



Trent & Dove Probity Policy

1. Introduction

- 1.1 Trent & Dove is committed to achieving the highest standards of probity and good governance in all its activities. The Board of Trent & Dove is committed to carrying out business fairly, honestly and openly. It strives to foster a culture within the organisation in which bribery is never acceptable.
- 1.2 This Probity Policy sets out how Trent & Dove shall manage conflicts of interest and ensure probity in relation to granting payments or benefits to:
- i) Close Associations – someone a member of the public might reasonably think an individual would be prepared to favour or advantage (e.g. a friend, colleague, neighbour, business associate or someone known through general social contacts);
 - ii) Close Relations – any person close to a Director or employee where there is a real risk that any decision or judgement of that Director or employee could be influenced (including spouses, siblings and similar relations by marriage);
 - iii) Involved Residents – a person, resident in any property owned or leased by Trent & Dove, who is also involved in delivering and/or scrutinising Trent & Dove’s activities;
 - iv) Any Director or person who was a Director (or Involved Resident) in the last twelve months; or
 - v) Businesses in which Directors, Involved Residents or their Close Relatives are directors or senior employees.
- 1.3 This Policy is closely associated with the Code of Conduct for Executive and Non-Executive Directors and should be read in conjunction with this.
- 1.4 Trent & Dove must ensure that the receiver of any payment or benefit is not treated more favourably because of their connection with Trent & Dove. Any Director, committee member or Involved Resident with a conflict of interest should play no further part in the discussion (leaving the room if required) and refrain from voting on the matter.
- 1.5 Decisions associated with the Probity Policy must be minuted, including details of payment or benefit granted. The minutes will be kept in a separate public register which will be inspected annually by the Audit Committee.
- 1.6 The audit committee will be responsible for conducting an annual assessment of the effectiveness of the Probity Policy and reporting their findings to the Board.

2. Purpose

- 2.1 The purpose of this Probity Policy is to:
- i) ensure that Trent & Dove maintains the highest standards of probity in all its dealings;
 - ii) maintain the good reputation of Trent & Dove and that of the Housing Sector;
 - iii) ensure the sector is not brought into disrepute; and

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- iv) ensure that Trent & Dove maintains a register that will record and be reviewed on an annual basis all declarations of interest for both members of the board and all employees.

3. Declarations of Interests

- 3.1 Trent & Dove shall maintain a formal register of the interests of Directors, committee members, Involved Residents and employees. Disclosure shall be made regarding their employment, positions of public responsibility (including if they are an elected member of a local authority), membership (including board and committee membership) of other Registered Providers or voluntary agencies and any financial interest that they may have relating to the work of Trent & Dove.
- 3.2 On appointment, every Non-Executive Director and employee will be expected to sign an initial declaration for the register and thereafter update it annually or more frequently as and when relevant interests arise.
- 3.3 The register of interests will normally be available for public inspection, unless there is a good reason for confidentiality.
- 3.4 Directors, committee members and Involved Residents shall pay meticulous attention to declaring any actual or potential conflicts of interest as they arise, affecting either them personally or their Close Relatives or Close Associations. They must declare to the Chair of a meeting any financial or non-financial interests that they consider could bring about conflict with the interests of Trent & Dove. The Director, committee member or Involved Resident should play no further part in the discussion (leaving the room if required) and refrain from voting on the matter.
- 3.5 Where an interest is declared in accordance with the above at any meeting of a committee, scrutiny panel or the Board, the declaration must be recorded in the minutes of that meeting and then separately in a book held specifically for this purpose.
- 3.6 If in doubt the Director, committee member or Involved Resident should seek advice from the Chair or Chief Executive. Employees should seek advice from the Chief Executive.
- 3.7 A Director, committee member or Involved Resident having a pecuniary interest in the tenancy of a house belonging to Trent & Dove may take part in discussion of housing matters and may vote on such matters. However, resident Directors, committee members or Involved Residents should regard matters specifically concerning their individual circumstances as clear and substantial conflict, which should be declared in the normal way.
- 3.8 Directors, committee members or Involved Residents having an interest in a financial subsidy scheme should also regard matters specifically concerning their individual circumstances as clear and substantial conflict, which should be declared in the normal way.
- 3.9 A Director should resign if there is any business interest relating to the work of Trent & Dove which directly or indirectly gives continuing personal advantage. If a Director considers that another Director has such an interest, there is an implied duty to raise it with the Chair of the meeting or the Chief Executive.

