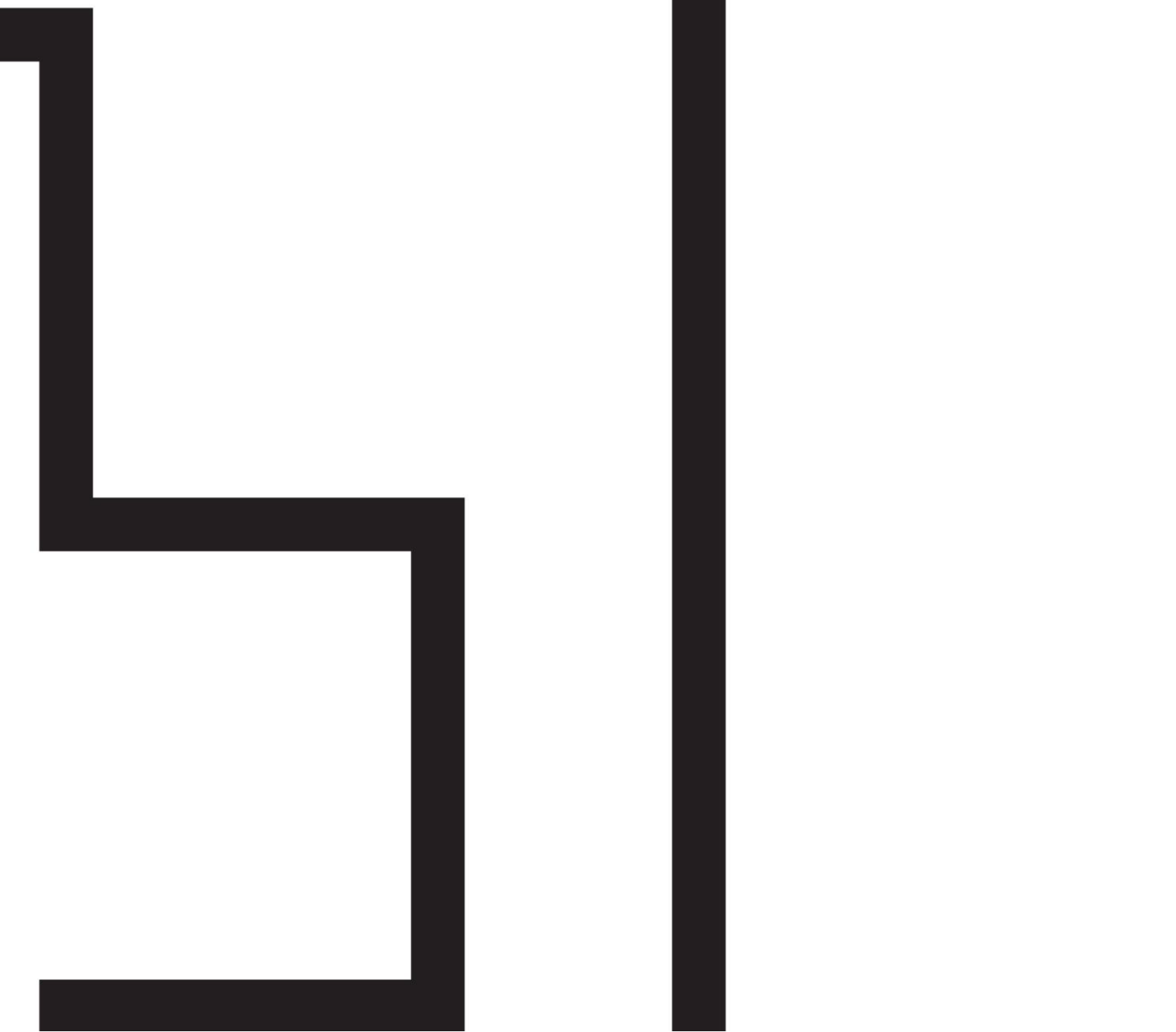




Transparency Policy

May 2021



Company	Thirteen
Lead Manager	Carolyn Halpin Head of Assurance
Date of final draft and version number	31 May 2021 - Draft to Audit and Risk Committee- formal approval July 2021 VERSION 3
Review Date	31/05/2023
Officer responsible for review	Carolyn Halpin Head of Assurance

