

POLICY TITLE:	Whistleblowing
POLICY REFERENCE NUMBER:	45 (Lotus Notes Policy Number)

POLICY OWNERSHIP:	
Business Area	Human Resources
Department Responsible	Human Resources
<i>Policy Owner</i>	UK HR Manager

POLICY IMPLEMENTATION DATE:	July 2014
POLICY REVIEW DATE:	September 2019



1. POLICY STATEMENT

It is important to Scott Bader that any fraud, misconduct or wrongdoing by colleagues is reported and properly dealt with. Scott Bader therefore encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run. This policy sets out the way in which individuals may raise any concerns that they have and how those concerns will be dealt with.

2. RATIONALE

Group Policy & Procedure.

2.1 UK law provides protection for colleagues who raise legitimate concerns about specified matters. Similar laws apply in other countries from which Scott Bader operates. This policy extends those protections to all colleagues. These are called "qualifying disclosures". A qualifying disclosure is one made in the public interest by a colleague who has a reasonable belief that:

- a criminal offence;
- a miscarriage of justice;
- an act creating risk to health and safety;
- an act causing damage to the environment;
- a breach of any other legal obligation; or
- concealment of any of the above;

is being, has been, or is likely to be, committed. It is not necessary for the colleague to have proof that such an act is being, has been, or is likely to be, committed - a reasonable belief is sufficient. The colleague has no responsibility for investigating the matter - it is Scott Bader's responsibility to ensure that an investigation takes place.

2.2 A colleague who makes such a protected disclosure has the right not to be dismissed, subjected to any other detriment, or victimised, because he/she has made a disclosure.

2.3 Scott Bader encourages colleagues to raise their concerns under this procedure in the first instance. If a colleague is not sure whether or not to raise a concern, he/she should discuss the issue with his/her line manager or the HR department. If he/she does not feel able to do so and requires further support or advice a colleague representative (of the Members Assembly or local Council) may be approached in confidence.

2.4 The protections for "qualifying disclosures" outlined in Section 2.1 of this policy will also apply where colleagues use this procedure to report other matters of serious wrongdoing.

This policy applies to all colleagues of Scott Bader. The definition of colleague for the purpose of this policy and procedure includes other individuals performing functions in relation to Scott Bader, such as agency workers and contractors. The terms colleague, worker and individuals are used interchangeably within this policy and procedure.



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Whistleblowing – Policy & Procedure

1 General Guidelines

1.1 Principles

Scott Bader is committed to the highest possible standards of openness, probity and accountability. In line with that commitment we expect colleagues, and others that we deal with, who have serious concerns about any aspect of the organisations work to come forward and voice those concerns. Colleagues should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of. Through this policy Scott Bader therefore encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run.

This procedure is for disclosures about matters other than a breach of a colleague's own contract of employment. If a colleague is concerned that his/her own contract has been, or is likely to be, broken, he/she should use the Scott Bader grievance procedures.

1.2 Confidentiality

Any matter raised under this procedure will be investigated thoroughly, promptly and confidentially, and the outcome of the investigation reported back to the colleague who raised the issue.

Scott Bader will not, without the whistleblower's consent, disclose the identity of a whistleblower to anyone other than a person involved in the investigation/allegation. However, if the allegation results in court proceedings then the whistleblower may have to give evidence in open court if the case is to be successful.

1.3 No Victimisation

No colleague will be victimised for raising a matter under this procedure. This means that the continued employment and opportunities for future promotion or training of the colleague will not be prejudiced because he/she has raised a legitimate concern.

Victimisation of a colleague for raising a qualified disclosure will be a disciplinary offence.

An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, colleagues should not agree to remain silent. They should report the matter to a Group Director or the Group Head of Human Resources.

1.4 Untrue Allegations

No disciplinary or other action will be taken against a whistleblower who makes an allegation in the reasonable belief that it is in the public interest to do so even if the allegation is not substantiated by an investigation. However, maliciously making a false allegation is a disciplinary offence.

2 Procedure

2.1 Scope

This procedure applies to, but is not limited to, allegations about any of the following:

- Conduct which is an offence or breach of the law;
- Alleged miscarriage of justice;
- Serious Health and Safety risks;
- Possible fraud and corruption;
- Sexual, physical or verbal abuse, or bullying or intimidation of colleagues, customers or service users;
- Abuse of authority;
- Other unethical conduct (especially breach of Group Code of Business Standards).

2.2 Making an Allegation

- (1) In the first instance any concerns should be raised with the colleague's line manager. If he/she believes the line manager to be involved, or for any reason does not wish to approach the line manager, then the colleague should proceed straight to stage (2) or stage (3) for anonymous allegations.
- (2) If the colleague is concerned that his/her line manager is involved in the wrongdoing, has failed to make a proper investigation or has failed to report the outcome of the investigations to the Group Executive, the whistleblower may then make an allegation directly to any of the following: Group Chief Financial Officer, Group Head of Human Resources or Group Control and Compliance Manager.
- (3) This procedure encourages whistleblowers to put their name to an allegation wherever possible as anonymous allegations may often be difficult to substantiate/prove. However, if the colleague does not wish to approach the Management, he/she can raise their anonymous concern directly to the Chair of the Group Audit Committee (Non-Executive Director) via e-mail whistleblower@scottbader.com, via phone +44 (0) 7825 992754 or via WhatsApp account registered under the above telephone number.
- (4) Whether a written or oral report is made it is important that relevant information is provided including:
 - The name of the person making the allegation and a contact point (if not anonymous).
 - The background and history of the allegation (giving relevant dates and names and positions of those who may be in a position to have contributed to the allegation);
 - The specific reason for the allegation. Although someone making an allegation will not be expected to prove the truth of any allegations, they will need to provide information to the person they have reported to, to establish that there are reasonable grounds for the allegation.

