



Wheatley Housing Group

Code of Conduct

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1. Introduction

Purpose of Code

- 1.1 Being a Governing Body Member or Co-optee within the Group involves important responsibilities. The purpose of this Code is to set out the standards of conduct expected of Governing Body Members and Co-optees, both collectively and individually, in order to ensure that the Group meets its responsibilities, acts in accordance with its legal obligations and observes high ethical standards. Any reference to a Governing Body Member is to a member of any Governing Body within the Group.
- 1.2 This Code is designed to ensure the highest standards in the Group's governance arrangements. The Group is determined that the conduct of its Governing Body Members will give Tenants, funders, the Scottish Housing Regulator and other stakeholders confidence that its affairs are being properly conducted.
- 1.3 This Code is designed to assist Governing Body Members in discharging their responsibilities. The Group will provide support, assistance and advice to Governing Body Members and will seek to ensure that being a Governing Body Member is a manageable and rewarding experience.

Application and Interpretation of the Code

- 1.4 This Code applies to all Governing Body Members and Co-optees within the Group irrespective of how they came to be appointed to that office.
- 1.5 Words and phrases used in this Code are defined in Appendix 1 to this Code. References to an Appendix and Appendices are to an appendix or to the appendices to this Code, all of which form part of this Code.

1.6 The following documents and types of document are relevant to the operation and conduct of the Group and the Governing Body Members. All Governing Body Members have a duty to comply with each and all of them. They are listed in order of precedence. In the event of a conflict or inconsistency between two or more of these documents or types of document the higher or highest in the list will take precedence:-

- the constitutions of the Group entities;
 - the Group Standing Orders;
 - this Code;
 - Group policies;
- and
- codes of conduct or the like of other organisations adopted as applying to the conduct of the Governing Body Members.

Accepting the Code

1.7 No newly elected or appointed Governing Body Member may act as such or, in the case of an existing Governing Body Member, continue to act as such, until he or she has signed and delivered to the Governing Body the acceptance form, which is at Appendix 4.

1.8 In signing the acceptance form, Governing Body Members should be aware that action may be taken in the event of a breach of this Code, as set out in Section 5. A breach may be regarded as sufficiently serious to require a Governing Body Member's membership to be ended or to result in an alternative sanction being imposed upon that Governing Body Member.

The Sections of this Code

1.9 This Code is made up of the following remaining sections:

Section 2: Aims

A statement about the vision and aims of the Group, which underpin this Code.

Section 3: Roles and Responsibilities.

A summary of the essential functions of the Governing Bodies, the delegations, the personal responsibilities of individual Governing Body Members and the specific responsibilities of the Group Chair and Subsidiary Chairs and where applicable, Group Vice Chair and Subsidiary Vice Chairs, and Group Chief Executive in the context of this Code.

Section 4: Principles

The principles which govern the conduct expected of Governing Body Members and their practical implications.

Section 5: Breaches and Failures

The action which may be taken in the event of a breach or alleged breach of this Code.

The Appendices

These are as follows:-

- Appendix 1 – Definitions and Interpretation
- Appendix 2 – Investigations and Hearings
- Appendix 3 – Council Governing Body Members' Protocol
- Appendix 4 – Form of Acceptance of being bound by this Code of Conduct

2. Aims

Aims

- 2.1 The Group's business plan and policy contains its detailed plans for achieving its aims and objectives. These objectives and plans evolve over time as circumstances change.

- 2.2 The Group's work and its reputation rely upon everyone being familiar with and acting in accordance with these aims and seeking to achieve its objectives through implementing its plans. Governing Body Members must uphold and promote these aims, work to achieve the objectives and promote the implementation of these plans.

3. Roles and Responsibilities

Essential Functions of the Governing Bodies and Delegations

- 3.1 The strategic role of the Parent Governing Body is to determine the direction and objectives of the Group, to hold the Group Executive to account and to ensure that proper and effective controls and systems for running the Group are in place and are implemented. The strategic role of the Subsidiary Governing Bodies is to determine the direction and objectives of the Subsidiaries, within the parameters set by the Parent, to hold their management to account, and to ensure that proper and effective controls and systems for running the Subsidiaries are in place and are implemented.

- 3.2 The functions, powers and duties reserved to the Parent Governing Body are set out in the Group Standing Orders.

- 3.3 Provision is made in the Group Standing Orders for a Group Scheme of Financial Delegation and for delegation of authorities and powers to the Group Chief Executive.
- 3.4 Governing Body Members are under a duty to ensure that the functions, powers and duties reserved to each of the Governing Bodies are properly exercised in the interests of the Group and that the various delegations are given effect to and respected.