Policy Review History

Version	Action & Changes	Author	Date
V1	This policy replaces Thirteen's probity and whistleblowing policies	CH	Nov 19
V2	Reviewed undertaken in line with changes to internal governance, regulation, or legislation	CH	Nov 20
V3	Extended in relation to the provision of personal gifts	CH	May 21

1 POLICY STATEMENT

- 1.1 It is essential that we all maintain Thirteen's reputation, integrity and the highest standards of governance, at all times, in line with our company rules, "How we act" (as detailed in the Guide to Working at Thirteen) and relevant legislation. Key to this is ensuring we can demonstrate transparency in relation to critical areas of the business both to the Thirteen Board and externally where appropriate.
- 1.2 This is a requirement of the Code of Governance adopted by Thirteen (NHF Code of Governance 2020) which states: 'The Board sets and actively drives the organisation's social purpose, mission, values and ambitions, and through these embeds within the organisation resident focus, inclusion, **integrity, openness and accountability**'.
- 1.3 This policy demonstrates our commitment to maintaining these principles, providing protection against accusations of real or perceived inappropriate behaviour or decision-making and details the arrangements in place for people to speak up if they are concerned about anything. It equally demonstrates a culture of transparency and trust, an understanding of the impact on the communities we serve and the need for the highest ethical standards.

2. REFERENCE MATERIAL

- 2.1 Reference material used in developing this policy is as follows:
- Thirteen's Standards
 - Previous probity and whistleblowing policies
 - Financial Impropriety Policy
 - NHF Excellence in Standards of Conduct
 - NHF Code of Governance (2020 edition)
 - General Data Protection Regulations 2020
 - Public Interest Disclosure Act 1998 (PIDA)

DEFINITIONS

- 3.1 **Transparency** - where business and financial activities are carried out in an open and clear way, without secrets, so that people can trust that they are fair and honest.
- 3.2 **Probity** - the quality of having strong moral principles; honesty and decency.
- 3.3 **Whistle-blower** - a person who raises concerns about a person or organisation believed to be acting in an unlawful or improper way.
- 3.4 **Whistleblowing** - a safe process to enable the reporting of actual and perceived wrongdoing and concerns even if evidence is not available, specifically in relation to the failure of controls or standards or the misuse of Thirteen's resources, including time, equipment and material.

- 3.5 Thirteen** – Thirteen Housing Group and any subsidiaries.
- 3.6 Employee** – includes consultants and agency staff employed by Thirteen.
- 3.7 Board Director** – includes members of Thirteen Board, subsidiary Boards and Committees.
- 3.8 Malpractice and wrongdoing** – may be:
- Unlawful.
 - Against the Group's constitution, standing orders, policies, or procedures:
 - Not in accordance with established standards, policies, or procedures; or
 - Amounts to improper conduct by an employee or Board Director.
- 3.9 Gifts** - an item of a personal nature (whether given or received)
- 3.10 Hospitality** - an invitation to join an event or occasion (either given or received) that has a value/cost and could be perceived as a privilege, treat or a statement of a relationship.
- 3.11 Donations** - an offer of goods or money to the organisation for them to utilise or distribute as they see fit.

4 POLICY CONTENTS

4.1 Guiding principles - Thirteen Standards ("How we act" guidance)

- 4.1.1** The Thirteen standards are enshrined in "How we act" included in Working at Thirteen guidance on the actions and behaviours expected of Thirteen's employees. They are supported by disciplinary and grievance procedures. Guidance for Board and Committee members is available in their Code of Conduct.
- 4.1.2** Failure to comply with these standards could result in a disciplinary investigation and possible sanctions, as detailed in the disciplinary and grievance procedures for employees and agreement for services for Board Directors.

4.2 Publishing information in relation to transparency

- 4.2.1** We publish appropriate information relating to services and performance as required by regulation, legislation and policy.
- 4.2.2** This includes an annual report of our activities, performance and plans for future improvements which is accessible to key stakeholders.
- 4.2.3** We publish clear and up to date information about our Board members, Committees, and governance.

4.2.4 This information is published in a number of ways, including regulatory returns and on our website. This includes:

- Biographies and photographs of Board Directors, Committee members and the Leadership Team
- Board Director remuneration
- Development expenditure over the value of £500
- Relevant corporate and customer-related policies
- Annual report and accounts
- Performance information
- Value for money metrics
- Impact reports for Local Authorities

4.2.5 Requests for additional information are considered on an individual basis and in line with regulatory and legal expectations.

