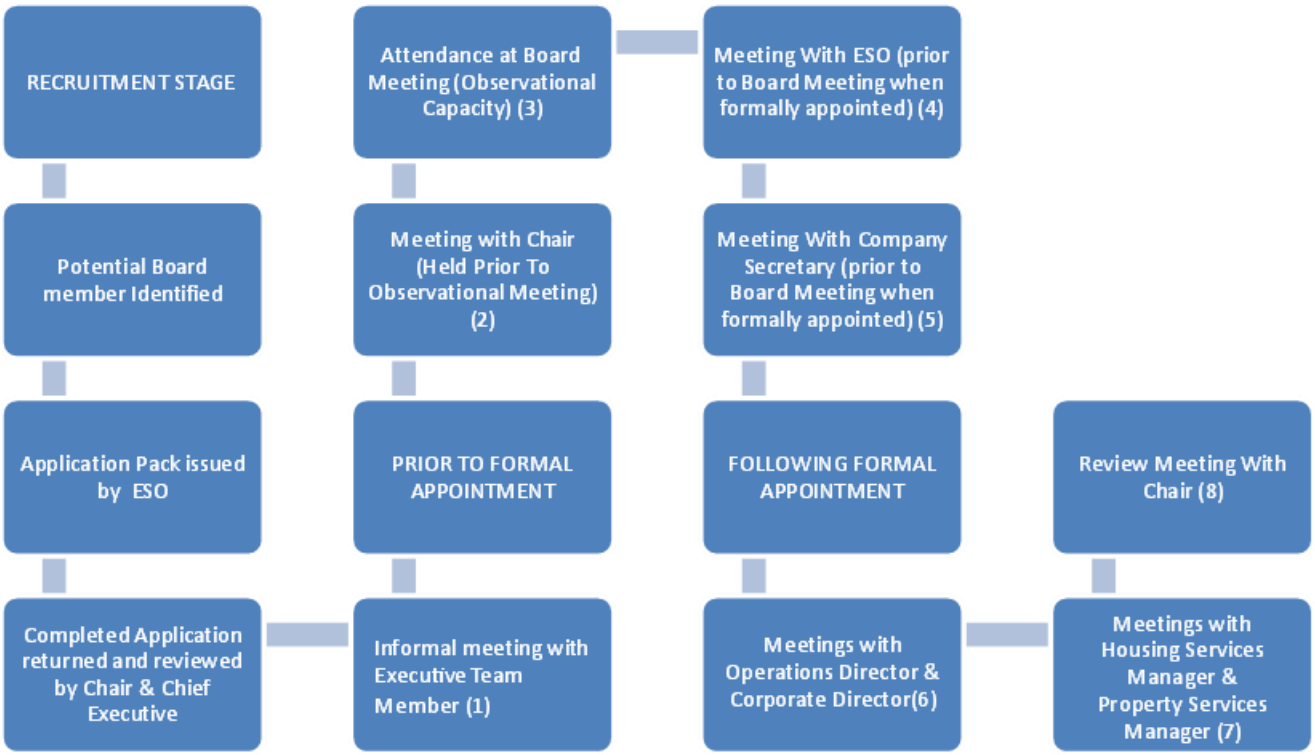
Board Member Induction Procedure (March 2024)

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 annual review 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 Annual Review Procedure (March 2024)

1. Introduction

1.1. The Chair of the Board and Vice Chair will hold an annual review 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) annual reviews 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. Annual Review Framework

3.1. The annual review shall take into account:

- Regulatory Standards
- Business Performance
- Competencies, Skills and Abilities

4. Annual Reviews (Who and How?)

4.1. <u>The Board</u>

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 Annual Review of Members

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

5. Annual Review Timetable

Action	Timescale	End Date
Individual Board Member Annual Review		
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 Vice Chair, including notes produced by Chair/Vice Chair.	4 - 8 weeks	July/August
Board Members' Personal Development Plans (PDP's) to be updated and signed off.		End October
Chair's annual review – meeting with Vice-Chair & AICC Chair.	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' annual reviews, 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 annual review 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 annual review process.

Board Member Expenses Policy (April 2024)

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. <u>Expenses will only be paid:</u>

- 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. <u>Travel</u>

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:

1. The payment is not being made in respect of a routine meeting.
2. The meeting or event could not reasonably have been held at an alternative time.
3. The attendance of the Board Member was required and authorised by the Board.
4. Another Board Member who would not lose earnings could either not attend in their place, or it would not have been appropriate for them to attend in their place.
5. The claimant submits an official letter from their employer confirming that earnings have been lost or annual leave entitlement used.

6. The rate payable for loss of earnings will be broadly in line with the Scottish Court Service jurors' allowances.

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

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.