Responsibilities of Governing Body Members

- 3.5 Each individual Governing Body Member has a personal responsibility to contribute to the effective governance of the Governing Body on which they serve. Where a Governing Body Member serves on the Governing Body of a charity, as a charitable trustee, he or she has an overriding duty to act in the best interests of the charity as a whole, irrespective of any other interest which he or she may have as an individual.
- 3.6 Governing Body Members must not support or participate in any initiative, activity or campaign which is intended to or which may have the effect of, directly or indirectly, undermining or prejudicing the interests of the Group.
- 3.7 Each Governing Body Member must:
- uphold the values, aims and objectives of the Group;
 - accept collective responsibility for upholding decisions of the Governing Body on which they serve;
 - demonstrate high standards of personal integrity in all that they do;
 - uphold and advance the Group's core policies;
 - act in accordance with the Group's policies, procedures and practices;

- contribute to the decisions of the Governing Body on which they serve and, where they are a Committee Member, its Committees, drawing on their skills and experience;
- accept corporate responsibility for the decisions of the Governing Body on which they serve, irrespective of any views held or expressed before the decisions are reached;
- prepare for and attend Governing Body Meetings and, where they are a Committee Member, Committee Meetings together with training sessions and other events;
- represent the organisation as appropriate;
- act with care and diligence to ensure that, in circumstances capable of giving rise to a conflict of interest between the interests of the Group and Governing Body Member's interests, to put the interests of the Group before the Governing Body Member's interests or, where this is not possible, to disclose the conflicting interest and refrain from participating in any deliberation or decision of the other Governing Body Members in respect of the matter in question;
- actively avoid situations that could cause suspicion of improper conduct;
- avoid using the Group facilities for personal or private business purposes;
- respect confidentiality of commercially sensitive and comply with the Data Protection Act 1998, including, without limitation, the eight data protection principles set out therein, and any Group policies on data protection;
- work as a team with other Governing Body Members;

- work in partnership with the members of staff of the Group;
- act and conduct himself or herself in accordance with the relevant constitution, the Group Standing Orders, this Code, the policies of the Group, and codes of conduct or the like of other organisations adopted as applying to the conduct of the Governing Body and/or Governing Body Members;
- immediately inform the Group Chief Executive in writing of any circumstances that arise where he or she is or may be no longer eligible to act as a Governing Body Member; and
- recognise the ongoing need to review the effectiveness of the Governing Body, its membership and governance generally.

Responsibilities of the Group Chair

3.8 The Group Chair (and each Subsidiary Chair) has particular responsibilities as set out in the Group Standing Orders. They must always act on behalf of the Governing Body on which they serve. They should seek the advice of the Group Vice Chair (or Subsidiary Vice Chair where appropriate) or other Governing Body Members, Group Chief Executive, Group Company Secretary or other officer, as appropriate.

The Group Chief Executive

3.9 Where the Group Chief Executive is a Parent Governing Body Member, he or she is entitled to take part in discussions and vote at Parent Governing Body Meetings, subject to the conditions set out in Parent Articles of Association. The Group Chief Executive is subject to the same collective and individual responsibilities as any other Parent Governing Body Member,

except that he or she has no role in recruiting, supporting, appraising, dismissing or establishing the remuneration of the Group Chief Executive.

3.10 As head of the Group Executive, the Group Chief Executive is authorised and empowered to manage the Group and to direct its operations within the scope of his or her delegated authority, as set out in the Group Standing Orders from time to time.

4. Principles

Introduction

4.1 This Code is based on the following principles, designed to ensure that the conduct of Governing Body Members' contributes to effective governance. These principles are:

- equality;
- respect;
- transparency and accountability;
- confidentiality; and
- integrity.

4.2 This section of the Code describes each of these terms, and identifies the specific responsibilities of Governing Body Members. In addition this section goes on to deal with specific issues and circumstances where it is appropriate that direction is given to Governing Body Members as regards their conduct.

4.3 Governing Body Members are expected to use reasonable judgment in the way they apply the principles which are described in this section of the

Code. If a Governing Body Member is ever in any doubt about whether a particular action or situation is consistent with this Code, he or she should seek advice from the Group Company Secretary before taking action.

Equality

4.4 The Group is committed to equality of opportunity in every area of its work, including the membership and operation of the Governing Bodies and other aspects of its governance. Nothing in this Code prevents the Group from making particular provision for persons with individual housing needs.

4.5 In view of their leadership role, Governing Body Members should accept personal responsibility for upholding and promoting the Group's commitment to equality of opportunity and applying it to their own conduct and relationships in their capacity as Governing Body Members.

4.6 Additionally, Governing Body Members must:

- demonstrate, when carrying out their responsibilities, their commitment to equality and diversity;
- never abuse their powers as Governing Body Members, in their treatment of others; and
- seek to identify and take action to redress imbalances, barriers and under-representation in the governance arrangements of the Group.

Respect

4.7 Governing Body Members must treat everyone with respect and consideration. They should, in particular, foster mutual respect and trust among Governing Body Members, and between Governing Body Members and members of staff.

- 4.8 During meetings, Governing Body Members should be considerate of other Governing Body Members, allow differing opinions to be expressed and avoid interruptions. They should also show courtesy and consideration towards members of staff in all of their dealings with them at Governing Body Meetings and in any other contact they have with them.
- 4.9 Governing Body Members should assist members of staff in understanding their role in relation to the role of any Governing Body.
- 4.10 Disciplinary matters are reserved to the Group Governing Body which should follow fair and appropriate disciplinary procedures.
- 4.11 Undue or inappropriate familiarity or antagonism to and/or among Governing Body Members and between or among Governing Body Members and members of staff which could compromise the integrity or reputation of the Group must be avoided.