4.3 Ensuring confidentiality and sharing information appropriately

4.3.1 Board Directors and employees handle information and maintain confidentiality of information in accordance with regulatory and legislative requirements and Thirteen's information governance framework.

4.3.2 This includes working within the requirements of our data protection arrangements; sharing data with external agencies only where a data sharing agreement is in place or where legislation allows.

4.3.3 We have effective and appropriate controls in place to protect the organisation, as well as customer, employee, and Board Directors' personal data. These arrangements are subject to internal and external audit and the controls are regularly reviewed to ensure they remain fit for purpose.

4.3.4 If a data breach occurs, we investigate the matter and identify measures to prevent a reoccurrence.

4.3.5 Any established data breaches are reported to the Leadership Team, the strategic group "Everything Safe" and Audit and Risk Committee, to ensure appropriate assurance and oversight that the matter has been appropriately investigated and resolved.

4.3 Managing conflicts of interest

4.3.1 This policy, and the "How we act" guidance, require all Board Directors and employees to declare any outside interests that could affect their employment or position, including any potential conflict of interest, sanction, conviction, or caution that might conflict with the role they carry out for Thirteen. This ensures any potential conflicts can be managed appropriately.

- 4.3.2 The primary control is the requirement to complete a “declaration of interest” return and these declarations are recorded for transparency and probity purposes. They are completed at appointment and reviewed regularly (annually for Board Directors and executive and service directors and every two years for all other employees) and are monitored by the Governance team.
- 4.3.3 Declarations must be completed even if there is nothing to declare. They are approved by an appropriate line manager (or Chair of the Board for the Chief Executive and Board Directors) who must ensure and confirm that appropriate controls are in place to manage any conflicts.
- 4.3.4 Employees and Board Directors must declare the following circumstances:
- Occupation in a Thirteen property, whether as a tenant or as a household member.
 - Employment of a relative or close associate.
 - Business interests for themselves and immediate family members that could create a potential conflict.
 - Any second employment, consultancy or voluntary work that could create a potential conflict, including membership of any Boards, Committees or politically motivated activities.
- 4.3.5 Employees must get agreement from their manager **before** beginning any new activity external to their role at Thirteen, including any politically motivated work or involvement and an intention to be elected as a local councillor, as this has potential to create a conflict in roles.
- 4.3.6 This ensures that any potential conflicts of interests are considered and that appropriate controls are put in place in advance to prevent the employee compromising themselves or the organisation.
- 4.3.7 It is equally important that any potential conflict of interest is addressed before entering into decision making and this includes:
- Decision making at Board and Committees.
 - Appointing a contract or service.
 - Appointment of staff.
 - Letting a property to a family member or close associate.
- 4.3.8 Separate arrangements are in place to ensure these are noted and appropriate action taken:
- Each Board and Committee seek declarations of interest at the start of each meeting and where there is a potential conflict the Board or Committee member steps out of any relevant decision-making arrangements. These declarations are published and transparent in line with the Code of Governance requirements.
 - In procurement processes, the awarding panel completes a declaration of interest prior to the review and award of any contract and where there

is a perceived conflict of interest, they remove themselves from the process.

- Job application forms seek acknowledgement of family relationships to Thirteen employees and a desk top assessment is undertaken by the People Team and the Assurance Team to determine, if the candidate was successful, controls that may be required.
- Members of interviewing panels are required to declare any conflict of interest once they have been made aware of the candidates and must remove themselves from the interview process if they have a conflict of interest.
- Properties let to employees' family members or close associates must be managed by a colleague with no bias or interest. Evidence of the letting process is reviewed and approved by a manager and recorded with the Assurance Team.

4.4 General principles of Payments and Benefits

- 4.4.1 Board Directors and employees receive remuneration and a number of benefits as a condition of their contracts and service agreements.
- 4.4.2 They or their families should not receive any benefit or non-contractual payment or preferential treatment as a result of their connection or association with Thirteen unless it is via approved processes and procedures.
- 4.4.3 There will be occasions where Board Directors and employees (or their families) are customers of (or employed by) Thirteen. For transparency purposes, this must be recorded on the declaration of interest form and we have processes in place to ensure there is a clear audit trail in relation to the management of their tenancy, decisions made and any approval paths, as detailed below.
- 4.4.4 Board directors and employees must not accept any preferential treatment or discount offered specifically as a result of their association with Thirteen, unless it is an approved company benefit and failure to demonstrate this may result in disciplinary action. They must also report if they are offered any such preferential treatment, even if declined, so that the offer can be investigated and clarity provided.

