



## Governance

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Owner:	Highstone Housing Association
Document Controller:	Supported Housing Director

<b>Changes made</b>	<b>Sections</b>	<b>Date</b>	<b>By</b>	<b>Date approved by board</b>
To align Governance, Business Planning, Values and Strategic Objectives.	Throughout	1/10/2018	LB	17 <sup>th</sup> October 2018
Incorporate outputs from Compliance Audits 2016/17 and 2017/18	Throughout	1/10/2018	LB	17 <sup>th</sup> October 2018
Minor update on appraisal process	3.4	15/10/2019		17 <sup>th</sup> October 2019

## **1. Introduction**

This policy has been developed with specific reference to the following documents:

- Code of Governance: Promoting Board Excellence for Housing Associations (2015 Edition)
- HCA Governance and Financial Viability Standard (April 2015)
- NHF Governance and Regulation: Leadership and Control (March 2011)

The Code of Governance, 2015 Edition, is the code adopted by Highstone Housing Association (HHA) alongside its Articles of Association (appendix 3), and an annual statement of compliance will be published in its annual financial statement, along with a reasoned statement about any areas where HHA doesn't comply.

## **2. Constitution and Composition of the board**

### **2.1. Purpose**

The Board has overall responsibility for the governance of HHA. Its central role is to lead, direct, control, scrutinize and evaluate. It will achieve this by setting and upholding HHA's strategy and values, approving strategic objectives and policies, and establishing and overseeing control and risk management frameworks, and satisfying itself on the integrity of financial information.

### **2.2. Vision**

To be a leading provider of supported living accommodation creating small schemes to a high standard, typically housing between 6 and 30 tenants, through committed leadership and effective management of resources.

### **2.3. Our Values**

- **Make a positive difference** in social housing for those with low level and complex disability needs
- **Work in partnership** with stakeholders to provide quality homes and services
- **Be innovative and responsive**

### **2.4. Strategic Objectives**

- To be recognised as a specialist provider of quality supported housing for those with low level and complex disability needs.
- To develop and lease properties to Local Authority partners, meeting their specific design requirements to high and exacting standards.
- To secure the long-term sustainability of schemes
- To grow the Association by one to two new schemes each year

### **2.5. Composition of the Board**

- The board composition is a minimum of seven members: five non-executive directors and three executive directors. This will be reviewed in line with growth of the company.
- The role of chair will not be held by an executive director.

### **3. Essential Functions of the Board**

#### **3.1. Role of the Board**

- The board's role is to lead, direct, control, scrutinize and evaluate, acting at all times within the best interest of HHA. The two executive members are responsible for all management issues; the Supported Housing Director is responsible for the day-to-day operation of HHA and the Regional Site Director is responsible for property development, maintenance and repairs.
- All members of the board (Executive and Non-Executive) share the same legal status and have equal responsibility.
- The Company Secretary, appointed by the board, is the Supported Housing Director.

#### **3.2. Essential Functions of the Board**

In addition to ensuring HHA is compliant with its statutory and legal obligations and those set out in its Articles of Association, the board is specifically responsible for:

- Setting and ensuring compliance with HHA's values, vision and strategic objectives
- Setting a positive culture with a strong customer focus
- Ensuring HHA operates effectively, efficiently and economically
- Provide oversight, direction and constructive challenge to the *lead executive and team*
- The integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication
- Establishing, overseeing and reviewing a framework of delegation and systems of internal control
- Establishing and overseeing a risk management framework to safeguard the assets and reputation of HHA

#### **3.3. Board Non-executive and executive responsibilities**

- All board members have collective responsibility for the decisions of the governing body.
- Non-Executive role: contribute to strategy, delegate to and hold the executive to account.
- The Chair and Lead Executive share in the leadership role: the chair in leading the board and the lead executive in implementing the strategy decisions of the board and managing service delivery.
- The Board will specify those duties and responsibilities reserved for the board.
- All board members will
- Board members will be required to commit to a minimum of five meetings per year.