Transparency and accountability

- 4.12 Each Governing Body should identify the range of stakeholders to which it is accountable and ensure that each group, where relevant, has an appropriate involvement in planning and decision-making.
- 4.13 Information about the Group, its work, and its plans will be made available unless there are reasons of confidentiality or practicality.

Confidentiality

- 4.14 The Group recognises the need to maintain confidentiality in respect of certain information and activities.

4.15 Governing Body Members must treat the following information as confidential:

- personal information held about individuals (Tenants, Governing Body Members, members of staff and other customers), subject always to the right of the individuals concerned to have access to the information held about themselves;
- matters relating to the business of the Group, its transactions and financial affairs and those of its Subsidiaries;
- matters relating to the business of the Group and its funders, partners, contractors and other third parties with which the Group has or may have business or commercial relationships;
- matters related to or concerned with legal disputes, actions or the like concerning the Group; and
- matters which are identified as being confidential and/or of a commercially sensitive nature or which, given their nature, may be regarded as being confidential and/or of a commercially sensitive nature.

Integrity

4.16 Governing Body Members may have personal, family or private business interests which may overlap with or conflict with the interests of the Group. It is vital that Governing Body Members act with integrity, and ensure that:

- their role and actions as Governing Body Members are kept separate from their personal, family or employment activities; and

- that personal or private interests do not influence, and cannot be seen to influence, the decisions taken by the Governing Body(ies) on which they serve.

4.17 Overlapping or conflicting interests arise in two sets of circumstances, both of which are relevant to the application of this Code:

- duality of interest: where a Governing Body Member or a Close Relative of a Governing Body Member stands to gain either personally, or through their business interests, by virtue of their involvement as a Governing Body Member; and
- conflict of interest: where a Governing Body Member has an interest in a matter as a Governing Body Member and an interest in the same or connected matter in another capacity or context.

4.18 Governing Body Members must:

- disclose any actual or potential duality or conflict of interests on their part and/or on the part of a Close Relative;
- not take part in any decisions in which a duality or conflict of interest could arise;
- not receive any payments or benefits from the Group other than those which are permitted under the law;
- not abuse their position as Governing Body Members in order to get preferential treatment from the Group's contractors and suppliers;
- keep any political or other activities separate from their activities as Governing Body Members;
- not accept any offers of gifts and hospitality which are or could be perceived as attempts or likely to influence the decisions they make; and

- refrain from or forthwith cease any activity the nature of which is incompatible with their office of Governing Body Member or resign that office.

4.19 Governing Body Members must be seen to act with integrity and avoid any and all situations which could reasonably give rise to a suspicion of improper or irregular conduct.

Representation, Advocacy and Individual Tenant concerns

4.20 Governing Body Members must not form or enter into any relationship, understanding, association or agreement with a Tenant or Tenants whereby the impression is or may be given that a Governing Body Member is representing, acting or advocating for that Tenant or Tenants' individual or particular case, cause or interest to or against the Group. This applies not only to paid advocacy but also to arrangements undertaken on a gratuitous basis.

4.21 Council Governing Body Members should comply with the Council Governing Body Members' Protocol set out at Appendix 3.

4.22 It is recognised that Tenants and other members of the public may, from time-to-time, approach Governing Body Members in connection with matters relating to the activities of the Group. Where this happens it will normally be appropriate to recommend to such a person that he or she deals with the matter himself or herself, by approaching the relevant office or through the Group's complaints policy.

Disclosure

4.23 Governing Body Members must disclose any interest they or a Close Relative have that could lead to the Governing Body Member having a duality or conflict of interest in conducting the Group business. Examples of interests which should be disclosed include, but are not limited to, the following:

- an interest in any property being bought or sold by the Group;
- an interest in any company or other organisation selling or being an agent for any property being purchased by the Group;
- a business interest in or with any person or organisation earning fees or other income from work placed by or with the Group;
- a business relationship with any person or organisation entering into a contract to carry out work for or provide services or supplies to ;
- membership of or employment by the Council; and
- committee membership of, or employment by, a registered social landlord or tenant organisation or other organisation contracting with, or seeking to contract with, the Group.

4.24 Governing Body Members are required to record any such interest upon first becoming a Governing Body Member. Details will be recorded in a Register of Interests. Governing Body Members are required to validate the information held on the Register of Interests, by completing annually a declaration of interests form. Any interest which arises during the period of Governing Body membership should be disclosed immediately to the Group

Company Secretary and the details entered in the Register of Interests. An entry should always be made if there is any uncertainty about the matter.

4.25 Where an item of business is likely to give rise to a duality or conflict of interest, the Governing Body Member involved must declare the interest at or before the meeting.