4.5 Employees and tenancy management (including allocation of housing)

- 4.5.1 Thirteen provides housing across the Tees Valley and other areas and is a major employer. It is not unreasonable that employees, Board Directors or their relatives may be customers.
- 4.5.2 Employees must not become involved in any tenancy matters of family, friends or close associates where allegations of preferential treatment could arise and must be able to demonstrate a clear division of their relationship and their work activity. In the event they feel they may be compromised they must advise their manager immediately.

- 4.5.3 We can allocate a home to an employee, Board Director or a member of their family, providing we can demonstrate transparency in the allocation and lettings process and show that these allocations have been managed appropriately.
- 4.5.4 Board Directors or employees who are tenants, or their close relatives, can benefit from payments or discounts to assist them in obtaining accommodation via a relevant home purchase scheme, as long as it can be demonstrated they meet with published criteria and have been given no advantage in the application.
- 4.5.5 Employees who are tenants of Thirteen must ensure they meet the requirements of the tenancy agreement in operation and must not:
- Use their position in the organisation to seek beneficial or preferential treatment, keeping a clear division between their employment and their tenancy.
 - Use their knowledge of systems and processes as an employee to their advantage as a tenant.

4.6 Employment

- 4.6.1 Before offering employment to a member of an employee or Board Director's family, the relevant service director, supported by the People team and the Governance team, is notified to review the conflicts of interest and necessary controls.
- 4.6.2 The People team has guidance in place relating to the re-employment of anyone who has previously resigned or been made redundant by Thirteen, to ensure the process is consistent and transparent and re-employment does not provide unreasonable benefits to the individual.

4.7 Additional Payments and Benefits

- 4.7.1 In some circumstances, certain payments or benefits can be made subject to following a fair and transparent process; confirming that the Board Director or employee wasn't involved in the process or decision and the Director of People (or Chief Executive for executive directors) has provided approval. This covers payments such as:
- Overtime in exceptional circumstances (critical incidents) and separate from any on call arrangements.
 - Honorariums, generally given when colleagues take on additional responsibilities for a fixed term period.
 - Contract variations, where existing contracts are varied to reflect interim arrangements without any recruitment process.
 - Market force supplements, paid to secure recruitment of suitably qualified and experienced staff where it can be demonstrated the candidate would achieve a better salary elsewhere.

- 4.7.2 These payment awards are reviewed and approved by the Leadership Team and reported annually to Audit and Risk Committee as part of the transparency report.

4.8 Gifts, Hospitality and Donations

- 4.8.1 Board Directors and employees must ensure that they do not offer, seek, or accept bribes or inducements to act improperly or corruptly. They should not offer, seek, or accept gifts, hospitality or other benefits from individuals or organisations that might be perceived as compromising their judgement or integrity.
- 4.8.2 We recognise that gifts, hospitality and donations will be offered, as a networking or promotional opportunity, a token of thanks, or via business meetings and events, particularly in certain parts of the business where we have a more commercial approach. It is important that acceptance of gifts, hospitality and donations are appropriately managed and are proportionate and appropriate.
- 4.8.3 Offers of gifts, hospitality and donations should be recorded, whether accepted or not, to demonstrate integrity and transparency. The gifts and hospitality form is available on Channel; it, requires the approval of a suitable line manager and the complete form is then reported to and recorded by the Governance Team.
- 4.8.4 Line managers will make an informed decision in either **approving or not approving** requests including consideration of the following principles:
- Is the offer appropriate and proportionate in terms of value and activity (generally not exceeding £100)?
 - Is the offer appropriate to the professional business relationship with the recipient (and relevant to their current post)?
 - Is the pattern and frequency of offers appropriate and justifiable?
 - Could acceptance create a perception of privilege or advantage amongst colleagues, customers and stakeholders?
 - What is the tolerance and approach of the service / directorate in terms of gifts and hospitality, based on their responsibilities and influence?
- 4.8.4 If accepting a gift, hospitality or donation, approval should be sought in advance and prior to making any commitments. Where it is impossible to get advance approval, e.g. for ad hoc invitations whilst at a conference, a form should be completed within 5 working days afterwards.
- 4.8.5 No offers should be accepted where a tendering process is ongoing involving the person or company providing the offer, unless it is clear that the person receiving the offer is in no position to influence the tendering outcome. Information in relation to ongoing tenders is available from the Procurement team and it is up to each individual to make appropriate checks before accepting an offer.
- 4.8.6 **Receiving Hospitality** – this will usually take the form of an invitation to an awards ceremony, dinner or similar event. Anything over and above this

