

Luwings

Board Handbook

May 2021

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Introduction

Being a Member of Council is a demanding yet rewarding role and whilst the terminology is slightly different, it is in fact the same as being a Director of a thriving commercial business. During your time on the Council you, and your fellow Directors, are responsible for the leadership of the Luing Cattle Society; the strategy, the direction of travel, the continued success of Luing as a breed and ultimately the commercial business of the Society.

To be effective, Directors require a clear understanding of their role, both individually and collectively with their Board colleagues, and they need comprehensive knowledge of good Board practice. The purpose of this Handbook is to provide straightforward guidelines against which any Director or the Board collectively can check that the governance of the business and ensure it conforms to good practice.

Governance concerns the way all businesses are directed and controlled and is therefore central to the work of the Board. The Board's role is one of leadership, and it is incumbent on each Director to act in the best interests of the Society at all times; not representing any special group of Members or stakeholders. Each Director, once they have accepted the role on the Council has a legal responsibility to uphold standards of governance not only in the best interests of the organisation but also on behalf of the Members, and it is with this in mind that this Handbook has been developed – a guide, a code of conduct, and a reminder of key facts and policies that you may need during your time on the Council.

Neil McGowan
Chairman

The Director's Contract

Directors have legal responsibilities to Members, creditors and to other individuals affected by their activities. This applies irrespective of the size or type of company.

As Directors of the Luing Cattle Society you are obliged to adhere to the Rules, Regulations and byelaws of the organisation including the Policies established within this Handbook. These documents combined provide us with a strong governance framework which, as guardians of the Society, should give comfort both to us and the Members that the Society is being managed effectively.





Director Responsibilities

Collectively, the Board of Directors are responsible for strategically directing the business. Individually, each Director has a number of personal responsibilities to secure the future of the business.

These responsibilities include:

- To respect and maintain Board confidentiality at all times.
- To regularly attend Board meetings.
- To request and encourage the uptake of professional standards for and across the Board.
- To devote sufficient time and effort to the business in terms of:
 - Strategic thinking, proactive industry engagement, good meeting preparation, open-mindedness, commercial and financial acumen, and understanding of governance and legal responsibilities.
- To proactively increase their knowledge and skills, relative to the role and the industry sector through training and personal development.
- To declare any conflict of interest that may arise, and to effectively separate personal business interests from the collective.
 - This includes, working for the business as a whole, not on behalf of their own business or a small select group of Members.
- To participate actively in the business of the Board positively, including constructively challenging colleagues for the betterment of the business.
- Not interfering with internal staff matters or issues.
- To act as an ambassador for the business at all times.
- To support Board decisions fully once they are agreed, even if you dissent. Boards work on the principle of collective responsibility and resignation is the only option for Directors who cannot support majority decisions on strategic or other important issues.
- To act honestly, in good faith and within the law at all times.

The Role of the Board

Establishing Purpose, Vision and Values

- Be clear what the business is supposed to achieve for its Members.
- Sustain a common purpose and vision for Members and staff.
- Set goals to be achieved.
- Determine the business values and policies.

Setting Strategy and Structure

- Review the business and the environment that it operates within.
- Review the strategic options available, select those to be followed and decide how they will be implemented and resourced.
- Ensure the chosen strategies are effectively implemented and associated risks are properly identified and managed.
- Ensure the structure and capability of the business are appropriate for the chosen strategy.

Exercising Accountability

- Ensure that policies and plans are implemented and reviewed regularly.
- Ensure that internal controls are effective.
- Ensure the Members are aware of the strategy and performance to secure their support.
- Understand and account for the interests of Members and other stakeholders.