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- 3.10 Where a Director, committee member or Involved Resident is present at a meeting which is discussing an item which poses a conflict of interest, the interest should be declared. If the interest is clear and substantial (the Chair or Chief Executive will advise) the Director should withdraw from the meeting and take no part in the discussion.
- 3.11 Any Director, committee member or Involved Resident who has a direct or indirect pecuniary interest in any contract or proposed contract should disclose the fact and neither take part in the consideration nor vote on any question with respect to the contract.
- 3.12 The requirement to declare an interest shall not apply to an interest in a contract or other matter which a Director, committee member or Involved Resident may have as a council payer or inhabitant of an area or as an ordinary consumer of gas, electricity or water.
- 3.13 In the case of married persons living together the interest of one spouse shall, if known to the other, be considered to be also an interest of that other spouse.

4. Payments to Shareholders

- 4.1 This section applies to shareholders of Trent & Dove, people who have been shareholders at any time, their Close Relatives and companies of which any of these people are directors.
- 4.2 Section 122 of the Housing and Regeneration Act 2008 restricts Trent & Dove from making any gift or paying any dividend or bonus to any of the people listed in paragraph 4.1 above.
- 4.3 There are exceptions to this restriction that are relevant to Trent & Dove, and they can be relied upon as long as these gifts or payments are also permitted by Trent & Dove's Rules:
- payments of interest due on capital lent to Trent & Dove or subscribed in its shares; or
 - payments for the benefit of tenants to assist them to obtain other accommodation by acquiring the freehold, or long-leasehold, interest in a dwelling.
- 4.4 If a payment is made in breach of paragraph 4.2 of this Policy and which does not fall within an exception in paragraph 4.3 Trent & Dove has the right under the Housing and Regeneration Act 2008 to recover the wrongful gift or payment as a debt from the recipient. The Regulator may also require Trent & Dove to take action to recover such a wrongful gift or payment.
- 4.5 The Board of Trent & Dove has made the decision that it may make gifts to Non-Executive Directors (who are also shareholders) in accordance with section 8 of this Policy, to recognise their efforts as Directors, rather than in recognition of their role as shareholders.

5. Payments to Directors and Involved Residents

- 5.1 This section applies to any Director and, where specified, any Involved Resident:

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(a) Remuneration

- 5.2 Trent & Dove only allows payments and benefits to Directors under individual contracts for services with Directors (where Board remuneration is in place) or as permitted by this Probity Policy and Trent & Dove’s adopted Code of Governance.
- 5.3 Such payments and benefits shall only be for services carried out as a Director and not for additional services provided to Trent & Dove from time to time (which are generally prohibited).
- 5.4 Remuneration decisions relating to all Directors will be made by the Remuneration Committee [Governance Committee] of the Board in accordance with Trent & Dove’s published policies on remuneration.
- 5.5 Trent & Dove will make remuneration decisions transparently and fairly, in accordance with Trent & Dove’s Rules and remuneration policies from time to time.

(b) Expenses

- 5.6 To assist in the proper performance of their duties, Trent & Dove may reimburse Directors and Involved Residents for reasonable expenses legitimately incurred in the course of their duties, in accordance with Trent & Dove’s policies relating to expenses and allowances. In claiming expenses, Directors and Involved Residents should consider whether it is appropriate to do so – for example, if there are two Directors travelling to a meeting together, it would not be expected that both Directors would claim travel expenses.
- 5.7 It is the responsibility of individual Directors and Involved Residents to declare such expenses to the tax authorities as and when required.
- 5.8 Directors and Involved Residents must follow the appropriate procedures prescribed by Trent & Dove in claiming or reclaiming any expenses they have incurred from time to time.
- 5.9 Trent & Dove is under no obligation to pay or repay any expenses claimed by a Director or Involved Resident who is unable to produce appropriate receipts or other evidence that they have been incurred.
- 5.10 Any disputes or disagreements about expenses from time to time will be determined by the Chair of the Board in his or her absolute discretion, unless the Director in question is the Chair, in which case the Vice-Chair will determine the decision.