could be considered excessive, and you should seek advice and specific approval from the Director of Governance before accepting.

- 4.8.7 **Receiving Gifts** – all gifts offered should be recorded and approved on the gifts and hospitality form. Line managers should consider the value and intent of the gift in determining if it is acceptable for a colleague to retain a gift and guiding principles include;
- Gifts with a value of less than £15 can be kept by individuals subject to no evidence of repeat gifts or deliberate seeking of gifts.
 - The gift may be shared across a team to ensure it prevents an impression of privilege.
 - Items over £15 should be donated to charity and recorded appropriately unless they are perishable, and this would prove impracticable. In this event advice should be sought from the Head of Assurance.
- 4.8.8 To protect themselves from any allegations of inappropriate behaviour, Board Directors and employees should never accept **gifts of money** including cheques. Gift cards and vouchers can be accepted, and any amounts above £15 should be referred to the Head of Assurance. If cash is received it should be returned securely to the sender where possible. If it is not possible to return the cash, the money will be donated to a charity with a suitable audit trail being maintained.
- 4.8.9 **Receiving donations** - Stakeholders and partners from time to time offer donations to the organisation and these should be recorded on a gifts and hospitality form and either banked in the case of cash (coded to the charity account) or stored in a place of safety. Distribution of any donations should be in line with the Group's approved charity activity.
- 4.8.10 **Giving gifts, offers of hospitality and donations** - such offers must be recorded and approved and specifically require an Executive Director's authority as well as the appropriate budget holder.
- 4.8.11 Such offers when made to external parties must be without any associated expectations of privilege so as not to be construed as an inducement or bribe.
- 4.8.12 Specific consideration must be given before offering any gift or hospitality to employees or Board Directors so as not to compromise them in relation to the payments and benefits requirements (see 4.4.2) and these offers need prior approval in line with the Guidance note available to all managers. This considers the appropriateness of the gifts/hospitality; how this might be perceived by other employees, customers and stakeholders; the frequency, timing and purpose of the offer as well as the impact on the Group's resources and financial position.
- 4.8.13 The Audit & Risk Committee maintains oversight of gifts and hospitality, specifically reviewing individuals who receive numerous offers and companies that make numerous offers to a range of employees.

4.9 Relationships

- 4.9.1 Board Directors and employees must maintain constructive and professional relationships as guided by the “How we act” Guidance”
- 4.9.2 Where close personal relationships develop between Board Directors, employees and/or customers these should be reported to the Director of Governance so that appropriate arrangements can be put into place to prevent any real or perceived conflicts of interest.

4.10 Whistleblowing

- 4.10.1 Employees, Board Directors, customers or other members of the public are often the first to realise that something is wrong within an organisation but may not always voice their concerns perhaps because they fear reprisals or harassment or think that speaking up is disloyal to colleagues.
- 4.10.2 Our whistleblowing arrangements ensure that anyone can raise a concern, with the confidence that all reasonable steps will be taken to protect their identity and protect them from reprisals or harassment, and with assurance that the concern will be investigated appropriately and fairly.

To ensure a consistent and transparent approach, any concerns of wrongdoing or malpractice will be considered through our whistleblowing process to ensure an appropriate review and response is completed.

- 4.10.3 For clarity wrongdoing and malpractice includes:
 - Any apparent failings in our procedures or controls.
 - An abuse of resources (including time, materials, equipment, branded assets including uniforms).
 - Any other concern as directed by the Director of Governance, Chief Finance Officer or Group Chief Executive where a transparent and independent review is required.
- 4.10.4 Whistleblowing concerns may be raised directly or indirectly, and it is important that they are appropriately recorded, managed and reported.