Code of Conduct

All members of the Board of Directors is expected to comply with the following code of conduct:

1. The Director should act honestly, in good faith and in the best interest of the organisation as a whole.
2. The Director has a duty to use reasonable care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. The Director should use the powers of office for a proper purpose and in the best interests of the organisation as a whole.
4. The Director should recognise that the primary responsibility is to the Company as a whole but may, where appropriate, have regard for the interest of other stakeholders of the Company, as long as these interests do not present a conflict of interests.
5. The Director should not make improper use of information acquired as a result of their role.
6. The Director should properly manage any conflict with the interests of the Company, including any personal conflicts.
7. The Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
8. Confidential information received by the members in the course of the exercise of directorial duties remains the property of the Company from which it was obtained. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.
9. The Director should not engage in conduct likely to bring discredit upon the Company.
10. The Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Board Behaviours

What are the demonstrable traits of good and bad Boardroom behaviours?

Good Behaviour – Directors will:

- Take personal responsibility for their actions and decisions.
- Have a strong sense of self-esteem and confidence while remaining humble.
- Interact with others and make decisions with integrity and honesty.
- Be in control of their emotions and personal habits.
- Have attitudes that are helpful, productive, and constructive.
- Champion Board decisions, whether originally in favour or not.
- Consistently demonstrate discretion, confidentiality, unity, and responsibility.
- Will not fail to challenge management but will do so in a way that is constructive and respectful.
- Will constructively challenge colleagues whose behaviours fall below expectations or are proving disruptive to the Board overall.
- Promote the Board and the organisation.
- Seek to understand other viewpoints so as to make the best decision for the organisation.
- Be trustworthy.

Bad Behaviour – Directors will:

- Ignore the basic premise of collective responsibility.
- Make excuses for a myriad of failures (being late, not being prepared, not attending meetings etc).
- Be preoccupied with themselves and their own agenda, or the agenda of a particular group of Members or stakeholders.
- Easily take offense.
- Become defensive if their position, point of view or perspective is challenged in any way.

- Attempt to manipulate others in order to get their way.
- Keep score in order for them to “win”, rather than ensuring a “win” for the organisation.
- Blame others for their own failures.
- Deal poorly with conflict by acting out emotionally (anger, frustration, accusation, blaming others etc).
- Criticizing anything that is not what they want.
- Experience difficulty listening to others, preferring to hear their own voice above all others.
- Fail to provide reasoning that takes into account all viewpoints.

"Quiet people have the loudest minds"

~ Stephen Hawking

"Behaviour is the mirror in which everyone shows their image"

~ Johann Wolfgang von Goethe

Confidentiality

As part of a Director's role, they will have access to confidential information about the organisation and staff. As such, the Director agrees to accept the following restrictions:

1. The Director shall not (except in the proper course of their duties) either during their term of office or at any time after the cessation of their role, use or disclose to any person, Member or Company (and shall use every effort to prevent the publication or disclosure of) any confidential information.

This restriction does not apply to:

- a. Any use or disclosure authorised by the Company or required by law;
or
 - b. Any information which is already in, or comes into, the public domain otherwise than through the Directors' unauthorized disclosure.
2. All documents, manuals, hardware, and software provided for the Director's use by the Company, and any data or documents (including copies) produced, maintained, or stored on the Company's computer systems or other electronic equipment (including mobile phones provided by the Company), remain the property of the Company.
 3. The Director warrants that any person to whom confidential information has been disclosed by the Director shall be subject to the same obligations and shall enter into a suitable confidentiality agreement in a form approved by the Company, or insofar as this is not reasonably practicable, the Director warrants that it shall procure that any such person is made aware of such obligations.

4. Unless otherwise declared by the Board at the start of a Board meeting, all conversations had within the Board meeting are strictly confidential and should not be discussed out with the Board meeting with any individual not a Director.

In order for Boards to function effectively, Directors must feel comfortable expressing their views in the boardroom on organisational matters honestly and freely, without concern that their conversations will be made public.

5. Where a Director is in receipt of information or becomes aware that confidential information has been shared with third parties, he or she should make the Chairman aware of the fact.
6. To maintain confidentiality or when discussing sensitive topics such as salaries, performance, or disciplinary actions, it may be appropriate for the Board to hold an 'in camera' session. A meeting without the presence of staff or other post holders to ensure confidentiality is maintained.