4.26 Subject to paragraphs 4.27 and 4.28 below and provided an interest has been properly disclosed, the Governing Body Member concerned may remain present during the discussion and may vote on the matter under discussion where:

- the Governing Body is considering any non-financial or non-contractual matter which relates to the Council and/or any Council Organisation and the interest arises only because the Governing Body Member is an official or elected member of the Council;
- a Tenant or occupier of a house owned by the Group and the matter to be discussed at the Governing Body Meeting or relevant Committee Meeting relates to all the Tenants or a group of Tenants; and/or
- a member or employee of a registered social landlord (including a not for profit organisation representing the interests of the Tenants or the wider community).

Otherwise, in the event of any duality or conflict of interest, the Governing Body Member concerned must leave the meeting and is not entitled to vote unless the Governing Body, taking advice from the Group Company Secretary, determines otherwise, in which case the Governing Body Member concerned may remain present during the discussion but may not vote on the matter under discussion.

4.27 A Council Governing Body Member or other Governing Body Member who is an employee or officer of the Council must leave a meeting and is not allowed to vote on the relevant matter in the following circumstances:-

- the matter under discussion relates to a dispute or any actual or proposed litigation, arbitration or other process of a judicial or quasi-judicial nature between or involving the Group and the Council;
- a decision on the matter under discussion would affect the amount payable by the Group to the Council by way of council tax, rates or other sums of a like nature; and/or
- a majority of those present at the meeting (excluding Council Governing Body Members or other Governing Body Members who are employees or officers of the Council) so determine having regard to the nature of the matter under discussion and any appropriate guidance from any regulatory authority.

4.28 A Governing Body Member who is also a member, co-opted member or employee of an organisation must leave a meeting and is not allowed to vote on the relevant matter in the following circumstances:

- the matter under discussion relates to a dispute or any actual or proposed litigation, arbitration or other process of a judicial or quasi-judicial nature with such organisation; and /or
- a majority of those present at the meeting (excluding Governing Body Members who are also members, co-opted members or employees of such organisation) so determine having regard to the nature of the matter under discussion and any appropriate guidance from any regulatory authority.

Payments and Benefits

4.29 No Governing Body Member or any of his / her Close Relatives should gain personally through payments and benefits from the Group, except as allowed by Group policy, the law, this Code or any associated guidance issued from time to time by the Scottish Housing Regulator.

4.30 Governing Body Members must not receive any payment, grant, benefit or loan, whether directly or indirectly, from any funds associated with the Group save as permitted under this Code and in accordance with Group policy.

4.31 Governing Body Members may not in any way mix their personal money with Group funds.

Purchasing

4.32 To avoid any suspicion that a supplier or contractor may give or be given preferential treatment, Governing Body Members must keep their purchasing decisions as individuals and as Governing Body Members separate.

4.33 Governing Body Members should not knowingly use for personal or private purposes any of the Group's current professional advisors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services. Reasonable exceptions apply – for example, monopolies or near monopolies such as utilities, for example gas, water electricity etc, or where the use is immaterial.

4.34 Where a Governing Body Member considers that there is no practicable alternative to using the Group's contractor, supplier etc., he or she must:

- inform the Group Chief Executive or Group Chair or Subsidiary Chair (failing whom Group Vice Chair or Subsidiary Vice Chair) , about any proposed arrangement in advance; and
- be able to demonstrate why the proposed arrangement is unavoidable and that they will not obtain any financial advantage or preferential treatment from the proposed arrangement.

4.35 The Group will maintain a list of its principal contractors and suppliers which the Group Company Secretary will issue annually to Governing Body Members.

Political Activity

4.36 The Group's work may take it into the arena of politics. However, the Group Governing Body and each Governing Body Member must work to ensure that the Group and Governing Body Members in their work do not become associated with, affiliated to, supportive of or adverse towards any one or more political parties or movements.

4.37 Where Governing Body Members are themselves involved in politics, they should ensure that their political activities and affiliations are kept separate from their work on behalf of the Group.

Gifts and Hospitality

4.38 Governing Body Members should treat with caution any offer of gifts, favours or hospitality made to them as individuals by third parties, since

such offers could be seen as attempts to influence that Governing Body Member's decision making.

4.39 Whilst small gifts and offers of hospitality are permitted, those of a significant monetary value or those which could be perceived as inappropriate should be politely refused. All offers of gifts and hospitality should be declared to the Group Company Secretary so that they may be recorded in the register kept for that purpose. The Group Company Secretary may be requested to report from time to time to the Group Governing Body or Subsidiary Governing Bodies on any offers of gifts and hospitality which have been received and accepted.

4.40 Governing Body Members must familiarise themselves with the terms of the Group's policy on gifts and hospitality and at all times act in accordance with the terms of that policy. If a Governing Body Member is ever in any doubt about whether a particular action or situation is consistent with the terms of the Group policy on gifts and hospitality, he or she should seek advice from the Group Company Secretary before taking action

Third Party Correspondence and Communications, Press and Media

4.41 The importance attached to the conduct of Governing Body Members in this area is underlined by the inclusion of specific requirements in relation to third party correspondence and communications in the Group Standing Orders.

