



West Granton

Housing Co-op

sustaining and championing the co-operative way

Governance and Standing Orders Policy

This policy was approved by the Committee of Management on Wednesday 21 July 2021. It should be reviewed again no later than June 2024.

The policy has been assessed through the organisational impact assessment process.

We can, if requested, produce this document in different formats such as larger print or audio-format. We can also translate the document into various languages, as appropriate.

SCOTTISH HOUSING REGULATOR STANDARDS

STANDARD 1:

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

STANDARD 2:

The RSL is open about 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.

STANDARD 4:

The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.

STANDARD 5:

The RSL conducts its affairs with honesty and integrity.

STANDARD 6:

The governing body and senior officers have the skills and knowledge they need to be effective.

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West Granton Housing Co-operative Limited is a fully mutual housing co-operative registered as a social landlord with the Scottish Housing Regulator (HAC 225); and is a registered society under the Co-operative and Community Benefit Societies Act 2014 (2357 RS).



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INTRODUCTION

Section 36 of the Housing (Scotland) 2010 Act requires the Scottish Housing Regulator to issue a Code of Conduct setting out Standards of Governance and Financial Management for registered social landlords, like West Granton Housing Co-operative.

This policy incorporates the first 6 of the standards detailed in the Scottish Housing Regulatory Framework 2019 (the 7th standard is currently not relevant to WGHC).

The constitution of West Granton Housing Co-operative is set out in our registered Rules. The Rules are registered with the Financial Conduct Authority (FCA).

The Rules can only be changed with the agreement of the members at a Special General Meeting and the consent of the Scottish Housing Regulator (SHR) and the FCA. The Rules provide a broad outline of what the Co-operative does and the procedures it should follow. This policy document builds on the framework provided by the Rules.

This policy defines governance as the arrangements for leadership, direction and control of an organisation. It is also about ensuring that the Co-operative promotes the right kind of values and that we work in the best interests of our members who are also our tenants) and other stakeholders.

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The Rules can only be changed with the agreement of the members at a Special General Meeting and the consent of the Scottish Housing Regulator (SHR) and the FCA. The Rules provide a broad outline of what the Co-operative does and the procedures it should follow. Where relevant and practical, the Co-operative also seeks to implement good practice including the recommendations of the Scottish Federation of Housing Associations and Employers in Voluntary Housing.

1.0 THE SCOTTISH SOCIAL HOUSING CHARTER

The Scottish Government's Social Housing Charter sets out the standards and outcomes that tenants can expect from social landlords. There are no specific standards or outcomes relating to these Standing Orders.

2.0 THE ROLE OF THE COMMITTEE OF MANAGEMENT

Some decisions must be taken at general meetings, including changing the rules, appointing auditors, and electing the Committee of Management. The function and format of general meetings including the Annual General Meeting are set out in the Rules 16 to 32.

The Committee of Management is responsible for directing the affairs and business of the Co-operative. Its powers are set out in Rules 41 to 43.

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The main responsibilities are:

- **Taking major decisions.** These include acquisition or disposal of land and property; setting rents and approving budgets.
- **Strategic planning.** Each year Committee will agree long term goals as well as priorities and performance targets for the year ahead. These shall be incorporated in a Business Plan.
- **Monitoring performance.** Committee will receive regular reports on the performance of the Co-operative in relation to performance indicators, targets, priorities and objectives.
- **Preparing financial statements.**
- **Putting in place a system of controls.** This includes approving policies, delegating authority and establishing internal financial controls.

The Committee is not involved in the day to day operational management of WGHC. The Committee delegates authority to staff, agents, subcommittees or officers to ensure that the Co-operative's affairs are conducted properly and efficiently.

3.0 THE CONDUCT OF COMMITTEE MEMBERS

Committee members must always act in the best interest of the Co-operative. Members must ensure that personal interest does not influence any decision. If they have an interest, either directly or through family or friends, in any decision to be taken by the Co-operative they will declare the interest and leave the meeting for the duration of that item (Rule 34.2).

Committee members must sign and abide by the **WGHC Code of Conduct for Committee Members**. Failure to do so may result in removal from the Committee.

If a member behaves improperly during a meeting a vote may be taken to exclude them from the meeting. Members may also convene a special meeting to decide if a member should be permanently removed (Rule 40.5).

Members will also annually complete a declaration of interest form in which their interest in any organisation or company which has or may have dealings with WGHC will be declared. WGHC annually approves list of consultants, contractors and suppliers which will be used for most WGHC supplies and services. Committee members may not have a financial interest in any company trading for profit with the Co-operative.

Members will comply with the Co-operative's policy and procedures in relation to payments and benefits, including gifts and hospitality, as set out in WGHC's Financial Regulations. These are designed to safeguard the assets and reputation of the Co-operative and its members and to fulfil our obligations in relation to good practice and current legislation, including the Bribery Act. Members should not use the services of consultants and contractors on the approved lists and must declare any dealings with them. The consultants and contractors are in turn discouraged from carrying out work for WGHC tenants.

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4.0 COMMITTEE PERFORMANCE REVIEWS

In accordance with Rule 33.6, the Chairperson, with the assistance of the CEO, will annually review the performance of the Committee and its members. A report will be made to the last Committee meeting prior to the AGM. In accordance with Rules 33.6 and 39.10, the Committee must satisfy itself that any Committee Member seeking re-election to the Committee after service as a Committee Member for a continuous period of more than 9 years has demonstrated his/her continued effectiveness as a Committee Member.

Committee will be asked to resolve to permit any such member to stand again or otherwise be nominated for re-election.

