

# Whistleblowing (Confidential Reporting) Policy

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|------------------------------------------|--------------------------------------------------------------|
| <b>Department</b>                        | <b>Governance</b>                                            |
| <b>Policy Owner</b>                      | <b>Director (Legal and Governance) &amp; General Counsel</b> |
| <b>Approved Date</b>                     | <b>February 2025</b>                                         |
| <b>Date for Review</b>                   | <b>March 2026</b>                                            |
| <b>Approving Body</b>                    | <b>Audit &amp; Risk Committee</b>                            |
| <b>Associated Legislation/Regulation</b> | <b>UK Corporate Governance Code 2024</b>                     |
| <b>Equality Impact Assessment Date</b>   | <b>25<sup>th</sup> April 2023</b>                            |
| <b>Version Number</b>                    | <b>Version 3.5</b>                                           |

## Purpose

To ensure that all employees, (including agency and temporary workers and trainees and apprentices), agents, consultants, contractors, Non-Executive Directors and other stakeholders are able to raise, in confidence, matters of serious concern within Flagship and all its subsidiary companies.

## 1. Definition

Whistleblowing is the term used when employees, agents, consultants, contractors, Non-Executive Directors and other stakeholders report serious concerns. The whistleblowing policy can be used to report things that are illegal or if anyone at work is neglecting their duties or wilfully exceeding their duties, including:

- someone's health and safety is in danger
- damage to the environment
- a criminal offence
- the company or any person isn't obeying the law
- a miscarriage of justice
- covering up wrongdoing

Employees (including agency and temporary workers, trainees and apprentices) and contractors in particular are often the first to realise that something is seriously wrong, but the last to voice their concerns as they feel that speaking up would be disloyal or may compromise their employment.

In accordance with the UK Corporate Governance Code 2024, Flagship Housing is committed to ensuring that proper arrangements are in place to enable all members of the Board, staff and other individuals to raise serious concerns about propriety or probity in a confidential manner without concerns of breaching confidentiality or fear of reprisals. The Public Interest Disclosure Act 1998 gives full protection to any worker reporting serious concerns if that worker genuinely believes their concerns are true.

Further Government guidance on Whistleblowing is available [here](#).

This policy should be read in conjunction with the Code of Business Conduct which sets out the standards of behaviour that employees are expected to meet. All employees of Flagship Housing (including all its subsidiary companies ) and Non-Executive Directors, have a responsibility to read, understand and comply with this policy.

## 2. Reporting

1. Employees can report their concerns to their Line Manager in the first instance, if they are comfortable doing so. If any employee is uncomfortable reporting concerns to their Line Manager, the employee should make the report to any of the people or bodies listed at points 4 or 5 below. This may be the case, if for example, an employee felt that reporting the concern to their Line Manager could result in a cover up or if there was a genuine fear of reprisals.

2. If applicable, the Grievance procedure should be considered prior to resorting to any Whistleblowing action.
3. Non-Executive Directors must report concerns to the Director (Legal and Governance) & General Counsel.
4. Any individual, including any agent, consultant, contractor or other stakeholder, or any employees or Non-Executive Directors if they do not feel able to use the above steps, can report concerns to:
  - The responsible Director
  - The Governance Team - [GovernanceTeam@flagship-group.co.uk](mailto:GovernanceTeam@flagship-group.co.uk)
  - Director (Legal and Governance) & General Counsel - [edward.marcus@flagship-group.co.uk](mailto:edward.marcus@flagship-group.co.uk)
  - Chief Executive – [robert.nettleton@bromford.co.uk](mailto:robert.nettleton@bromford.co.uk) Internal Auditor – RSM: Mark Jones ([mark.jones@rsmuk.com](mailto:mark.jones@rsmuk.com)) or Suzanne Rowlett ([suzanne.rowlett@rsmuk.com](mailto:suzanne.rowlett@rsmuk.com))
  - Board Chair – [peter.hawes@flagship-group.co.uk](mailto:peter.hawes@flagship-group.co.uk)
5. If it is not appropriate to raise confidential concerns with the above-named persons, reports can be made to:
  - Audit and Risk Committee Chair and Flagship Bromford Board Non-Executive Director – [charles.hutton-potts@bromford.co.uk](mailto:charles.hutton-potts@bromford.co.uk)