4.42 The only designated press and media spokespersons of the Group are the Group Chair and Subsidiary Chairs, whom failing the Group Vice Chair and Subsidiary Vice Chairs, if appropriate, and the Group Chief Executive. The Group Chief Executive is entitled to delegate his spokesperson function to a specified member or members of staff.

4.43 No Governing Body Member, other than the Group Chair, whom failing the Group Vice Chair, and the Group Chief Executive is permitted to make any statement, representation, give any interview, or enter into any other communication with the press or media concerning, relating to or referring to the Group or any part or aspect of business, operations or plans without first having received written approval so to do from the Group Chair, whom failing the Group Vice Chair.

5. Breaches and Failures

5.1 Breach of and/or failure to follow this Code by Governing Body Member may have serious consequences for the Group. The work and/or the reputation of the Group may be damaged as result of a Governing Body Member's actions or omissions.

5.2 Breaches of and/or failures to follow this Code during the course of Governing Body Meetings or Committee Meetings should be dealt with by the person presiding at the relevant meeting. If a Governing Body Member is obstructive or offensive to or disregards the authority of the person presiding at a meeting, a vote may be taken to exclude him or her from the meeting. Following the meeting the Governing Body Member concerned may be the subject of a written complaint to the Group Chair or to the relevant Subsidiary Chair.

5.3 Any written complaint that there has been a breach of and/or failure to follow this Code will be the subject of an Investigation. An Investigation will be initiated by the Group Chair, or relevant Subsidiary Chair, who may, where the allegation does not concern him or her, be advised by the Group Chief Executive. The Group solicitors and/or other advisors may, at the discretion of the Group Chair or Subsidiary Chair, be consulted and/or

instructed. The procedures to be followed in an Investigation are set out in Appendix 2.

- 5.4 In the case of an allegation of breach of and/or failure to follow this Code by the Group Chair or a Subsidiary Chair the complaint will be considered and an Investigation initiated by the Group Vice Chair or a Subsidiary Vice Chair.
- 5.5 The Group Chair or a Subsidiary Chair, will consider the findings of an Investigation and any further representations made by or on behalf of the Governing Body Member concerned and shall consider what, if any, action should be taken. If the Group Chair or a Subsidiary Chair considers that a breach of and/or failure to follow this Code has occurred he or she must either (i) refer the matter to the Group Governing Body for its consideration; or, (ii) where and only where the matter is not considered by the Group Chair or a Subsidiary Chair, to be serious, offer assistance on how the Governing Body Member concerned may improve his or her conduct and/or offer training or other form of support and/or reprimand the Governing Body Member concerned.
- 5.6 The Group Chair or Subsidiary Chair must refer the matter to the Group Governing Body in the event that the Governing Body Member complained against does not accept that a breach of and/or failure to follow this Code have occurred and/or where it is considered that a matter is serious and/or that a greater sanction or penalty may be appropriate than is available to the Group Chair or Subsidiary Chair, acting alone.
- 5.7 In the case of every written complaint of breach of and/or failure to follow this Code the fact and terms of the complaint, the report of the Investigation and any action taken by the Group Chair or Subsidiary Chair shall be reported, with all relevant documentation, to the Group Governing Body.

The Group Governing Body may, irrespective of any action taken or not taken, take such action as the it considers appropriate in the circumstances. This may include, after a hearing: the removal of the Governing Body Member concerned from any Governing Body; the suspension of the Governing Body Member concerned from any Governing Body; the censure of the Governing Body Member concerned; or the issue of a direction by the Group Governing Body in respect of the Governing Body Member concerned, in accordance with any constitutional provision.

- 5.8 Where a Governing Body is to consider a complaint of a breach of and/or failure to follow this Code and/or imposing a sanction or penalty in connection with same the hearing procedure set out in Appendix 2 shall apply.

Appendix 1 – Definitions and Interpretation

In this Code the following words and expressions have the following meanings unless they are inconsistent with the context:-

“Appendix” means an appendix to this Code;

“Close Relative” means in relation to a Governing Body Member any partner or spouse, parent, grandparent, child or grandchild;

“Code” means this Code of Conduct;

“Committee” means a committee of any Governing Body from time to time;

“Committee Chair” means the chair of a Committee;

“Committee Meeting” means a meeting of a Committee;

“Committee Member” means a member of a Committee from time to time;

“Co-optees” means persons co-opted to any Governing Body or to one or more of the Committees pursuant to the constitution of any Group entity;

“Council” means Glasgow City Council;

“Council Governing Body Member” means a member of a Governing Body who has been nominated by the Council and who is appointed to the Governing Body pursuant to the constitution of any Group entity ;

“Council Governing Body Members’ Protocol” means the protocol at Appendix 3;

“Council Organisation” means any company or other organisation which is wholly or mainly owned, controlled and/or financed by the Council or in which the Council has any interest or which is otherwise connected with the Council;

“Customers” means the Tenants and other customers of the Group from time to time;

“Elected Members” means councillors of the Council, Members of Parliament, Members of the Scottish Parliament and Members of the European Parliament;