In complying with Rules 33.6 and 39.10, the Chairperson, CEO and Committee will consider that WGHC's committee members are tenants, elected by their fellow tenants. There should be no expectation that committee members must have or acquire professional qualifications or specialist knowledge or skills. A willingness to serve and a constructive attitude are what is valuable. Rules 33.6 and 39.10 will therefore be applied with a light touch.

5.0 COMMITTEE STRUCTURE AND REMITS

The current standing Committee is the Committee of Management. The Committee of Management may from time to time establish additional standing sub-Committees which will be subject to these standing orders the WGHC Rules.

Any decision to:

- Establish a new Sub-Committee
- Set up a Sub-Committee's membership, remit and delegated powers
- Amend a Sub-Committee's remit and/or delegated powers
- Cease the meetings of a Sub-Committee, either temporarily or permanently

will be made by a majority vote of those present at a quorate meeting of the Committee of Management.

The Committee of Management may also set up special Working Groups to carry out such functions as may be delegated or referred to them. The membership, remit and reporting arrangements will be approved the main Committee of Management.

The Committee of Management may at any time consider any matter which has been referred to a Sub-Committee or Working Group, whether or not a report from either on that particular matter has been submitted to the main Committee.

6.0 MEMBERSHIP OF THE COMMITTEE

The Committee of Management is responsible for the leadership, strategic direction and control of WGHC. Some people are ineligible for the Committee for various reasons including bankruptcy and past offences. Detailed rules on elections and eligibility for the Committee are in WGHC's Registered Rules 35 to 40.

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A committee member ceases to be a member if they miss four consecutive meetings unless they have previously been granted a leave of absence.
Committee may in certain circumstances remove a member from the Committee.

The WGHC Committee of Management has a minimum of 7 and a maximum of 15 members. Any member of WGHC may be nominated and stand for election to the Committee. Members of the Co-operative can stand for election to the Committee. They must be nominated by another member of the Co-operative. Elections are annual, at the AGM. Elections are held at the Annual General Meeting each year. The nomination and election procedures are explained within the WGHC Rules and this information is sent out to every member before the AGM.

At each AGM one third of the Committee of Management will stand down but will be eligible for re-election without nomination. If vacancies remain after the AGM, the Committee may co-opt individuals to bring Committee Membership up to a maximum membership of 15. Co-opted members will not exceed one third of the maximum size of the Committee (so a maximum of 5 co-optees is allowed at any one time). Co-opted members may serve until the next AGM, at which point they must stand down. They will however be eligible to stand for election and are nominated in accordance with WGHC Rules.

The procedure for co-option is detailed within the WGHC Rules. Co-opted members may participate in the business of the Committee of Management except for matters directly affecting the rules, membership or the election of office bearers.

WGHC's Rules describe the circumstances under which:

- A Committee Member may be removed from office
- A Member will cease to be a member of the Committee

6.1 Frequency of Meetings

The Committee of Management will meet 10 times per year. There will generally be no meetings in January or July. However, this may vary depending on the needs of the business and any decisions required to be taken in those months. Committee will approve at each meeting the date for the next meeting.

A special meeting of the Committee may be called in accordance with the WGHC rules.

6.2 Quorum

Quorum for a Committee Meeting must be 4 elected Committee members (not counting any co-opted Committee Members present. Quorum for a Sub-Committee must be 3 Committee members (and this may include any co-opted Members present.)

If there are insufficient members to form quorum at the time of an appointed meeting, no business will be transacted and the meeting will be adjourned to either:

- the date of the next scheduled meeting to be held, or;
- if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time.

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In very exceptional circumstances where there is no quorum and where a decision is required immediately, the Chairperson (or in his/her absence the Vice Chairperson) may authorise the action required, with retrospective approval being given at the next Management of Committee meeting.

7.0 STANDING ORDERS

In accordance with the Rules of West Granton Housing Co-operative Limited the affairs of WGHC are run by a Committee of Management. Standing Orders describe the current Committee of Management Structure, the conduct of Committee Meetings, Committee Responsibilities and the delegated responsibilities of Office Bearers and Senior Staff.

These Standing Orders set out the guidelines for the conduct of the Co-op's business in accordance with our rules. They provide an agreed framework within which authorised decisions may be taken so that the Co-op aims and objectives may be met.

Nothing in these Standing Orders will allow, or be understood as allowing the Committee of Management, any Committee Member or any member of staff to act in contravention of the WGHC Rules or any current statutory obligation that applies to WGHC. Compliance with these standing orders is compulsory for all Committee and Staff (where appropriate). These Standing Orders fall in line with the Scottish Housing Regulator's Governance and Financial Management Standards.

At their first meeting following each Annual General Meeting the elected Members of the Management Committee will appoint a Chairperson, Vice Chairperson and Treasurer. The position of Secretary will always fall to the CEO and therefore this position does not need to be elected. Office Bearers will serve until the next AGM, unless in the meantime they resign or cease to be a Committee member. If an Office Bearer's position becomes vacant during a year, the Committee will appoint a replacement who will serve for the remainder of the year until the next AGM. In accordance with WGHC's Rules, the Chairperson may be appointed for a maximum of 5 consecutive years. After 5 years, the Chairperson may not be re-appointed to that position for a further period of 1 year, but they will be eligible to stand for re-election to one of the other Office Bearer positions.

7.1 Chairperson

The Chairperson will have delegated authority to decide on any matter which arises between Committee meetings, which would normally be considered at a Committee meeting but which, due to its urgent nature, cannot await the next scheduled meeting.

In exercising this authority the Chairperson will, whenever possible, endeavour to consult with at least two other Committee Members. Any such action taken will be reported to the next meeting of the Committee of Management for information or retrospective approval.