Direct reports include:

- Calls or emails to the named whistleblowing advocates or the designated mailbox.
- Disclosures to managers or colleagues in confidence with a stated concern and seeking an outcome.

Indirect reports include:

- Matters raised informally but the person does not express a concern (i.e. the recipient spots a potential for wrongdoing or malpractice).
- Calls to the Contact team including apparent complaints or reports that allude to wrongdoing.
- Issues raised by stakeholders or customers that indirectly suggest wrongdoing.

- 4.10.5 We actively use 'whistleblowing' reports, whatever the source, to take a critical look at the concern and the controls in operation to ensure the whistle-blower, the individual(s) named, and the organisation are protected. All whistleblowing outcomes are reported appropriately, including to the Audit and Risk Committee, with an appropriate outcome and improvement actions noted and monitored.
- 4.10.6 We have guidance and procedures in place so that people can raise concerns in confidence about malpractice or wrongdoing, knowing their identity will be protected and without fear of reprisals; we can also ensure their concerns are appropriately investigated and any identified issues resolved.
- 4.10.7 On receipt of a whistleblowing concern the following steps will be taken:
- The Director of Governance/Head of Assurance will assess the available facts and determine an appropriate method of investigation.
 - Where appropriate, this will require a suitable manager to undertake a discrete fact-finding exercise. The assigned manager will be bound by the confidentiality expectations of this policy.
 - They will feed back to the Head of Assurance, who will liaise, where appropriate, with the People team to determine if there is a need to start a formal investigation and to agree final actions and recommendations.
 - All actions and recommendations will be monitored by the Head of Assurance and reported by exception to the Audit and Risk Committee.
 - Where appropriate a further, more detailed assurance review will be undertaken to ensure all matters raised or considered are appropriately managed.
 - Where a disciplinary investigation is undertaken, **the identity of the whistle-blower will be protected** in line with the principles of this policy.
- 4.10.8 Anonymous allegations will be considered, so far as is practicable on the information provided, but it may be decided not to take the matter any further where initial investigations and fact finding suggest nothing untoward or the concern is out of our remit. Anonymous reports will be recorded for reference should any further allegations come to light.
- 4.10.9 If investigations show that allegations are being raised maliciously or in a vexatious manner, we will ensure appropriate action is taken to mediate and manage both the allegations and the motivation behind them, providing support to the individuals concerned.
- 4.10.10 If during a disciplinary or grievance investigation whistleblowing concerns are raised as counter allegations, we will not delay the disciplinary or grievance procedure whilst we investigate a whistleblowing allegation, but if it is relevant to the disciplinary or grievance allegation it will be investigated at the same time. If the whistleblowing allegation is outside of the scope of the ongoing investigation, it will be deferred unless it is likely to have a direct impact on the outcome of the disciplinary/grievance process.

4.10.11 Further information is available in the whistleblowing guidance available on Channel.

4.11 Breach of Policy

4.11.1 Board Directors and employees have a responsibility to report any alleged breach of this or any other policy to their chair, manager, or the Director of Governance. If anyone feels unable to report breaches in this way, they should use the whistleblowing arrangements as detailed above.

4.11.2 Any allegations of breaches of this policy will be investigated in line with relevant procedures.

4.12 Oversight and accountability

4.12.1 Oversight of this policy is delegated to the Audit & Risk Committee.

4.12.5 The Committee receives a quarterly transparency report that allows them to review and challenge transparency matters to seek assurance and identify any additional actions required.

4.12.6 The Committee informs the Board of any concerns or recommended actions and identifies impacts to the strategic risk register where appropriate.

Equality and Diversity	Initial screening of this policy identified that there is no negative impact on any of the protected characteristics detailed in the Equalities Act 2010.
Customer Involvement and Consultation	The policy is being shared with customers for their feedback
Monitoring and Review	<p>This policy will be monitored and reviewed in line with any changes to internal governance, regulation, or legislation.</p> <p>Appropriate registers will be maintained and monitored by the Director of Governance and reported to Audit & Risk Committee via the Transparency Report.</p>
Responsibility	The Company Secretary and Director of Governance have strategic responsibility for ensuring this policy is in place and the Head of Assurance, supported by the Governance team, has responsibility for ensuring the policy arrangements are implemented.