##### **3.3.1. Responsibilities of the Chair**

- Ensure efficient conduct of the board's business
- Ensure HHA provides board members with appropriate role profiles and competency frameworks
- Ensure that all board members are given the opportunity to express their views, and that appropriate standards of conduct and behaviour are maintained as approved by the board
- Establish a constructive working relationship with, and providing support for the lead executive and ensuring that the board acts in partnership with executive staff
- Take decisions delegated to the chair
- Implement a succession plan for future board membership

- Ensure that the level of any agreed board member remuneration results from an approved process that minimises the potential for conflict of interest

### ***3.3.2. Responsibilities of the lead Executive***

- To provide leadership and drive HHA's business forward while remaining fully accountable to the board
- Manage the affairs of HHA
- Maintain financial viability and control
- Ensure the executive and staff work collaboratively with the board
- Help the chair ensure that the business of the board is properly conducted
- To implement the strategy decisions made by the board and manage service delivery

### ***3.3.3. Responsibilities of the company secretary***

- Give notice of, supervise preparation for, and attend board and general meetings
- Supervise the preparation of all statutory returns
- Keep the associations seal and maintain statutory registers of mortgages and charges, interests of board members and staff, and hospitality and gifts

### ***3.4. Board Skills, Renewal and Review***

- Board members will be selected based on the skills, qualifications and attributes required to ensure the success of HHA and in accordance with its Articles. A regular skills audit will be carried out at least every two years and then reviewed to ensure HHA is able to undertake new tasks and manage exposure to new risks.
- Access to appropriate learning and development for all board members
- Performance of board members will be appraised every two years
- The effectiveness of the board will be reviewed periodically.

### ***3.5. Appointments, Termination, Tenure and Succession Planning***

- Appointments: will be made as detailed in the Articles of Association and new appointees will receive a full induction process including meeting the operational team and site visits.
- Chair: The Directors may appoint one of their number to be the chair of the board for such term of office as they determine and may at any time remove him or her from office.
- Tenure: in accordance with the National Housing Federation's governance and regulation guidance, non-executive directors will serve a period not exceeding nine years. This will be a continuous period of tenure at the discretion of the board
- The board reserves the right to extend the period of tenure subject to appraisal and performance review.

### ***3.6. Board Business***

- The board will meet at least five times per annum using the schedule of meetings process outlined in section 7 below. All meetings will use a structured agenda and documents for discussion which will be circulated in advance. All decisions and supporting reasons will be recorded in the meetings minutes.

- Urgent decisions between board meetings: where possible, all board members will be consulted, but the quorum will still apply. The decision and reasons will be formally recorded and then noted at the next formal board meeting.
- Accounts will be audited annually, and findings presented to the board.

### **3.7. Board Members**

<b>Executive Directors</b>	<b>Non- executive Directors</b>
Mrs. Joanne Hawley	Mrs. Jayne Trout
Mr. Steven Hawley	Mr. John Trout
Mrs. Lucy Lloyd	Mrs. Liz Bell (Chair)
	Mrs. Vicky Arnold

<b>Board Tenure – Non-executive Directors</b>		
<b>Non-Executive Director</b>	<b>Date of Appointment</b>	<b>End of Term</b>
John Trout		
Jayne Trout		
Liz Bell	2 <sup>nd</sup> June 2015	1 <sup>st</sup> June 2024
Vicky Arnold	23 <sup>rd</sup> May 2016	22 <sup>nd</sup> May 2025

### **3.8. Related Businesses**

Highstone Housing Association works in partnership with Highstone Homes and Highstone Building Services who source buildings or land in suitable locations and develop them to create individual homes built to a preferred specification,

We follow a strict acquisition and development model:

- Location and size of development is LA Commissioner led
- Highstone source the land or property to specification securing best commercial price
- Development costs reflect specialist design features specified by the LA

## **4. Decisions and Risk**

### **4.1. Quorums**

Board meetings will be deemed quorate where three quarters of the members are present, or in the case of urgent decisions, accessible by electronic means.

### **4.2. Decision Making Process**

Decisions taken by the Board are transparent and informed. The Board uses up-to-date information provided for through the Financial Viability Standard associated with this Governance Policy, covering: Strategic Planning and Control, Financial Planning and Monitoring, Value for Money, Risk Management, Asset Management, Compliance and Procurement.

### **4.3. Managing Risk**

The Board has a risk register which is formally reviewed each year, however, review of risk is a standing agenda item for board meetings.

## **5. Stakeholders and Accountability**

### **5.1. Stakeholders**

HHA is accountable to its stakeholders, defined as: tenants; staff; Local Authority Housing Commissioners, Homes England, Care providers and local communities.

### **5.2. Stakeholder Management**

Highstone Housing Association welcomes feedback - formally as well as informally - from all its stakeholders and will engage with them regularly.

The Tenant Involvement and Empowerment Standard provides for processes covering Tenant Satisfaction Surveys, Tenants Handbook (including complaints procedure), Customer Service Charter, Tenant Involvement & Empowerment Strategy and Annual report to Tenants.