(c) Indemnity

- 5.11 In line with its Rules, Trent & Dove will indemnify any Director against specified expenses in connection with any civil or criminal proceedings in relation to the association or application for relief from liability for negligence, default, breach of duty or breach of trust in relation to Trent & Dove as long as the officer is not found guilty or judgement is given against him or her. Trent & Dove may obtain indemnity insurance for Directors.

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6. Payments to Employees

(a) Remuneration

- 6.1 Trent & Dove may make payments of remuneration to employees where such payments are due under a contract of employment or are otherwise made in accordance with this Policy from time to time.
- 6.2 Remuneration decisions relating to the Executive Team will be made by the Remuneration Committee [Governance Committee] of the Board in accordance with the Trent & Dove's published policies on remuneration.
- 6.3 Trent & Dove will make remuneration decisions transparently and fairly, in accordance with Trent & Dove's Rules and Trent & Dove's remuneration policies from time to time.

(b) Expenses

- 6.4 To assist in the proper performance of their duties, Trent & Dove may reimburse reasonable expenses legitimately incurred by employees in the course of performing duties, in accordance with Trent & Dove's policies relating to expenses and allowances.

(c) Other Employment Benefits

- 6.5 Trent & Dove may only grant benefits of any description to employees where such benefits are permitted under his/her/their contract(s) of employment or are otherwise in accordance with this Policy or are approved by the Trent & Dove Board.

(d) Bonuses

- 6.6 Trent & Dove may make bonus payments to employees in accordance with the relevant employee's contract of employment and/or Trent & Dove's remuneration policies approved by the Trent & Dove Board from time to time, and where such bonus payments do not unintentionally encourage employees to ignore bribery and corruption risks.
- 6.7 Where a bonus payment is proposed which is not in accordance with the employee's contract of employment or an established remuneration policy of Trent & Dove, it must be approved by the Board. In deciding whether to approve such a bonus payment, the Board must consider doing so only on evidence of exceptional performance or in exceptional circumstances and any such payment must not be paid if it would encourage bribery and corruption risks to be ignored.
- 6.8 By virtue of section 122 of the Housing and Regeneration Act 2008, bonuses must not be paid to any employee who is also a shareholder or Close Relative of a Member.
- 6.9 Any bonus payments will be made in accordance with comparable levels in the sectors and with regard to Trent & Dove's obligations as a registered provider of social housing.

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(e) Severance, redundancy and settlement of employment disputes

- 6.10 For the purpose of this Policy, payments in relation to severance and the settlement of employment disputes shall include out of court settlements in relation to cases referred to, or with the potential to be referred to, an Employment Tribunal.
- 6.11 Trent & Dove may make reasonable and fair severance, redundancy and settlement of dispute payments to employees in accordance with its policies.
- 6.12 Decisions as to severance, redundancy and settlement of disputes payments to employees shall be made in accordance with Trent & Dove's redundancy and severance policies by the Executive Team within delegated authorities and by the Trent & Dove Board for amounts in excess of delegated authorities; save for those proposed to be made to Executive Team Members, which shall be made by the Trent & Dove Board.
- 6.13 In making a decision as to what is a reasonable and fair level of payment under paragraph 6.12 above, the following considerations shall be taken into account:
- the total level of payment due to the employee contractually, including pension and notice requirements;
 - advice from an independent legal advisor and any other suitably qualified persons, if required;
 - any relevant statutory formula;
 - any published policies of Trent & Dove;
 - any relevant guidance on best practice;
 - information on comparable payments made in the sector (if available);
 - the employee's conduct, length of service and reasons for departure; and
 - potential risks to Trent & Dove (either by making or not making a payment), including, in relation to out of court settlement payments for employment disputes, the claim's prospects of success, the potential legal costs of defending a matter and the effect on Trent & Dove if settlement is not made.
- 6.14 As appropriate, the terms of any severance or settlement of dispute payment may be included within a properly drawn up settlement agreement or similar document.
- 6.15 Trent & Dove will exercise particular care to avoid any suggestion of rewarding failure or misconduct in cases where management failings and/or poor performance or conduct of individual employees have resulted in the departure of the employee concerned.
- 6.16 Any non-contractual payment proposed to be made by Trent & Dove to an employee must be approved by the Chief Executive for employees who are not members of the Executive Team, and by the Chair of the Trent & Dove Board for the Executive Team.
- 6.17 Any non-contractual payments made will then be reported to the Trent & Dove Board in accordance with the requirements of Trent & Dove's Standing Orders and Financial Regulations.