"When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed"



The Role of the Chairman

Key Purpose of the Role

The Chairman is responsible for the leadership of the Board and should ensure that the Board is in effective control of the Society's affairs and is alert to its obligations to its Members.

Over-arching Responsibilities

The Chairman should ensure that at all times the strategy of the Society is consistent with its purpose and objectives and in line with the values and principles of the Society.

The Chairman should act as the primary link between the Board and the Secretary. They should promote and maintain effective working relationships amongst themselves, the Secretary, and the Board as a whole; administering Board processes, ensuring protocols are followed and standards of governance adhered to.

The Chairman should encourage the active engagement and participation of all members of the Board enabling discussion and challenge as appropriate.

Continuous professional development should be encouraged by the Chairman to ensure that all members of the Board have the knowledge and skills to fully participate in all aspects of Board responsibilities, particularly in the areas of governance, risk management and financial management. Alongside this, the Chairman should encourage third parties to support and guide the Board in areas of weakness – to not only ensure the Board remain effective but to train and/or coach Board members for the future.

The Chairman should ensure that members of the Board are given one-to-one feedback on an annual basis regarding their contribution and effectiveness in their role. The purpose of the meeting is to ensure views about Board and

individual development are identified, individual aspirations are considered, and any other ideas and suggestions are captured.

The Chairman should effectively manage Board meetings to ensure all Board members are contributing equally and that no one voice is louder. In this responsibility, the Chairman should also call-out poor Board behaviours and efficiently manage them to ensure the Boardroom is a pleasant place for all.

The Chairman should ensure fairness and transparency of Board processes and should encourage succession planning so as to remove old practices of shoulder tapping and provide an equal playing field. Alongside this, the Chairman should lead the Board in encouraging diversity in Board appointments and should look for opportunities of developing and preparing new talent for Board positions in the future.

The Chairman should ensure that the Board as a whole understands its legal responsibilities and that each Director has a firm understanding of good Board governance.

The Chairman should lead by absolute example in all behaviours and conduct. They should effectively separate personal and collective interests; lead with a positive attitude and openness to new ideas; seek personal development to better themselves on the Board; and take an active role in steering the Board.

Board Committees

Key Purpose

The Board should establish Committees to work on specialist aspects of its remit in order that it can be provided with sufficient information and ensure that it is able to carry out its role effectively.

Key Principles

Individuals should be selected to serve on Committees having regard to their experience and qualifications.

Only members of a Committee, and the Secretary or the person(s) servicing that Committee have the right to attend that Committee's meetings. However, other individuals such as the Chairman or external advisor may be invited to attend for all, or part of, any meeting as and when appropriate.

Committees operate under the delegated power of the Board. In the case of disputes, decisions made by the Board must override those of any Committee.

Governance

It is important that the Board regularly reviews the standards of governance for each Committee:

- The Board should regularly review the work, structures, composition, and terms of reference of its Committees.
- Committee membership should be frequently reviewed so that undue reliance is not placed on particular individuals.
- The Chairpersons of all Board Committees or a nominated deputy should attend the AGM and be prepared to answer any questions from the Members on their work and the production of their annual and interim reports.
- Committees should be provided with sufficient resources to undertake their duties including the use of external experts.

Additional Governance Provisions:

Two specific Committees need additional governance provisions, and these are outlined below:

1. Remuneration Committee (Remco)

- a. The Committee should comprise a minimum of three Board Members and its number should not exceed 50% of the total number of Board Members.
- b. A Director, who is also a consultant of the Society, or who has a paid contract, other than as a Director, should not sit on the Remuneration Committee.
- c. Directors who are current employees of the Society or employees who have retired from the Society in the last three years that are appointed to the Remuneration Committee should be in the minority.
- d. No Director or Manager should determine his or her own remuneration.
- e. Appointments to the Committee should be for a period of three years which may be extended by a further three-year period.
- f. The Committee should meet at least once a year. This meeting should be held close to the financial year end to prepare the remuneration report which should be included in the annual report.
- g. The terms of reference of the Remuneration Committee should be available to Members.
- h. The Committee should determine and agree with the Board the remuneration and terms of employment for the Secretary and other members of the management as agreed with the Board.
- i. The Committee should approve the design of, and determine targets for, any performance related pay schemes operated by the Society and approve the total annual payments made under such schemes.
- j. The Committee should oversee contractual arrangements for all

Officers and staff.