The Chairperson will have delegated authority to sign legal documents, as appropriate, on behalf of WGHC and the authority to sign the Audited Annual Accounts.

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7.2 Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson will have delegated authority, in consultation with at least two other Committee members, to take decisions as described above. All such decisions will be reported to the next meeting of the Management Committee for information or retrospective approval.

The Vice Chairperson will have delegated authority to sign the Audited Annual Accounts.

7.3 Treasurer

The Treasurer will have delegated authority to sign the Audited Annual Accounts.

The Treasurer will advise the Committee of Management on external and internal audit matters, as appropriate. The Treasurer may be authorised to carry out specific tasks on a one off or ongoing basis by the Committee of Management.

7.4 The Staffing Subcommittee

- Is made up of the Chairperson, Vice Chairperson and Treasurer.
- has full delegated powers to administer appropriate stages of staff disciplinary, attendance and grievance procedures.
- may seek advice and support from EVH or other agencies in carrying out its role.
- shall carry out the annual performance review of the CEO;
- as an alternative to the full subcommittee, the Committee of Management may select representatives from the Committee to attend to individual matters relating to discipline, grievances or other staffing issues.

7.5 Chief Executive Officer (CEO) and other staff:

- The CEO shall be the Secretary of the Co-operative with the duties and responsibilities defined in the registered rules (55.5) including: calling meetings; making annual reports to regulatory authorities; keeping registers and books of accounts.
- The CEO shall direct and manage all the financial and operational activities of the Co-operative in accordance with approved policies.
- The CEO shall have the financial responsibilities and authority delegated by the WGHC Financial Regulations.
- Shall be responsible for advising the Scottish Housing Regulator of any “notifiable events” as defined by the SHR.
- In the absence of the CEO and where a decision cannot reasonably wait for his/her return the Governance & Compliance Manager may deputise.
- The further responsibilities and authority of other staff will be as set out in approved WGHC policies, especially the WGHC Financial Regulations.

8.0 AGENDA, PAPERS & MINUTES

The agenda and papers for each meeting will be sent to Committee member not less than 5 working days by the date of the next meeting. Papers and reports will be laid out in a standard style and format as determined from time to time by the Chairperson and CEO, giving regard to any Internal Auditor recommendations.

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WGHC will publish the minutes of its meetings on its website. Published minutes will be redacted accordingly if they contain any personal or commercially sensitive information. The CEO is responsible for ensuring that the business of each meeting is properly minuted.

The minutes will record:

- the names of Members present, and the names of staff and any others in attendance, as well as any apologies received;
- the nature of the business considered, including recording their major decisions;
- the major points raised in any discussion;
- the decision on each item;
- the names of those proposing and seconding any motion or amendment
- the result of any vote, whether by show of hands or secret ballot;
- any declaration of interest by accordingly in regard to any personal or commercially sensitive information.

If there are not two members present who attended the previous meeting, the minutes will be carried forward to the next Committee meeting, where they will be approved if proposed by two Members who attended the relevant meeting, or by one Member who attended and seconded by another Member of that Sub-Committee or Working Group who did not attend the meeting concerned.

The official copy of the minutes will be signed by the Chairperson of the meeting at which they are adopted. If an amendment has been agreed, a revised official copy will be produced following the meeting and thereafter signed by the Chairperson.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda or any papers by any Committee Member. Responsibility for the production and issuing of the agenda and Committee Papers (including the minutes) are delegated to the CEO/Secretary.

8.1 Late Papers and AOCB

Urgent matters not on the agenda may be raised at the Meeting with the agreement of the Chairperson. If time allows, the CEO/Secretary may produce an additional paper for Committee to consider.

9.0 CHAIRING OF MANAGEMENT OF COMMITTEE MEETINGS

The Chairperson will normally chair Committee meetings, unless absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chairperson, the Vice-Chair will chair Committee meetings. If the Vice-Chair is not available, the Treasurer will chair the meeting. If all 3 Office Bearers are not available, the Committee will elect a fully elected member present at the Meeting to chair the meeting temporarily.

Should the Chairperson arrive after the commencement of a meeting at which another Office bearer has taken the chair, the Office bearer will continue to chair the meeting until the agenda item under consideration is completed and then will vacate the chair for the Chairperson.

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9.1 The main responsibilities of the Chairperson will be to:

- ensure the orderly and efficient conduct of business;
- decide all matters of order, competency and relevancy
- ensure that every Committee member has the opportunity to express their opinions and views on each item, and that they are given a fair hearing by the remaining members.
- Any decision by the Chairperson on a matter that is within his or her competency will be final and will not be open to discussion.

9.2 Length of Meetings and Adjournments

Meetings will not normally continue for more than 2 hours. At the end of that time, the meeting will cease unless two-thirds of those present vote in favour of a motion from the Chairperson, seconded by another Member, that the meeting should continue until all the business is concluded. If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next scheduled meeting (this option will be followed if there are no matters requiring a decision before the next scheduled meeting), or;
- be adjourned to the same day in the next week at the same time, to complete the business, if there are matters requiring a decision before the next scheduled meeting.

An adjourned meeting will be regarded as a continuation of the original meeting, and all decisions, etc. will be treated as having been made on the date the additional meeting is held.

No business will be dealt with at the additional meeting other than the matters not reached or left unfinished at the original meeting, UNLESS an urgent matter has arisen and requires an urgent decision which cannot wait until the next scheduled meeting. This must be approved by the Chairperson.