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7. Benefit Schemes

- 7.1 From time to time Trent & Dove may put in place or arrange to participate in benefit schemes for its employees, Directors, committee members, Involved Residents and/or tenants with external organisations where such benefits do not require any payment from Trent & Dove or any expectation of a business relationship to commence based on the fact the benefit is being provided; such as discount cards for external retail and leisure organisations.
- 7.2 Where such benefit schemes are in place, Trent & Dove will publish information about the benefit schemes in accordance with its policies.
- 7.3 No preferential treatment shall be given to any external organisation offering such a benefits scheme to the Trent & Dove's employees, Directors, committee members, Involved Residents and/or tenants. There must be no risk of such a benefit being seen as a bribe.

8. Ex Gratia Payments and Grant of Benefit in Support for Social or Welfare Purposes

- 8.1 Ex gratia payments are, for the purposes of this Policy, defined by two separate classes of payment:

- Token gifts or payment to staff or Non-Executive Directors up to a value of £150 per person per year; and
- Corporate events providing hospitality or entertainment specifically for employees or Non-Executive Directors. In this category there is a limit of £50 per person for an individual event and an overall limit of £250 per person per year.

(a) Token Gifts/Payment

- 8.2 Trent & Dove will decide the amounts and type of rewards offered on an individual basis within the limit set out above. This could include:

- Token payments-perhaps in the form of vouchers- for staff who have made a special contribution, done extra work or been involved in a high profile project;
- A gift to an employee or Non-Executive Director to mark a corporate anniversary; or
- Health incentives such as rewards for giving up smoking or for losing weight.

- 8.3 The annual limit of £150 may be granted as a single payment or as two or more smaller ones. The limit should not be seen as the norm but as one that can, for example, be used to provide a generous present for a departing employee with significant service or for two awards for separate circumstances being made to the same person.

(b) Corporate Events

- 8.4 Trent & Dove has deemed that the limits defined above are separate and additional to the limits determined for gifts/payments. This ensures that staff/Non-Executive Directors in receipt of the maximum token award would still be able to attend the celebratory event organised to recognise the achievement.

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- 8.5 Events include those put on as a social occasion mainly for the benefit of employees and/or the Board. If a few tenants or other stakeholders have been invited to the event, costs involved in hospitality for them should be subtracted before calculating the amount spent on the relevant Directors and/or employees.
- 8.6 Corporate functions, to which other stakeholders are invited and employees and/or Directors are expected to attend as part of their ambassadorial duties should not be included in the calculation of this annual limit.
- 8.7 The annual limit of £250 is not a norm, but should allow a Director to attend more than one event a year. No restrictions apply to employees and/or Non-Executive Directors who have left the organisation within the previous 12 months.
- 8.8 Trent & Dove's Board will receive an annual report detailing with both the rewards and events paid for under this section of the Probity Policy and the total cost to Trent & Dove during the year.

9. Housing Accommodation

9.1 This section deals with accommodation defined in the following ways:

- Housing of employees and their relatives
- Housing of Non-Executive Directors and their relatives

(a) Housing of employees and their relatives:

9.2 Trent & Dove will provide accommodation to its employees, former employees and their Close Relatives provided:

- They meet the relevant allocations criteria for the property in question;
- That the request receives exactly the same consideration as any other applicant; and
- That the employee has no involvement or influence over the allocation.

9.3 Care shall be taken throughout to demonstrate that the applicant is receiving fair treatment.

9.4 Accommodation shall not be offered with the job unless it is necessary for the post holder to carry out his or her duties properly-for example, as a warden or caretaker. In such cases Trent & Dove will deal with this specifically through the contract of employment.

9.5 Trent & Dove shall exercise extreme care in the way that housing management and neighbourhood issues are dealt with in order to minimise the perception that the tenant employee may be treated more favourably.

(b) Housing of Non-Executive Directors and their relatives:

9.6 Trent & Dove will provide accommodation to its Non-Executive Directors and their Close Relatives only where:

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- They meet the relevant allocations criteria for the property in question;
- That the request receives exactly the same consideration as any other applicant; and
- The Director has no involvement or influence over the allocation.