2.3 Action on Receipt of an Allegation

The line manager will record details of the allegation gathering as much information as possible, (within 5 working days of receipt of the allegation) including:

- The record of the allegation:
- The acknowledgement of the allegation;
- Any documents supplied by the whistleblower

He/she will ask the whistleblower for his/her preferred means of communication and contact details and use these for all communications with the whistleblower in order to preserve confidentiality.

The line manager will immediately pass the issue and all gathered information to any of the following: Group Chief Financial Officer, Group Head of Human Resources or Group Control and Compliance Manager, who will assign an investigator.

Any investigation will be carried out in accordance with the principles set out above. The colleague's statement will be taken into account, and he/she will be asked to comment on any additional evidence obtained.

The investigator will then report to the Group Executive, via the Group Chief Financial Officer (in his role as Company Secretary) or Group Head of Human Resources, which will take any necessary action, including reporting the matter to the Group Board and any appropriate government department or regulatory agency. If disciplinary action is required, the investigator will report the matter to the Human Resources Department and start the disciplinary procedure.

The investigation should be finalised within a month from the allegation, or, in other case, colleague need to be informed about the encountered delays.

On conclusion of any investigation, the colleague will be told the outcome of the investigation and what the Group Executive has done, or proposes to do, about it. If no action is to be taken, the reason for this will be explained.

If on conclusion of the above stages the colleague reasonably believes that the appropriate action has not been taken, he/she should report the matter to the proper authority. The legislation sets out a number of bodies to which qualifying disclosures may be made. The relevant UK bodies include:

- HM Revenue & Customs;
- the Financial Services Authority;
- the Office of Fair Trading;
- the Health and Safety Executive;
- the Environment Agency;
- the Director of Public Prosecutions; and
- the Serious Fraud Office.

Reports may be made to comparable bodies outside the UK.

2.4 Monitoring

A Register will be maintained by the Group Control and Compliance Manager reporting the following details:

- The name and status (e.g. colleague) of the whistleblower;
- The date on which the allegation was received;



- The nature of the allegation;
- Details of the person who received the allegation;
- Whether the allegation is to be investigated and, if yes, by whom;
- The outcome of the investigation;
- Any other relevant details.

The Register will be confidential and only available for inspection by the Audit Committee.

The Group Chief Financial Officer will report annually to the Audit Committee on the operation of the Procedure and on the whistleblowing allegations made during the period covered by the report. The report will be in a form which does not identify whistleblowers.

3. RESOURCE IMPLICATIONS

There are no resource implications regarding the implementation of this policy.

4. REFERENCES/LINKS/CONSULTATION

The following UK Legislation applies:

Public Interest Disclosure Act 1998

Employment Rights Act 1996

Parliamentary Assembly Resolution 1729 (2010) Protection of “whistle-blowers”

Public Interest Disclosure (Northern Ireland) Order 1998

5. LEGAL COMPLIANCE STATEMENTS

At the time of ratifying this policy, the policy owner was satisfied that this document complies with all the relevant legislation

Under this policy no person will be treated less favourably because of race, colour, nationality, ethnic or national origin, disability, gender, marital or parental status, age, religion or belief, sexual orientation, proposed or actual gender re-assignment, economic group, employment status, staff association or trade union membership, or any other condition which cannot be shown to be wholly justified in relation to employment with Scott Bader.

Checked		
	Yes	Name & Signature
Shoosmiths Lawyers	N/A	

6. APPROVAL AT COMPANY MEETINGS

This policy requires approval by the Members Assembly and Group Board.

Meeting	Date of meeting	Post-holder Responsible
Members Assembly	March 2014	R Thomas/R Knight
Members Assembly	September 2019	D Watzlaw-Kost

7. IMPLEMENTATION

Following approval, it is the responsibility of the Policy Identifier to ensure that the policy is:-

Date

- circulated specifically to Scott Bader colleagues
- Ensure the policy is uploaded onto Lotus Notes

8. POLICY REVIEW DOCUMENT HISTORY

This policy is monitored by the Policy Owner and should be reviewed annually or as legislation dictates.

Any amendments to the Policy should be tracked using the table below:

Version & Date	Author	Amendment	Approval / Adoption
Original Version July 2012	Human Resources		Original Version July 2012
Draft 2 December 2013	Rich Thomas	Review and amendments following Shoosmiths legal update – October 2013	Draft 2 December 2013
Final & Approved			Final & Approved
Draft 3 – May 2014	Rich Thomas	Amendments to 1.3, 2.3, 4(2) and 4(3) from Members Assembly	Draft 3 – May 2014
Final & Approved	Rich Thomas	Approval at 22 July 2014 Members Assembly	Final & Approved
Update March 2019	Dorota Watzlaw-Kost	Amendments to formatting and points 2.2 and 2.3	Approved at 11 September 2019 Members Assembly