9.3 Order of Business, Alterations and Discussion

Meetings will normally follow the order set out in the agenda. However the Chairperson will have the right to alter the order of business at any stage of the meeting. If a Member wishes to amend the order of business he/she should submit a request at the beginning of the meeting. If the Chairperson accepts the proposal it will be put to a vote and will be approved if supported by a simple majority of those present.

All speakers will address the Chairperson, and all other Members will observe order when a Member is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chairperson.

9.4 Declaration of Interest

Agenda Item 4 (generally) of each meeting is when all Committee Members are asked to declare whether they have an interest in any items on the agenda. Anyone who declares an interest will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or stay in the meeting while any vote on the matter is being held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted.

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Once the item has been discussed, those Committee members taking part in the discussion will agree whether the discussion should be included in a confidential minute that will not be available to the Committee member(s) who have the interest.

In making this decision, account will be taken of the nature of the discussion, and whether knowledge of the discussion could result in a compromising position. Further, a decision will be taken on whether future papers relating to the issue will be available to the Committee Member(s) who have the interest. Every declaration of interest will be recorded in the minutes of that meeting.

9.5 Motions and Amendments

If any item of business requires to be formally adopted, approved or decided on by the use of a vote then the Chairperson or another Committee Member, as appropriate, will submit a formal motion, which will require to be seconded. If the motion does not require further discussion, then the Committee will proceed to a vote.

If the motion requires discussion, the proposer will speak first, followed by any other Committee Members who wish to contribute. The original proposer will be permitted to speak finally at the conclusion of the discussion, prior to a vote being taken.

The length of time allowed for individual speakers and for the overall discussion of the motion will be at the discretion of the Chairperson. Amendments to a motion may be proposed by a Committee Member to the Chairperson at any time during the discussion. To be considered, the amendment will require to be seconded. If there is more than one amendment, they will be considered and voted on in the order they have been submitted. If an amendment is carried, it will become the motion, on which any further amendments may be moved.

All motions and amendments must be relevant to the subject under discussion. The Chairperson will have the power to rule out of order any motion or amendment which is, in his or her opinion, irrelevant or incompetent.

9.6 Notice of Motions

Any Committee Member may submit a notice of a motion for consideration at a future meeting. The notice must be in writing and be received by the CEO at least 14 calendar days before the meeting at which it is to be considered.

If the Committee Member concerned is not present at the meeting at which the motion is due to be considered, either another Member may move the motion on their behalf, or the motion may be carried forward to the following meeting, except that if the proposer of the motion is not present at the following meeting, the motion will not be submitted.

9.7 Voting

Except where referred to specifically elsewhere in these Standing Orders, voting will be by show of hands. A simple majority of those present and voting will decide the matter. In the event of a tie, the Chairperson will have a casting vote. Any Committee Member present may propose that a vote be taken by secret ballot.

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To be considered, such a proposal will require a seconder. There will be no discussion of the proposal and a vote by show of hands will be taken. To be carried, a simple majority of those present and eligible to vote on the matter will require to vote in favour. The number of votes cast for or against a motion or amendment will be recorded in the minutes of the meeting.

Co-opted Members will not be included or counted if the matter under consideration is one they are not entitled to vote on (see 6.0 above). Any Committee Member may ask that his or her dissent (disagreement) from any motion that has been carried is recorded in the minutes.

9.8 Alteration or Revocation of a Previous Decision

A Committee Member wishing to amend or revoke a previous decision must submit a motion in writing to the CEO for inclusion on the appropriate agenda; or if it is the Chairperson, they may ask the CEO to raise this as an agenda item for discussion at the next scheduled meeting.

No such motion will be permitted in the six months following the date of the original decision, unless two-thirds of the Committee Members present (who must comprise an overall majority of the Committee/Sub-Committee) agree that it may be considered. The only exceptions to the six month time limit that will not require the agreement of two thirds of the members will be if there is:

- new legislation
- statutory regulation
- orders or guidance from the Scottish or UK Governments or other statutory agency which affect the decision have been introduced;
- new facts, which the Chairperson rules are pertinent and which, if they had been known at the time may have resulted in a different decision, have come to light since the original decision.

The alteration or revocation of any decision will not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

9.9 Deputations

As a Co-operative, there may be occasions whereby a member wishes to make the Committee aware of a serious concern that affects the local community. It is expected that a deputation will be an exceptional occurrence. Deputations may only be heard by the Committee of Management. An application asking the Committee to receive a deputation must be in writing, be addressed to the CEO and received at least 14 working days before the date of the next meeting.

The application must include the subject on which the deputation wishes to be heard and the action (if any) that the deputation proposes the Committee should take. The CEO will ensure that details of the application are circulated to Committee Members before the meeting.

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The Committee of Management will decide by a simple majority of those present whether or not to hear a deputation. If the request is approved the deputation will be no larger than five persons and the number permitted to speak will be no more than two, unless a majority of the Committee Members present agree otherwise. However, the Chairperson will have the final say on how many may attend the deputation.

The deputation will be allowed a maximum of 10 minutes to present their views unless a majority of Committee members present agree otherwise. Any Committee Member may ask the members of the deputation questions that are pertinent to the subject on which they have appeared. No Committee member will express an opinion on or discuss the subject on which the deputation has been heard, until the deputation has withdrawn from the meeting.

10.0 MATTERS NOT COVERED BY STANDING ORDERS

If any point arises at a Committee meeting which is not provided for in these Standing Orders, the Chairperson will give a ruling on the point and their decision will be final.

10.1 Revision of Standing Orders

These Standing Orders may be amended by the Committee if the motion to amend or revoke a section is proposed and seconded and supported by at least two-thirds of the Committee Members present, so long as this is also an absolute majority of the current Management Committee membership.