(c) Financial Subsidy Schemes

9.7 Trent & Dove will allow both Non-Executive Directors and employees who are tenants of the association to benefit from financial subsidy schemes, provided they meet the published criteria.

10. Employment

10.1 Trent & Dove will carry out all recruitment processes in a way that is rigorous, transparent, fair and in accordance with prevailing Trent & Dove policies.

10.2 Trent & Dove may employ persons who are Close Relatives or Close Associations of Directors, employees or Involved Residents and re-employ former employees or those engaged as self-employed contractors provided that:

- They are selected as the best candidates following a full and fair recruitment process in accordance with the principles of equal opportunities and following established good practice;
- Any person with a relevant interest has no involvement in the recruitment and selection process.

11. Payment to Businesses Trading for Profit in the Management of which Trent & Dove’s Employees or Officers are Directly Concerned

11.1 Trent & Dove may make payments or grant benefits to a business trading for profit in which Trent & Dove has significant interest and where Directors are directly concerned in the management of the business, eg. First Housing. In this instance Executive Directors of Trent & Dove serve as Non-Executive Directors of the subsidiary company.

11.2 This arrangement is subject to Trent & Dove's involvement with the business trading for profit has the objective of furthering Trent & Dove's social housing objectives in one of the following ways:

- Directly through activities of a joint venture related to the provision of social housing;
- Indirectly by investing in the business with a view to generating a return for Trent & Dove which is re-invested; or
- Complimentary activities.

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12. Other Payments

- 12.1 Any payments made or benefits granted to Directors, committee members, Involved Residents or employees which are not set out as approved within this Policy must be separately approved in accordance with Trent & Dove's policies and Standing Orders and Financial Regulations.

13. Bribery Prevention

- 13.1 Trent & Dove wishes to carry out its business transparently and fairly and therefore operates a zero tolerance policy towards bribery by its Directors, committee members, Involved Residents, employees, contractors, agents and other associated persons. Incidences of bribery could lead to Trent & Dove's reputation being damaged and also lead to deterioration in its relationship with its tenants, customers, business colleagues and other stakeholders. Trent & Dove is committed to avoiding working with other organisations or individuals who do not commit to doing business without bribery.
- 13.2 Any gifts or hospitality should be given or received in accordance with the Gifts and Hospitality Policy. Directors, committee member, Involved Residents and employees should generally not receive or offer hospitality and gifts from or to persons or organisations that may be in a position to benefit from actions or decisions taken by Trent & Dove. Hospitality or gifts cannot be given or received if done so with the intention of influencing someone to give Trent & Dove business, influencing Trent & Dove to award business or to reward the provision or retention of business or business advantage.
- 13.3 Gifts should not be offered to, or accepted from, Government officials or representatives, or politicians or political parties, without the prior approval of the Company Secretary. Gifts or hospitality should never be given, promised or offered to a Government official, agent or representative to expedite or "facilitate" a routine procedure (e.g. to speed up a planning application).
- 13.4 Any hospitality or gifts offered or received should be declared appropriately. Unofficial payments or "kick backs" should not be offered or accepted under any circumstances.
- 13.5 Trent & Dove only makes charitable donations that are legal and ethical. No donation should be offered or made without the prior approval of the Company Secretary. In making charitable donations there will be an assessment of whether it would be appropriate to make such a donation under a formal grant agreement. Trent & Dove does not make political donations.
- 13.6 Directors, Involved Residents, committee members and employees will receive training on anti-corruption measures and the requirements of this Policy, and all new Directors Involved Residents, committee members and employees will receive anti-bribery training as part of their induction.
- 13.7 Trent & Dove has implemented a range of anti-bribery procedures including a protection procedure for confidential reporting of bribery. These procedures are described in the following policies:

- Gifts and Hospitality Policy
- Anti Fraud and Corruption Strategy
- Whistle Blowing Policy

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- Standing Orders
- Financial Regulations
- Procurement Strategy
- Code of Conduct (All Directors and Staff)

13.8 Evidence that a Director, committee member, Involved Resident or employee has breached the anti-bribery procedures noted above will be viewed as a disciplinary matter. Action will be taken in accordance with Trent & Dove's Rules and staff disciplinary procedures.

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