- k. Any compensation payments for loss of office should be initially managed and agreed by the Remuneration Committee prior to full disclosure to the Board.
- l. The Committee should agree an expenses policy for Directors.

"Good governance provides the framework of authority, responsibility and accountability that enables a business to succeed now and, in the future"

~ Institute of Directors

2. Audit and Finance Committee

- a. The Committee should comprise a minimum of three Board Members and its number should not exceed 50% of the total number of Board Members.
- b. The Audit and Finance Committee should meet at least twice a year.
- c. The Committee should, at least annually, conduct a review of the effectiveness of the Society's internal system of internal controls and risk management and report to the Members at the AGM that it has done so.
- d. The Board should satisfy itself that at least one Member of the Audit and Finance Committee has recent and relevant financial experience and preferably a professional accountancy qualification.
- e. The Chairman of the Society should not be a member of the Audit and Finance Committee.
- f. No Director, who is also a current employee or an employee who has retired from the Society in the last three years, shall serve on the Committee.
- g. A Director who is also a consultant of the Society, or who has a paid contract other than as a Director, should not sit on the Committee.
- h. The Audit & Finance Committee should have the right to report any decision by the Board and override its recommendations to the external Auditors and to the Members.
- i. The Committee should monitor the integrity of the annual report and should feel able to discuss, review and challenge the content with the Society's accountants.
- j. The Committee should make recommendations to the Board in relation to the appointment of the external Accountants and approve the remuneration and terms of engagement for this service.

Director's Review Process

An annual review of each Director's contribution to the workings of the Board is now commonplace and deemed best practice from a governance point of view.

The feedback, which is a two-way process, enables Directors to more fully understand how their areas of expertise and knowledge add to the business of the Board and, alternatively, where they might improve their contribution if further training were available.

The review, typically conducted by the Chairman and either the Vice-Chair or an external professional, enables both parties to confidentially discuss the Directors overall contribution, their aspirations which may include becoming Chairman of the Board at some point and any training or development needs that either, or both parties believe would be beneficial to the individual and ultimately the Board.

The review is normally framed around four open questions that enable both parties to give feedback and importantly, look at ways the Board interactions and business can be improved.

Where contribution from an individual Director is deemed to be below par by the Chairman and/or fellow Board members, this forum will provide a private and confidential environment where the matter can be addressed, and undertakings agreed.

The review is an annual process and should be an integral part of the Board's diary processes.



Anti-harassment and Bullying Policy

About this Policy

- 1.1 The Luing Cattle Society is committed to providing a working environment free from harassment and bullying and ensuring all Directors, Officers and staff are treated, and treat others, with dignity and respect.
- 1.2 This policy covers harassment or bullying which occurs at work and out of the workplace, such as on business trips or at work-related events or social functions. It covers bullying and harassment by everyone that works with and supports the Society (which may include consultants, contractors, and agency workers) and also by third parties such as suppliers or visitors to our events and/or meetings.

What is Harassment?

- 2.1 Harassment is any unwanted physical, verbal, or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. A single incident can amount to harassment.
- 2.2 It also includes treating someone less favourably because they have submitted or refused to submit to such behaviour in the past.
- 2.3 Unlawful harassment may involve conduct of a sexual nature (sexual harassment), or it may be related to age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex, or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories.
- 2.4 Harassment may include, for example:
 - Unwanted physical conduct or "horseplay", including touching, pinching, pushing, and grabbing.
 - Unwelcome sexual advances or suggestive behaviour (which the harasser may perceive as harmless).
 - Offensive e-mails, text messages or social media content.

- Mocking, mimicking, or belittling a person's disability or other protected characteristics (as per the Equality Act 2010).

2.5 A person may be harassed even if they were not the intended "target". For example, a person may be harassed by racist jokes about a different ethnic group if the jokes create an offensive environment

What is Bullying?