10.2 Confidentiality

All matters discussed at Committee meetings will be regarded by both Committee Members and staff members present as being in strict confidence. Confidentiality regarding one or more items of business may be relaxed if a majority of Members present approve a motion supporting relaxation.

11.0 POLICY AND PLANNING

11.1 Business Plan

Among the Committee's responsibilities are strategic planning and setting priorities, performance targets and budgets. One way in which Committee will address this is to annually approve a Business Plan. The Business Plan will include annual budgets and medium and long term financial projections. The Business Plan will also include performance targets, priorities and will summarise WGHC's approach to risk management.

Since the Business Plan contains some sensitive financial and business information it will normally only be issued to Committee Members, Staff and the Auditor. The CEO is authorised to issue parts or all of the Business Plan to other agencies (e.g. Scottish Housing Regulator, Bankers or Lenders) if he/she judges it to be necessary and/or in the interest of WGHC to do so.

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11.2 Policies

Committee must also put in place a system of financial and other controls designed to try to ensure that the day to day business of the Co-operative is conducted in accordance with the law and good practice. They are also intended to help protect WGHC's assets including land and buildings, other fixed assets (e.g. office equipment) and cash and investments. These controls will be set out in a series of policies. These policies will build on the WGHC Registered Rules and on legal and regulatory requirements. They provide detailed guidance on how things should be done.

The Committee of Management will approve policies. Policies will be reviewed and revised in accordance with agreed cycles which shall be set out in the Business Plan. Policies will set out general principles. They may also include procedures setting out how particular areas of work will be carried out. Additional detailed procedures may be included as appendices to the policies or as separate procedure documents.

The main body of a policy may be amended by the CEO to correct typographical errors or to update references or where there are only minor changes to procedures. Appendices to policies may be amended by the CEO to incorporate changes in best practice, the law or the working environment. Any changes will accord with the principles set out in the main body of the policy. Additional procedural documents may be approved by the CEO to assist staff in day to day tasks. These documents will also accord with the principles set out in the main body of the relevant policy. A set of policies and procedures will be available to staff on the WGHC internal web site. WGHC will endeavour to make key policies accessible to all via the WGHC external web site. Copies of policies will be available to tenants and other customers on request.

12.0 MEMBERSHIP OF THE CO-OPERATIVE

12.1 Introduction

WGHC is a fully mutual housing co-operative. We are registered as a society with the Financial Conduct Authority. In relation to membership we will act in accordance with our registered rules. As WGHC is a fully mutual housing co-operative, all WGHC members must be tenants and all WGHC tenants should be members. Applicants for membership must be actively seeking to become tenants of WGHC (Rule 7.2).

The Committee has absolute discretion in deciding on membership (Rule 7.2) and may refuse if the Committee considers that accepting the application:

- where membership would be contrary to WGHC's rules or policies or
- where a conflict of interest may exist which would adversely affect the work of WGHC or
- where membership would not be in the best interests of the Co-operative.
- Refusal of membership would in turn mean that a tenancy would not be offered to an applicant.

The rules on membership are set out in rules 6 through 10 of the registered rules. This policy explains how we will administer applications for membership.

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12.2 Applying for Membership

Applications for sole membership will only be accepted from prospective tenants. Prospective tenants are applicants for housing, of 16 or over who are being actively considered for the tenancy of a specific WGHC property. Applications for joint membership will only be accepted from current tenants and/or prospective tenants. The application will be on behalf of the applicant and a second named person. Both persons must also apply to become joint tenants (Rules 7.5 and 7.6)

A copy of the registered rules is issued along with the membership application form. Applicants must submit a completed application for membership, signed by the applicant, along with a £1 payment. If the application is not approved the £1 will be returned.

The prospective member(s) will be asked to declare any convictions which are not spent under the Rehabilitation of Offenders Act. The prospective member(s) will be asked to declare whether they, or any close friend or relative, has or has had a business relationship with WGHC. The prospective member(s) will be asked to declare whether they are related to, or a personal friend of, or have a business relationship with a committee member or member of staff. If a relationship is declared, or is otherwise established, then that person will take no part in any stage of the membership process.

12.3 Consideration of Applications

All elected (not co-opted) members of the Committee of Management will be notified of applications for membership. Should a Committee Member have any concerns about the application they should contact the CEO or Housing Manager immediately. Such concerns should be relevant and be verifiable. Examples may include a history of anti-social behaviour or criminal activity.

Where the applicant has declared past offences, or where past offences or other concerns have been reported by Committee members or third parties, the CEO or Housing Manager will seek confirmation or clarification where possible and practical. If there is reasonable concern about an application for membership, then the application will be referred to the Committee of Management for a decision. Should information come to light relevant to a housing application during the process of applying for membership, the CEO or Housing Manager may reconsider the housing application.

12.4 Membership Meeting

Assuming the application has not been referred to the Committee of Management then applications for membership will be categorised in 1 of 3 ways as follows:

- A)** applicants for membership or joint membership in the process of being housed by WGHC for the first time (or where WGHC is considering transferring or agreeing to the assignation of a tenancy);
- B)** an existing member applies to become a joint member along with a second person who is a member of their household;
- C)** an existing resident who has been living as part of a sole member's household and following the death of the sole member, with the right of succession, applies to become a member.

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The way in which the applications for membership from the above will be considered will vary depending on the category of membership. Membership applicants falling into category (a) and (b) must attend a short informal meeting with at least two members of the Committee of Management to talk about the Co-operative and matters relating to the application for membership of the Co-operative.