An informal process for gathering feedback from institutional stakeholders such as LA Commissioners through regular liaison, currently works well. As HHA grows, it is recognised that this may need to be formalised.

Highstone Housing Association will commit to publish its purpose, strategy, business plan, and financial statements through appropriate channels. It will also publish tenant satisfaction feedback, actions taken and proposed for continuous service improvement.

## **6. Governance Process**

### **6.1. Meetings Schedule**

See appendix 1

### **6.2. Meetings Principles**

- Agendas will be detailed, timed and based on the agreed meetings schedule
- Board decisions will be based on full agendas and documents circulated in advance of the meetings
- Boards should keep up to date with all relevant legislation and changes to operating frameworks.

### **6.3. Review**

The board commits to undertake an annual compliance check to assess the effectiveness of governance arrangements using the latest Good Governance Standard for Public Services as its guide.

## **7. HHA Policies**

The Board will review all policies according to their individual review date and/or as determined by need if sooner e.g. legislative changes. A list of HHA policies is found at appendix 2.

Appendix 1

Highstone Housing Association Annual Meetings Schedule

<i>Quarter</i>	<i>When</i>	<i>Content</i>	<i>Notes</i>
1	March/April	<ul style="list-style-type: none"> <li>• Business Planning (rolling three-years): Financial Planning, performance target setting and objectives</li> <li>• Compliance Audit</li> <li>• Risk Management Audit</li> <li>• Asset Management Review</li> <li>• Stakeholder Management Review</li> <li>• Succession Planning Review</li> </ul> <p><b>Standing agenda items:</b></p> <ul style="list-style-type: none"> <li>• Budget Monitoring/financial statements</li> <li>• KPI Review</li> <li>• Risk Management</li> <li>• Health and Safety</li> <li>• Safeguarding</li> <li>• Customer Service</li> <li>• Policy Document Review</li> </ul>	
2	June/July	<ul style="list-style-type: none"> <li>• Review and Agree End of Year Report and Accounts</li> <li>• Year End Performance Review</li> <li>• Endorse Business Plan for new financial year</li> </ul> <p><b>Standing agenda items:</b></p> <ul style="list-style-type: none"> <li>• Budget Monitoring/financial statements</li> <li>• KPI Review</li> <li>• Risk Management</li> <li>• Health and Safety</li> <li>• Safeguarding</li> <li>• Customer Service</li> <li>• Policy Document Review</li> </ul>	
3	September	<ul style="list-style-type: none"> <li>• Budget Monitoring – six-month review</li> <li>• Approve annual report including: financial statement, tenant satisfaction survey etc.</li> </ul> <p><b>Standing agenda items:</b></p> <ul style="list-style-type: none"> <li>• Budget Monitoring/financial statements</li> <li>• KPI Review</li> <li>• Risk Management</li> <li>• Health and Safety</li> <li>• Safeguarding</li> <li>• Customer Service</li> <li>• Policy Document Review</li> </ul>	
4	December	<p><b>Standing agenda items:</b></p> <ul style="list-style-type: none"> <li>• Budget Monitoring/financial statements</li> <li>• KPI Review</li> <li>• Risk Management</li> <li>• Health and Safety</li> <li>• Safeguarding</li> <li>• Customer Service</li> <li>• Policy Document Review</li> </ul>	

Appendix 2

Highstone Housing Association Policies

No	POLICY	REVIEW PERIOD
	<b>Governance/Financial Viability/Corporate</b>	
1	Data Protection	3 Yearly
2	Equality & Diversity	Annually
3	Financial Viability	Annually
4	Governance	Annually
5	Health & Safety	Annually
6	Business Continuity Plan	Annually
7	Confidential Reporting (Whistle Blowing)	3 Yearly
8	Safeguarding Vulnerable Adults and Children	3 Yearly
9	Legionella	3 Yearly
10	Code of Conduct	3 Yearly
	<b>Home</b>	
9	Decent Homes Standards (see HHA draft policy and procedure framework)	3 Yearly
10	Property Service Standards	3 Yearly
11	Keeping Pets in Supported Housing	3 Yearly
	<b>Involvement &amp; Empowerment</b>	
12	Customer service charter	Annually
13	Tenant Involvement and Empowerment (inc. annual report)	Annually
	<b>Tenancy &amp; Neighbourhood</b>	
14	Anti-social behaviour	Annually
15	Tenancy (incl. Rents, Arrears & Eviction)	Annually
16	Tenant Visits Policy	3 Yearly
17	Tenancy Handbook	Annually
18	Tenancy Easy read	Annually