3.1 Bullying is offensive, intimidating, malicious or insulting behaviour involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority but can include both personal strength and the power to coerce through fear or intimidation.

3.2 Bullying can take the form of physical, verbal, and non-verbal conduct. Bullying may include, by way of example:

- Physical or psychological threats.
- Overbearing and intimidating levels of supervision.
- Inappropriate derogatory remarks about someone's performance.

3.3 Legitimate, reasonable, and constructive criticism of a worker's performance or behaviour, or reasonable instructions given to workers in the course of their employment, will not amount to bullying on their own.

Complaints of Harassment or Bullying

4.1 As a Society we will investigate complaints in a timely and confidential manner. The investigation will be conducted by someone with appropriate experience and no prior involvement in the complaint, where possible. Details of the investigation and the names of the person making the complaint and the person accused must only be disclosed on a "need to know" basis. We will consider whether any steps are necessary to manage any ongoing relationship between you and the person accused during the investigation.

4.2 Once the investigation is complete, we will inform the complainant of our

decision. If we consider the allegations are founded, we will consider what action would be appropriate to deal with the problem and this may range from a letter of censure to action that would lead to the removal of the person from the Society.

- 4.3 Anyone that makes a complaint or who participate in good faith in any investigation must not suffer any form of retaliation or victimisation as a result. Anyone found to have retaliated against or victimised someone in this way will be subject to sanctions as outlined above.

Third-Party Involvement

- 5.1 If and when deemed necessary by the Chairman, a third-party may be involved in the complaint process. This may be because the complaint involves a number of Board members and individuals; if the complaint is against the Chairman themselves; or, for any other reasonably deemed reason.
- 5.2 The third-party must be qualified in their field to investigate the complaint thoroughly, without bias and within the restrictions of the law.
- 5.3 The investigation report will be presented to the Chairman and, if approved by the Chairman, to the complainer directly.

Right of Appeal

- 6.1 There is no right of appeal following any investigation findings.

Whistleblowing Policy

About this Policy

- 1.1 We are committed to conducting our business with honesty and integrity and we expect all Directors, Officers and staff maintain high standards. Any suspected wrongdoing should be reported as soon as possible.
- 1.2 This policy covers all Members who take on or accept an active role in the leadership or management of the Society.
- 1.3 The aim of this policy is to provide an internal mechanism for reporting, investigating, and remedying any wrongdoing. In most cases you should not find it necessary to alert anyone externally.

What is Whistleblowing?

- 2.1 Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our activities.
 - 2.1.1 This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations.

If you have any concerns:

- 3.1 We hope that in many cases you will be able to raise any concerns with the Chairman or Vice Chairman or a Member of the Audit and Risk Committee.
- 3.2 If you raise a concern with any of the above, a meeting will be arranged a meeting with you as soon as possible to discuss your concern.
- 3.3 Completely anonymous disclosures are difficult to investigate. If you want to raise your concern confidentially, we will make every effort to keep your identity secret and only reveal it where necessary to those involved in investigating your concern.
- 3.4 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. We strongly encourage you to seek advice before reporting a concern to anyone external. Public Concern at Work operates a confidential helpline.

Their contact details are at the end of this policy.

Protection and Support for Whistle-blowers

- 4.1 We aim to encourage openness and will support whistle-blowers who raise genuine concerns under this policy, even if they turn out to be mistaken.
- 4.2 Whistle-blowers must not suffer any detrimental treatment as a result of raising a genuine concern. If you believe that you have suffered any such treatment, you should inform the Chairman immediately.
- 4.3 If we conclude that the whistle-blower has made false allegations either maliciously or with a view to personal gain, we will take the matter seriously and seek legal resolution.
- 4.4 Public Concern at Work operates a confidential helpline. Their contact details are at the end of this policy.