A member of staff may sit in on the meeting to ensure that any matters relating to the application for a tenancy are not discussed and that any such questions raised can be addressed privately with the applicant after the meeting. Membership applicants falling into category (c) may alternatively, at the discretion of senior staff, have an informal meeting with WGHC staff. This would normally be in cases where the applicant might be distressed by the normal procedure. (Committee members will be notified of the application and that this procedure is being followed.)

12.5 Approval of Membership Applications

Following a membership meeting, the CEO or Housing Manager will have delegated authority to approve the application for membership. The CEO or Housing Manager will have regard to the recommendation of the Committee Members who met with the applicant(s). If there is concern about approving an application for membership it should be referred to Committee. It may also be appropriate to take legal advice.

If an application is referred to the Committee of Management (whether or not a membership meeting has been held) then the Committee will consider the application at its next meeting or as soon as possible after that. If an applicant has previously been expelled from membership of the Co-operative, any application for membership would have to be approved by two thirds of the members voting at a general meeting (Rule 10.2).

12.6 Refusal of Membership Applications

WGHC wishes to encourage a wide and open membership but realises that, in exceptional circumstances, an application for membership may be refused if it is believed that accepting the application would not be in the best interest of the Co-operative. A decision to refuse an application for membership may only be taken by the Committee of Management. If an applicant wishes to dispute the decision, they may raise an action on the matter in any court with competent jurisdiction (Rule 78). WGHC will not delay the letting of any house pending court action.

12.7 Beginning of Membership

If an application is approved the applicant becomes a member of WGHC on the date when they become a tenant (Rule 7.4). The name is entered in the Register of Members and a £1 share certificate issued.

In the case of a joint application for membership (where neither applicant is already a member), if an application is approved the applicants become joint members of WGHC on the date when they become joint tenants (Rule 7.6). The names are entered in the Register of Members and a £1 share certificate issued.

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The first name on the application name is entered first. Only the member whose name appears first is entitled to exercise the rights of membership including voting at an AGM or standing for Committee (Rule 7.6).

In the case of a joint application for membership where one applicant is already a member and tenant of WGHC, the applicants will become joint members on the date when they become joint tenants. The sole applicant's share is converted to a joint share and the Register amended accordingly. The share number will remain the same and there will be no payment required.

The existing member's name will be entered first. Only the member whose name appears first is entitled to exercise the rights of membership including voting at an AGM or standing for Committee (Rule 7.5).

12.8 End of Membership

Membership will cease upon the death of the member; the end of the tenancy or if a special general meeting decides to end the membership. These and other provisions are set out in Rule 10. If a joint member ceases to occupy the house or dies the remaining joint member will become an individual member and the Register will be amended accordingly. The share number will remain the same and there will be no payment required. When a membership ends WGHC will retain the £1 paid for the share.

12.9 Reporting on Membership

Each meeting of the Committee of Management shall receive a report on membership. The report will include:

- Memberships ending;
- Membership applications approved.

WGHC will hold a paper copy and a second (electronic) copy of the register of members. A member may inspect their own entry on the second copy on request. They may only see other names on the register of members if the members have given their express consent for this purpose. WGHC will not require members to give consent.

13.0 APPEALS AND WHISTLEBLOWING

13.1 Principles

WGHC is committed to delivering high quality services to its customers and to that end expects high standards from its employees, contractors and Committee members. We try to ensure that our operations are conducted honestly, fairly and without discrimination.

In order to maintain those high standards a culture of openness and accountability is vitally important. We therefore try to ensure that there are clear avenues for anyone who suspects malpractice to report their suspicions and seek advice in confidence without fear of being penalised or victimised.

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13.2 Definitions

- **An appeal** is a request to reconsider the decision or any conditions attached to a decision by a member of staff or other person acting on behalf of West Granton Housing Co-operative.
- **A grievance** is when a member of staff feels they have been poorly treated and are entitled to seek redress for themselves. It may involve a breach of their employment rights.
- **Whistleblowing** occurs when a concern is raised about malpractice or illegality within an organisation. Usually the concern does not directly affect the whistle-blower, but it is in the public interest that it be stopped.

13.3 Appeals

Appeals and complaints are often confused. For WGHC, if someone wants us to change our decision about something that affects them it's an Appeal. Detailed procedures for Appeals are set out in Appendix 1.

13.4 Grievances

Any Committee member who has a complaint about their individual situation and the way they have been treated by or affected by WGHC should also use the procedures in the Complaints Handling Policy. WGHC has adopted a Complaints Handling Policy based on the model issued by the Scottish Public Service Ombudsman. This sets out how tenants and others directly affected by our activities may complain and how complaints are processed.

Any employee who has a grievance about their personal position should use the provisions set out in their terms and conditions of employment.

Tenants also have the right to report significant performance failures directly to the Scottish Housing Regulator.

13.5 Whistleblowing

Whistleblowing relates to WGHC employees, consultants or contractors who have evidence of malpractice or who honestly and reasonably suspect there has been malpractice. WGHC's Committee members fall outside the statutory arrangements relating to whistleblowing because they are considered volunteers. However, as a matter of good practice, WGHC will encourage members with any concerns about malpractice or wrongdoing to also raise these under the terms of WGHC's whistleblowing procedures.

Detailed procedures for Whistleblowing are set out in **Appendix 2 Whistleblowing**.

14.0 NOTIFIABLE EVENTS

WGHC is required to tell the Scottish Housing Regulator (SHR) about any significant or exceptional issue, event, or change within its organisation and how it intends to deal with it.