“GHA” means The Glasgow Housing Association Limited, an industrial and provident society registered in terms of the Industrial and Provident Societies Act 1965 (registered no. 2572R(S)), a registered Scottish charity (registered no. SC034054) and a registered social landlord with The Scottish Housing Regulator under the Housing (Scotland) Act 2001 (registered no.317) having its registered office at Granite House, 177 Trongate, Glasgow, G1 5HF;

"Governing Body" means the governing body of any member of the Group;

"Governing Body Meeting" means a meeting of any Governing Body;

"Governing Body Member" means a member of any Governing Body;

“Group” means the Parent and its Subsidiaries from time to time;

"Group Chair" means the chair, from time to time, of the Parent;

“Group Chief Executive” means the chief executive officer, from time to time, of the Parent and includes, where the context so permits, any other executive director or directors of the Group agreed in writing, from time to time, by the Group Chair, whom failing the Group Vice Chair, as deputising for him or her in

his or her absence but only to the extent so agreed in writing;

“Group Company Secretary” means the office bearer appointed by the Group Governing Body to be the company secretary of the Parent who is either an employee or Governing Body Member or anyone authorised by the Group Governing Body, from time to time, to stand in for the company secretary;

“Group Executive” means the Group Chief Executive and executive directors of the Parent;

“Group Scheme of Financial Delegation” means the document which forms an Appendix to the Group Standing Orders as same may from time to time be amended;

“Group Standing Orders” means the standing orders of the Group as same may from time to time be amended;

“Group Vice Chair” means the office bearer appointed, from time to time, to be the vice chair of the Parent;

“Investigation” means an investigation in accordance with Appendix 2;

“Parent” means Wheatley Housing Group Limited, a company registered in Scotland (registered number SC426094) having its registered office at Granite House, 177 Trongate, Glasgow, G1 5HF;

“Parent Articles of Association” means the articles of association of Parent from time to time;

“Parent Governing Body” means the governing body of the Parent from time to time;

“Parent Governing Body Meeting” means a meeting of the Parent Governing Body;

“Parent Governing Body Member” means a member of the Parent Governing Body;

“Register of Interests” means the register of the interests which is maintained in terms of this Code;

“Scottish Housing Regulator” means the body corporate established under section 1 of the Housing (Scotland) Act 2010 known as The Scottish Housing Regulator having its principal office at Highlander House, 58 Waterloo Street, Glasgow, G2 7DA;

“Subsidiaries” means each of The Glasgow Housing Association Limited, Dunedin Canmore Housing, Cube Housing Association Limited, West Lothian Housing Partnership, Loretto Housing Association, Lowther Homes Limited, GHA (Management Limited), Loretto Care, Dunedin Canmore Enterprises, Glasgow Housing Association (Funding) Limited and any other Subsidiary of the Parent from time to time.

“Subsidiary” has the meaning ascribed to it by s.164 of the Housing (Scotland) Act 2010;

“Subsidiary Chair” means the office bearer appointed, from time to time, to be the chair of any a Subsidiary in the Group;

“Subsidiary Governing Body” means the directors of a Subsidiary in the Group from time to time;

"Subsidiary Vice Chair" means the office bearer appointed, from time to time, to be the vice chair of any Subsidiary in the Group;

"Tenant" means a tenant of the Group;

References to a statute or section of statute include amendments and replacements to that statute and/or section.

Reference to an organisation which has been established by statute includes a reference to a statutory successor of that organisation.

Where the context so permits words in the singular also include the plural and words in the plural also include the singular.

This Code applies to Committee Members (including Co-optees) as well as Governing Body Members and, unless the context otherwise requires:

- (a) references herein to the Governing Body shall include Committees; and
- (b) references herein to Governing Body Members shall include Committee Members (including Co-optees).

Appendix 2 – Investigations and Hearings

1. The Group Chair, shall determine by whom an Investigation shall be carried out and may, subject to anything contained in this Appendix 2, direct such person or persons as to any procedures and/or timetable as may be considered appropriate in the circumstances. The person or persons so appointed may be an employee or employees of the Group or may be external advisors to the Group. It shall not be appropriate to appoint as an investigator (i) a Governing Body Member or (ii) a member of staff with a direct involvement in the matter complained of. The provisions of this Appendix 2 apply to an Investigation in respect of a Governing Body Member of any Subsidiaries, and in such circumstances all references in this Appendix 2 to the Group Chair or Group Vice Chair shall be taken to be references to the Subsidiary Chair or Subsidiary Vice Chair.
2. The principal but not only purpose of an Investigation is to ascertain, so far as possible, and report on the facts. This may involve consideration of disputed facts and in such circumstances the investigator shall report on his or her view as to the version of the disputed facts preferred by the investigator.
3. An Investigation should be reported on in writing, together with such supporting documentation and other materials as the investigator thinks appropriate, to the Group Chair.
4. An investigator should be afforded every co-operation by Governing Body Members, including the Governing Body Member complained against and members of staff. He or she is entitled to access to all materials regarded as being relevant to the Investigation by him or her and to interview all such persons. Failure by a Governing Body Member to co-operate with an Investigation would, of itself, be a breach of this Code.