Contacts:

Chairman	Neil McGowan - 07788100010 neil@incheochfarm.co.uk
Chairman of Audit & Finance Committee	Mark Thomson - 07816655368 tillyriefarm@gmail.com
Public Concern at Work (Independent Whistleblowing Charity)	020 3117 2520 <i>or</i> fill in the online form: https://protect-advice.org.uk

Anti-Corruption and Bribery Policy

About this Policy

1. It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

Who must comply with this Policy?

2. This policy applies to all Directors, Officers or staff working for or on behalf the Society.

What is Bribery?

3. **Bribe** means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
 - a. **Bribery** includes offering, promising, giving, accepting, or seeking a bribe.
 - i. All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your Contract Manager.
 - b. Specifically, you must not:
 - i. Give or offer any payment, gift, hospitality, or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.
 - ii. Accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else.
 - iii. Give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

- c. You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

Gifts and Hospitality

- 4.1 This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services. In this context, reasonable means £50 value in respect of hospitality and £20 in respect of other gifts.
- 4.2 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).
- 4.3 Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers) or be given in secret. Gifts must be given in our name, not your name.
- 4.4 Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers, and business partners.

Record-keeping

- 5.1 You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts, or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
- 5.2 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

How to Raise a Concern

6.1 If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption, or other breach of this policy has occurred or may occur, you must notify your Chairman of the Board or Chairman of the Audit and Risk Committee as soon as possible.

Contacts:

Chairman	Neil McGowan - 07788100010 neil@incheochfarm.co.uk
Chairman of Audit & Risk Committee	Mark Thomson - 07816655368 tillyriefarm@gmail.com

Data Protection Policy and Fair Processing Notice

About this Policy

- 1.1 In the course of your work with the Luing Society you may come into contact with or use confidential information about Members, fellow Directors or Officers and third suppliers for example their names, contact details and home addresses. The General Data Protection Regulation (GDPR), as enshrined in the Data Protection Act 2018 (the Act), contains principles affecting employees' and other personal records. Information protected by the Act includes not only personal data held on computer but also certain manual records containing personal data, for example, employee personnel files that form part of a structured filing system. The purpose of these rules is to ensure you do not breach the Act.
- 1.2 You should be aware that you can be criminally liable if you knowingly or recklessly disclose personal data in breach of the Act. A serious breach of GDPR is also a disciplinary offence and will be dealt with under the disciplinary policy. If you access another employee's personnel records without authority, this constitutes gross misconduct and could lead to your summary dismissal.
- 1.3 During the course of your activities the Society will process personal data (which may be held on paper, electronically, or otherwise) which may include information about you, and we recognise the need to treat it in an appropriate and lawful manner, in accordance with GDPR. The purpose of the Fair Processing Notice is to make you aware of how we will handle your personal data.

GDPR Principles

There are eight GDPR principles that are central to the Act. The Society and all of our employees must comply with these principles at all times in our information handling practices. In brief, the principles say that personal data must be:

- 2.1 Processed fairly and lawfully and must not be processed unless certain conditions are met in relation to personal data and additional conditions are met in relation to sensitive personal data. The conditions are either that the employee has given consent to the processing, or the processing is necessary for the various purposes set out in the Act. Sensitive personal data may only be processed with the explicit consent of the employee and

consists of information relating to:

- Race or ethnic origin
- Political opinions and trade union memberships
- Religious or other beliefs
- Physical or mental health or condition
- Sexual life
- Criminal offences both committed and alleged
- Obtained only for one or more specified and lawful purposes and not processed in a manner incompatible with those purposes.

Your consent to personal information being held

2. The Luing Society holds personal data about you and, by agreeing to be a Member of the Board, you have consented to that data being processed by us. Agreement to us processing your personal data is a condition of you taking up a role on the Board.

Fair and lawful processing

3. We will usually only process your personal data where you have given your consent or where the processing is necessary to comply with our legal obligations. In other cases, processing may be necessary for the protection of your vital interests, for our legitimate interests or the legitimate interests of others. The full list of conditions is set out in the GDPR.

Processing for limited purposes

4. We will only process your personal data for the specific purpose or purposes notified to you or for any other purposes specifically permitted by the GDPR.