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Notifiable events are defined by the SHR as “serious events:

- *that may seriously affect tenant safety or service delivery arrangements;*
- *that may significantly threaten the stability, efficient running or viability of an organisation;*
- *that would potentially bring the RSL into disrepute or raise public or stakeholder concern about the RSL or the social rented sector.”*

Principle among these are:

- If membership of the Committee falls to seven or below;
- If a Committee member is removed from the Committee;
- If a Committee Member resigns for non-personal reasons;
- If the CEO resigns, is dismissed or is absent for an extended period;
- If a serious complaint is made about the CEO or a Committee member;
- Serious legal action taken against the Co-operative;
- If there is a serious threat to tenant safety;
- If the RSL has financial difficulties.

The SHR has issued detailed guidance on Notifiable Events which can be found on its web site and the WGHC website. WGHC will act in accordance with current guidance by informing the SHR of any notifiable events and taking appropriate action.

14.1 Significant Performance Failures

Tenants may report a Significant Performance Failure or “SPF” to the Scottish Housing Regulator. An SPF is where a landlord fails to achieve Charter outcomes, or has not reported performance to tenants, or has materially failed to meet regulatory standards, or has put tenant’s interests at risk. The SHR gives as examples failing to carry out gas safety checks, not maintaining homes or not having appropriate governance or financial procedures in place. More details, including details on how to report a suspected SPF, are on the SHR website and the WGHC website.

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APPENDIX 1 – Appeals

A) Definition of an appeal

An appeal is a request to reconsider the decision or any conditions attached to a decision by a member of staff or other person acting on behalf of West Granton Housing Co-operative. Tenants and other customers of the Co-operative may appeal against these decisions. An appeal against a decision is not the same as a complaint and the provisions of WGHC's Complaints Handling Policy do not apply.

Examples of decisions include:

- a decision on a request made by a tenant under the Tenancy Agreement (e.g. a request to assign a tenancy);
- a decision in relation to arrears action (Tenancy Management Policy);
- the outcome of an assessment of housing need (Allocations Policy);
- a decision on a request for a repair or adaptation (Maintenance Policy);
- a decision to recharge a tenant for a repair.

Relevant WGHC policies will set out further examples of decisions which may be appealed. These lists will be illustrative, not definitive. Generally, where a tenant questions the quality or extent of maintenance or services works carried out this will be a complaint not an appeal against a decision. Where there is doubt as to whether an issue is a complaint or an appeal against a decision the CEO may determine which it is. In some complex cases the questions raised by a customer may include both an appeal and a complaint.

B) Informal Procedure- Decision Review

If a customer expresses dissatisfaction with a decision whether verbally or in writing staff may first take the opportunity to review the decision or action and resolve the matter informally. If they are unsure they should refer the matter to a senior member of staff. If the matter cannot be resolved informally and the customer still wishes to appeal the decision, then the formal procedure will apply.

C) Formal Appeal

Appeals must be in writing and should say:

- what the decision was;
- the reasons for the appeal;
- what the desired outcome is.

If requested WGHC staff will either assist the appellant to put their appeal in writing or refer them to a relevant agency for advice and assistance.

D) Reasons to disallow appeals

Appeals should be submitted within a reasonable time. WGHC will only consider appeals made more than 3 months after a decision is made in exceptional circumstances and with the assent of the CEO.

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The CEO may refuse to allow appeals which are vexatious, malicious or persistent. This includes:

- repeated appeals about the same decision or type of decision;
- where the appellant's demands or expectations are unlawful or entirely unreasonable;
- where the appeal is accompanied by threats, violence or intimidation including verbal abuse.

E) Appeal hearings

Appeals will be heard either by the Committee of Management or by a subcommittee with delegated authority. The identity of the appellant will not be reported. Appellants will not have the right to attend or be represented at the meeting which will base its decision on the written submissions only. The committee or subcommittee will receive a report including:

- the written appeal from the appellant
- a report including the reason the member of staff took the decision;
- the advice of the CEO with regard to any relevant legal, policy or regulatory issues;
- if appropriate, legal opinion.

The committee or subcommittee should apply common sense in deciding whether to uphold or reject the appeal. However they must also be careful to ensure their decision is within the law and in accordance with WGHC policy and best practice.

F) Appeal decisions

The appeal decision will be communicated to the appellant in writing by the CEO. The committee or subcommittee's decision on an appeal is final. There is no further right of appeal either within WGHC or to any external body unless the Tenancy Agreement gives a right to apply to a Sheriff (e.g. in the refusal of a request to assign a tenancy).

However, if the appellant is unhappy about the way their appeal was dealt with or believes the appeal decision is unlawful or not in line with WGHC policy they may submit a complaint which will be processed in accordance with the [WGHC's Complaints Handling Policy](#).

Investigation of such a complaint will focus on whether the appeal decision was one which could be taken in relation to the law and to WGHC policy. The investigation will not consider the rights and wrongs of the individual case.

If, following investigation, the appeal decision is found not to have been justifiable in term of the law or WGHC policy it will be referred to the Committee of Management for review.

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APPENDIX 2 – Whistleblowing

A) Introduction

WGHC is committed to delivering high quality services to its customers and to that end expects high standards from its employees, contractors and Committee members. In particular, we seek to ensure that our operations are conducted honestly, fairly and without discrimination.

In order to maintain those high standards a culture of openness and accountability is vitally important. We therefore try to ensure that there are clear avenues for anyone who suspects malpractice to report their suspicions and seek advice in confidence without fear of being penalised or victimised.

B) Scope and Relevance

Whistleblowing is different from a complaint or grievance. This procedure provides guidance for WGHC employees, consultants and contractors who have evidence of malpractice or who honestly and reasonably suspect there has been malpractice.