Where none of these options are possible, disclosures MAY be made to an external “prescribed body” IF the person disclosing believes that:

- There will be a cover up OR;
- They would be treated unfavourably for disclosing, OR;
- They have already reported the issue internally and it has not been dealt with AND;
- Disclosure is deemed to be in the public interest.

Click [here](#) for a comprehensive list of prescribed bodies. Individuals are encouraged to seek advice before reporting a concern to anyone external.

Protect (an independent whistleblowing charity) operates a confidential helpline. Their contact details are:-

Helpline: 0203 117 2520

E-mail: [whistle@pcaw.co.uk](mailto:whistle@pcaw.co.uk)

Website: [www.pcaw.co.uk](http://www.pcaw.co.uk)

6. Individuals whistleblowing in good faith are guaranteed support and protection from reprisals or victimisation. If any person believes that they have suffered any such treatment, they should inform their Line Manager or the Director (Legal and Governance) & General Counsel.

Counsel or if they do not feel comfortable doing so, any of the contacts listed at points 4 or 5 above.

7. Concerns can be made verbally, anonymously or in writing, and will be dealt with in confidence where this is possible. Flagship cannot guarantee anonymity and confidentiality may have to be breached if it is necessary to involve outside agencies, such as the Police.
8. Any employee or Non-Executive Director whistleblowing may be accompanied to any meeting by a representative of their choice, not acting in a legal capacity.
9. All notifications will be recorded by the Governance Team on the whistleblowing register and will be reported to the Audit and Risk Committee on a regular basis.

### **3. Action**

1. The Director (Legal and Governance) & General Counsel will consult as appropriate with the Chief Executive, Executive Directors, Directors, and professional advisors as appropriate and will decide how to investigate each reported incident.
2. Where a concern or complaint is to be treated as whistleblowing, the reasons for doing so will be recorded in writing on the whistleblowing register.
3. Investigations will be conducted promptly and objectively by a suitably qualified and resourced senior manager, Internal Audit or an external body (such as the Police) as necessary and proportionate.
4. The individual raising the concern will be informed of the outcome of the investigation. If an individual is not happy with the way in which their concern has been handled, they can raise it with one of the other key contacts listed in paragraph 2 above (at points 4 or 5).
5. All cases of attempted, suspected or actual fraud will be dealt with in accordance with the Anti-Fraud & Bribery Policy.
6. No action will be taken against a person who reports concerns, in good faith, that subsequently transpire to be unfounded.
7. Deliberate abuse, or vexatious or frivolous disclosure by an employee, Non-Executive Director, agent, consultant or contractor of Flagship Housing will be treated as a disciplinary matter.
8. Employees, Non-Executive Directors or any other person must not threaten or retaliate against whistleblowers in any way. If any person is involved in such conduct they may be subject to disciplinary action.

### **4. Training Statement**

Training on this policy forms part of the induction process for all individuals who work for Flagship Housing (including all its subsidiary companies) and all Non-Executive Directors, and regular training will be provided as necessary.

## **5. EIA Statement**

An Equality Impact Assessment was undertaken for this policy on 25th April 2023 and all identified impacts have been mitigated.

## **6. Measuring Effectiveness**

The effectiveness of this policy will be measured through the following:

- Maintenance, monitoring and review of the whistleblowing register.
- Whistleblowing incidents being reported to ARC.

## **7. Review Period**

This policy is updated as required and formally reviewed every three years by Director (Legal and Governance) & General Counsel. In addition, it is reviewed annually by the Audit and Risk Committee