Adequate, relevant, and non-excessive processing

5. Your personal data will only be processed to the extent that it is necessary for the specific purposes notified to you.

Accurate data

6. We will keep the personal data we store about you accurate and up to

date. Data that is inaccurate or out of date will be destroyed. Please notify us if your personal details change or if you become aware of any inaccuracies in the personal data, we hold about you.

Data retention

7. We will not keep your personal data for longer than is necessary for the purpose. This means that data will be destroyed or erased from our systems when it is no longer required.

Processing in line with your rights

8. You have the right to:
 - a. Request access to any personal data we hold about you.
 - b. Prevent the processing of your data for direct-marketing purposes.
 - c. Ask to have inaccurate data held about you amended.
 - d. Prevent processing that is likely to cause unwarranted substantial damage or distress to you or anyone else.
 - e. Object to any decision that significantly affects you being taken solely by a computer or other automated process.

Data Security

- 9.1 We will ensure that appropriate measures are taken against unlawful or unauthorised processing of personal data, and against the accidental loss of, or damage to, personal data.
- 9.2 We have in place procedures and technologies to maintain the security of all personal data from the point of collection to the point of destruction. We will only transfer personal data to a third party if he agrees to comply with those procedures and policies, or if he puts in place adequate measures himself.
- 9.3 Maintaining data security means guaranteeing the confidentiality, integrity, and availability (for authorised purposes) of the personal data.

Providing information to third parties

- 10.1 We will not disclose your personal data to a third party without your

consent unless we are satisfied that they are legally entitled to the data. Where we do disclose your personal data to a third party, we will have regard to the eight data protection principles.

Subject access requests

11.1 If you wish to know what personal data, we hold about you, you must make the request in writing. All such written requests should be forwarded to the Chairman.

Breaches of data protection principles

12.1 If you consider that the data protection principles have not been followed in respect of personal data about yourself or others you should raise the matter with the Chairman or the Chairman of the Audit and Risk Committee.

In summary, compliance with the Act is your responsibility. If you have any questions or concerns about the interpretation of these rules take this up with the Chairman.

Internal Dispute Resolution Policy

About this Policy

In the course of their duties Members of the Board of Directors may find themselves in a situation with colleagues, Members, Officers, or staff where there has been a breakdown in the working relationship which impacts on their ability to fulfil their duties to the Society. Whilst these situations are rare, they are typically the result of:

1. A breakdown in communication.
2. A failure to share relevant information with other vested parties in a timely manner.
3. Misunderstandings around roles and responsibilities.
4. A lack of feedback.
5. A failure to listen to different points of view.
6. A lack of respect

To ensure the Society meets its overall objectives it is imperative that any problems are resolved quickly and effectively, this policy enables a formal complaint to be raised to the Chairman or his/her nominated representative.

Raising a Complaint

- 2.1 Any complaint must be submitted in writing to the Chairman, providing examples of conduct that you believe is frustrating your ability to effectively contribute to the Society's business.
- 2.2 The Chairman, or his nominated representative will investigate the complaint, and this will typically involve interviewing all named parties before a decision is made on the outcome of the issue/s raised.
- 2.3 If the complaint is upheld sanctions that may be taken include:
 - a. Mediation is offered to both parties.
 - b. Remedial training or coaching is offered to one or both parties.
 - c. An apology is sought from one or both parties.

- d. A formal letter of censure is issued to one or both parties.
- e. The resignation is sought from one or both parties.
- f. Removal from the Membership is recommended to the Board.

Third-Party Involvement

- 3.1 If and when deemed necessary by the Chairman, a third-party may be involved in the complaint process. This may be because the complaint involves a number of Board members and individuals; if the complaint is against the Chairman themselves; or, for any other reasonably deemed reason.
- 3.2 The third-party must be qualified in their field to investigate the complaint thoroughly, without bias and within the restrictions of the law.
- 3.3 The investigation report will be presented to the Chairman and, if approved by the Chairman, to the complainer directly.

Right of Appeal

- 4.1 There is no right of appeal following any investigation findings