5. The Governing Body Member against whom a complaint is made should be afforded a reasonable opportunity of making such representations to the investigator as the Governing Body Member considers appropriate. Before being given such an opportunity the Governing Body Member concerned is entitled to be provided with a copy of the written complaint. However an Investigation may be initiated without first advising the Governing Body Member complained against of the fact or details of the complaint, allegations made or that an Investigation has been initiated.
6. An Investigation should be conducted in a manner which respects the rights of individuals under investigation to appoint a representative and to have a reasonable opportunity to make representations. However an Investigation is not, of itself, a determination of a complaint and the investigator is not required to disclose to the Governing Body Member concerned any materials and other evidence gathered during the Investigation.
7. An Investigation should be conducted as expeditiously as reasonably practicable consistent with the nature and complexity of the matters investigated and the right of the person complained against to have a reasonable opportunity to make representations to the investigator.
8. An investigator should in his or her report, unless for some specified reason he or she considers it inappropriate so to do, express an opinion as to whether or not a breach and/or failure to follow this Code has occurred. However, such an opinion is not a determination as to whether a breach and/or failure to follow this Code has or has not occurred. Such a determination is a matter, as appropriate, for the Group Chair, whom failing the Group Vice Chair, where accepted by the Governing Body Member complained against and/or the Governing Body.

9. At a hearing before the Governing Body a Governing Body Member complained against is entitled, at his or her expense, to be represented if and by whom he or she so chooses. The Group may, if the Governing Body so determines, make a contribution towards any fees reasonably and properly incurred by a Governing Body Member complained against in relation to any representation at a hearing before the Governing Body.
10. Where the complaint of breach and/or failure to follow this Code was made by another Governing Body Member he or she should not take part in or, except at the request of the Governing Body to provide information on the complaint, be present at the hearing.
11. Subject to paragraph 6 of this Appendix 2, all Governing Body Members, including the person complained against, are entitled to disclosure of all relevant materials and other evidence gathered during the Investigation and relied on by the investigator in his or her report and the Investigation report before the determination of a complaint.
12. Before the determination of a complaint by the Governing Body the Governing Body Member complained against is entitled to a reasonable opportunity to make such representations and to submit such materials as he or she considers appropriate to it.
13. The investigator should normally attend the hearing to speak to the Investigation and his or her report and to answer questions from or on behalf of Governing Body Members, including the Governing Body Member complained against. Where legal issues arise the investigator may, where he or she is appropriately qualified, express his or her opinion on same. If the investigator is not appropriately qualified, the Governing Body must obtain advice from the Group Company Secretary or the Group legal department in relation to any legal issues arising.

14. The Governing Body shall determine the procedures to be followed at a hearing, including, without limitation, whether witnesses, other than the investigator, may be called to speak at a hearing. A hearing before the Governing Body is not a judicial process and it is not bound by any rules of evidence or the like. Provided there is fair disclosure, Governing Body Members are entitled to consider any and all evidence they consider relevant to the determination of a complaint.
15. Within the scope of this Code and the Group Standing Orders the person presiding at the meeting of the Governing Body shall be entitled to determine the procedures to be adopted at a hearing on a complaint. He or she may determine a timetable for the hearing and set limits on the time afforded to different parts of the hearing.
16. Governing Body Members should, prior to the stage of determining a complaint, after hearing and considering all the materials, information and representations made available, avoid reaching any view as to whether or not a complaint should be upheld.
17. Where the Governing Body determines that a breach and/or failure to follow the Code has been established, it shall then be entitled, subject to the Governing Body Member complained against being afforded a reasonable opportunity to make representations and any plea in mitigation, to determine what, if any, sanction, penalty and/or step should be imposed on or taken against the Governing Body Member complained against.
18. The Group Chair, whom failing the Group Vice Chair, shall report the outcome of the determination of a complaint against a Governing Body Member to the person who made the complaint.

Appendix 3 – Council Governing Body Members’ Protocol

Protocol for correspondence, enquiries and communications between The Group and Councillors, MPs/MSPs/MEPs.

1. Introduction

- 1.1 The Group recognises and welcomes the democratic mandate of Elected Members and their absolute right to act on behalf of their constituents. The Group seeks, via this Protocol, to facilitate this process.
- 1.2 This document sets out the arrangements for handling communications between the Group and all Elected Members.
- 1.3 It is recognised that many Tenants or residents residing in houses managed by the Group will not differentiate between the respective responsibilities of Glasgow City Councillors, Westminster MPs, constituency members of the Scottish Parliament and list members of the Scottish Parliament and Members of the European Parliament. The over-riding principle which will apply to dealing with queries/letters on behalf of constituents will be that all parties will aim to secure as rapid a response as possible, regardless of whom the constituent initially approached.
- 1.4 The housing stock transfer process is one which sought to empower Tenants. Elected Members are encouraged to advise Tenants to allow the Group’s local office staff to deal with complaints and/or issues relevant to the range of services provided by them before engaging in correspondence with them.