WGHC's Committee members fall outside the statutory arrangements relating to whistleblowing because they are considered volunteers. However, as a matter of policy and good practice, WGHC will encourage members with any concerns about malpractice or wrongdoing to raise these under the terms of this policy.

C) What is Whistleblowing?

Whistleblowing occurs when a concern is raised about malpractice or illegality within an organisation. Usually the concern does not directly affect the whistle-blower but it is in the public interest that it be stopped. Malpractice covers a wide range of concerns. The types of activity that should be disclosed include but are not limited to the following:

- a criminal offence
- a breach of the law or the organisation's contractual duties
- dangers to health and safety, including risks to the public as well as individual employees
- fraud or corruption
- financial maladministration
- abuse of vulnerable people
- unethical conduct
- discrimination
- attempts to cover up any of the events or practices described above
- deliberate concealment of information relating to any of the above

Employees and Committee members have obligations not to disclose confidential information. The forms of disclosure set out in Section d below allow concerns to be raised internally or externally without compromising those obligations.

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D) How to raise a concern

There must be an honest and reasonable suspicion that malpractice has occurred, is occurring or is likely to occur. In addition, the whistle-blower must honestly believe that any allegation and the information on which it is based is substantially true.

(i) Raising Concerns Internally

Any employee who has a concern should first raise it with their immediate supervisor or the Chief Executive Officer (CEO). Any employee who feels it is not reasonable to raise the concern with either their supervisor or the CEO may raise it with the Chairperson of the Committee of Management.

Any committee member who has a concern should raise it first with either the Chairperson or the CEO. The CEO and Chairperson may seek advice from Employers In Voluntary Housing, the external or internal auditor, or from the Scottish Housing Regulator. Contact details are in section k.

(ii) Raising Concerns Externally

In very exceptional circumstances it may be appropriate for the whistle-blower to take an allegation to an external agency. This might be reasonable, for example, if they felt that all those with whom they might raise the concern internally were implicated in the malpractice or if internal disclosure had not eliminated the malpractice.

As noted in Section 2.9 of the Governance Policy a primary avenue for whistleblowing is the Scottish Housing Regulator (SHR) either in the case of notifiable events or performance failure.

If a committee member feels it inappropriate to raise the matter with the CEO or Chairperson they should contact Employers in Voluntary Housing for advice. Alternatively they may raise their concerns in confidence with either the internal or external auditor.

If an employee is concerned about possible malpractice or wrongdoing within WGHC, they are advised to discuss their concerns first with a legal advisor, trade union representative or Public Concern at Work before reporting them outside the organisation. Alternatively they could seek advice from the Scottish Housing Regulator. Given the number of avenues for advice and whistleblowing it is highly unlikely that it would be considered reasonable for the first recourse to be a newspaper, other media, MSP or other politician.

E) WGHC's Response

The person with whom the concern is raised, if not the CEO, should normally seek the advice of the CEO as to how to proceed.

Should the allegation be about the conduct of the CEO or should the person feel it unreasonable to go to the CEO in the first instance, they should seek the advice of Employers in Voluntary Housing or the External Auditor.

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On receipt of a report of alleged malpractice WGHC promises to:

- respect confidentiality
- investigate thoroughly
- provide support and protection if necessary
- take appropriate action
- report back on the outcome of the investigation and on any resultant action

F) Protection for the Whistle-blower

All concerns raised under this procedure will be treated seriously and a decision will be made about whether or not an investigation is appropriate. The person to whom the matter has been reported will be responsible for keeping the individual informed about the progress of the investigation and the action that has been taken, although it may not be appropriate to inform them of the final outcome.

In some cases the investigation may result in criminal or disciplinary proceedings. The individual may be invited to give a written statement or give evidence at a hearing. WGHC will do all that they reasonably can to support the individual throughout this process. WGHC will not tolerate harassment or victimisation. Any employee or Committee member who is found to have victimised or harassed an individual who has raised a concern leaves themselves open to face disciplinary action or removal from the Committee.

G) Confidentiality

All concerns will be treated in confidence and every effort will be made not to reveal the individual's identity if they so wish. At the appropriate time, however, they may need to come forward as a witness or provide a statement as part of the evidence. WGHC will seek to comply with its obligations in relation to the Data Protection Act, UK GDPR and best practice as set out in its Information, Communications and Technology Policy.

H) Malicious Allegations

Concerns that are raised frivolously, maliciously, for personal gain or where they are known to be untrue will be referred to the CEO. In the case of employees this may result in disciplinary action. In the case of consultants and contractors this may result in termination of contracts. In the case of committee members this could result in removal from the committee.

If an individual chooses to report the matter to the media without first attempting to raise concerns internally or to one of the parties described in section d, then WGHC will wish to be satisfied that it was reasonable to do so.

I) Anonymous Allegations

This policy encourages individuals to put their name to their allegation whenever possible. Concerns expressed anonymously are less powerful but will be considered at the discretion of the CEO or the person to whom the allegation is referred. In exercising this discretion the factors to be taken into account would include:

- the seriousness of the issues raised
- the credibility of the concern
- the likelihood of confirming the allegation from verifiable sources

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Contacts referred to in the policy and sources of advice.

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| <p>EVH 5th Floor 137 Sauchiehall Street Glasgow G2 3EW</p> <p>Phone: 0141 352 7430</p> |
| <p><i>External Auditor:</i></p> <p>Chiene & Tait 61 Dublin Street Edinburgh EH3 6NL</p> <p>Phone: 0131 558 5800</p> |
| <p>Scottish Housing Regulator Highlander House 58 Waterloo Street Glasgow G2 7DA.</p> <p>Phone: 0141 271 3810</p> |

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