2. Enquires from elected representatives in relation to their constituents which involve the disclosure of personal data

2.1 All Governing Body Members must comply with the Data Protection Act 1998. The Data Protection (Processing of Sensitive Personal Data) (Elected Representative) Order 2002 (the "Order") allows staff to process i.e. to disclose Customers' sensitive personal data to elected representatives where:-

2.1.1 the information has been requested by an elected representative or a person acting with their authority on behalf of a data subject i.e. the individual who is the subject of the personal information; and

2.1.2 the elected representative is acting in his/her capacity as an elected representative (i.e. not in a personal capacity);

2.1.3 the information is being requested as a result of requests made by the data subject to the elected representative to take action on behalf of the data subject (i.e. the constituent) or any other individual; and

2.1.4 the information is necessary and relevant for the purposes of, or in connection with, the action reasonably taken by the elected representative as a result of that request.

2.2 Sensitive personal data means personal data consisting of information as to:-

- a) racial or ethnic origin of the data subject;
- b) his or her political opinions;
- c) his or her religious beliefs or other beliefs of a similar nature;
- d) membership of a trade union;
- e) physical or mental health or condition;
- f) his or her sexual life;

- g) the commission or alleged commission of any offence by him or her; or
- h) any proceedings for any offence committed or alleged to have been committed by the data subject, the disposal of such proceedings or the sentence of any court in such proceedings.

2.3 Therefore, if an Elected Member states, by way of a letter or e-mail, that he/she is acting on behalf of a constituent he or she is not required to produce a representational mandate.

2.4 Group staff are entitled in terms of the Data Protection Act 1998 to provide sensitive personal data (and by implication data which is not necessarily sensitive but may be personal) relating to Customers in the circumstances set out at paragraph 2.1, to an Elected Member, in writing, as soon as is reasonably practicable after such a request is made. It should be noted that extra care should be taken when disclosing particularly sensitive personal data and that e-mail is not the most secure method of communication. It is best practice to use letter rather than e-mail if the data being disclosed is particularly sensitive (e.g. serious anti-social behaviour complaints). However, there will be many routine enquiries where constituent data can safely be disclosed via e-mail (e.g. enquiries regarding repairs etc).

2.5 If staff are communicating with elected representatives then care should be taken to ensure that the e-mail address being used is an official business address i.e. for the Council, jim.smith@ced.glasgow.gov.uk. Any e-mails which staff receive from elected representatives can only be guaranteed as being secure if they contain a standard official e-mail address.

3. Enquiries from Elected Members

3.1 The Group will issue Elected Members with a copy of the Order. The Order provides the exemptions which permit an Elected Member to act on a constituent's behalf, when requesting sensitive personal data relating to Group's Customers.

3.2 Whichever Group entity is approached it will record any enquiry made by an Elected Member against the customer's record on the relevant ICT System, together with the outcome of the enquiry.

3.3 The special provisions in relation to personal data do not apply to routine enquiries, which do not relate to or involve the disclosure of sensitive personal data. All routine enquiries can be dealt with via telephone call or e-mail etc.

4. Conclusion

4.1 A copy of this protocol may be sent by the Group Chief Executive to all Elected Members. This protocol can be reviewed by the Group Governing Body, or any appropriate Committee thereof.

Appendix 4 - Form of Acceptance of being bound by this Code of Conduct

WHEATLEY HOUSING GROUP LIMITED

CODE OF CONDUCT

GOVERNING BODY MEMBER DECLARATION

As a Governing Body Member or as a Co-optee within the Group, I acknowledge and accept this Code of Conduct and agree to be bound by its terms and in particular, but without limitation, I agree:

1. to declare all my interests be they employment, positions of responsibility, membership of registered social landlords, directorships and any financial interest that may relate to the work of the Group;
2. to ensure that any private or personal financial interests never influence my decisions in connection with the Group's work and that I will never use my position as a Governing Body Member for personal gain of any kind; [In the case of the Group Chief Executive this paragraph will be adjusted to take account of his or her contract of employment]
3. to disclose any direct or indirect pecuniary interest or other non-pecuniary interest in any contracts or business to be considered by the Governing Body which could influence my judgement, and to withdraw from the meeting during consideration and discussion of such business;
4. to treat as confidential all information relating to the business, policy, organisation, management, future plans, clients, Tenants and staffing of the Group to which I have access and which the Code of Conduct does not permit me to disclose;

5. not to part with possession of or to reproduce any of the Group's correspondence, documentation or internal memoranda for the benefit of third parties without the express permission of the Group Governing Body;
6. not to accept gifts, other than those of a trivial nature, nor to receive or offer in the name of the Group excessive or extravagant hospitality;
7. not, without first raising the matter with the Group Chief Executive or Group Chair, Subsidiary Chair failing whom Group Vice Chair or Subsidiary Vice Chair, knowingly use the services of a current consultant, contractor, personal advisor or other individual or firm who works for the Group;
8. to observe the principles of corporate responsibility and decision-making all in accordance with the terms of the Code of Conduct.

Signed Date

Print Name

Member of

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