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**Barrhead Housing Association**

**Governing Framework for Board Members**

***Our Mission is ‘creating opportunity for growth and improvement’***

***Our Vision: Barrhead Housing Association believes that everyone deserves a secure home. We deliver secure homes by providing good quality, affordable, well maintained rented housing to people with a need to be housed. Our qualified staff team provide dedicated personal customer focused services locally from our office in the Main Street in Barrhead. We are committed to continuous improvement.***

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**PART 1 - Introduction**

We provide all new and existing members with a copy of our governance framework and summary which provides an overview of what we do. The purpose of this governance framework is to provide a comprehensive insight into what is involved in being a Board Member of Barrhead Housing Association. This framework will apply to governing Board members of our subsidiary, Levern Property Services.

The aim is that the governance framework will be of value to new Board Members, existing members who wish to refresh their knowledge and understanding, and anyone interested in potentially becoming a member.

The governance framework includes the Barrhead Housing Association Governance Charter. This sets out the key principles that guide and shape how we achieve strong and effective governance.

In addition, the governance framework provides information on the background and purpose of Barrhead HA, the induction process for new members, our training and review programme, the Board members code of conduct, roles and responsibilities and regulatory requirements.

**PART 2 - History, Partners, Stakeholders**

## History of the Association

The Association was first registered with the Industrial and Provident Society Act (1965) in September 1986 and opened its first office in the Main Street, Barrhead. Barrhead Housing Association is now a registered society under the Co-operative and Community Benefit Societies Act 2014, and a Scottish charity, reference number, SC 036265.

The initial remit of the Association was the comprehensive refurbishment of 200 below tolerable standard tenement houses in the town centre. Rehabilitation works to the tenement buildings started in George Street and Cross Arthurlie Street in 1987. However, it soon became clear that the houses available in refurbished tenement buildings did not meet the housing needs of the community. Following negotiations with Renfrew District Council and the newly established Scottish Homes, the Association was finally supported to build new homes.

In 1990 the Association started building new homes suitable for families, elderly and disabled residents on open ground sites in Barrhead. In May 2001 the Association was successful in its bid for the stock transfer from Scottish Homes for the 245 properties in Auchenback, Neilston and Thornliebank including 27 properties for sheltered housing. A number of the properties in Auchenback were demolished in 2002/3. In 2004, the Association became a charity. Recent development activity includes new build in Auchenback of 65 properties in 2009/10; the provision of 24 new flats in partnership with Persimmon at St Mary’s during 2009/10. In 2007/8, the Association also build a 12 unit tenement for supported housing for young single homeless residents within Connor Road Barrhead and this is leased to the Council. The Association has a range of other supported developments with voluntary organisations. For our sheltered housing services, we are registered with the Care Inspectorate and receive regular inspections. Our last inspection in December 2013 achieved Grade 5, very good services for all three main areas – quality of leadership and management; quality of staffing; and quality of care and support.

In November 2011, the Association established a commercial subsidiary; a company limited by share, called Levern property Services. This company went live on 1st April 2012 with a full factoring service to nearly 200 owners. It now also employs 2 members of staff; a business development advisor and a housing support assistant for our sheltered housing. The company has entered into a commercial factoring agreement with a voluntary organisation and intends expanding these arrangements going forward. The subsidiary is intended to further the aims of the Association and any profits made will be re-invested in the Association’s activities.

The Association, at end of March 2017, employs 20 members of staff in its office within the Main Street in Barrhead; including two LPS staff members. Our last modern apprentice trainee completed his training in December 2016 having gained the necessary experience and SVQ qualification in housing. We value our staff team and invest in their personal development through on-going appraisals are training. We achieved Investors in People accreditation for the first time in 2009, and achieved the Bronze standards at re-assessment in 2012 and Silver accreditation in January 2015. We also actively promote health and well-being and have worked through bronze, silver and gold standard for Healthy Working Lives.

At the end of March 2017, the Association owns and manages 934 houses for rent throughout East Renfrewshire, principally within Barrhead, Neilston, Thornliebank, Woodfarm and Newton Mearns, including 27 sheltered housing properties and 6 properties for shared ownership.

The Association receives development agency services from Atrium Initiatives, (a subsidiary of Atrium Homes), and development activity in recent years has been very slow but this is now changing due to the Scottish Government’s commitment to complete 50,000 new homes in this parliament. In March 2016, the Association commenced delivery of a small new build project at Darnley Road. The site with these 15 unit new build development was completed on 7th April 2016. This new development activity was possible due to Scottish Government increasing the subsidy rates for delivery of new affordable housing. We now have an active programme for the possible delivery of up to 73 new homes over the next few years and this is being delivered in partnership with East Renfrewshire Council and the Scottish Government. The Association works in partnership with our locally based Renfrewshire housing association partners, FLAIR for community regeneration projects, for training and employment and for shared services.

We also work with Inverclyde housing association partners, for I-FLAIR to deliver jointly procured services for our planned and cyclical programmes. In 2011/12, we appointed 18 contractors onto a 4 year procurement framework. This covers 8 different programmes including kitchens and bathrooms replacements, window replacements, roofing, landscaping, re-wiring, and gas servicing. In 2015/16, we have reviewed the framework and implemented a new 4 year framework agreement with 27 contractors from April 2016. During early 2016 became members of the Scottish Procurement Alliance and Subsidiary of LHC framework consultancy. This allows us access to their procured framework of contractors.

The Association is governed by the Governing Board, made-up of local tenants and residents and professional people, with also representation from the Council. Board Members are elected at the Annual General Meeting, normally held in August each year. More information is available on the Association’s website at [www.barrheadha.org](http://www.barrheadha.org)

Main contact details are:

60-70 Main Street, Barrhead G78 ASB

Telephone 0141 881 0638

[enquiries@barrheadha.org](mailto:enquiries@barrheadha.org)

Senior Staff members are, 31.08.2017:

Shirley Robison, Chief Executive (from September 2005)

Lorraine Dallas, Director of Customer Services (from April 2016)

James Ward, Director of Asset Management (from Nov 2015)

Helen Sutherland, Director of Corporate Services (from May 2009)

Board Members are at 31.08.17:

Claire Boyd, Chairperson, elected Aug 2016

Rena McGuire BEM, Vice Chair (chairperson for 4 years to 2012-16)

Brian Connelly MBE, Secretary

Laura Hendry

David McCready

Michael Mukhtar

Tommy Reilly, elected Aug 2017

Chris Baird, casual vacancy Sept 2015

Drew McKinney, casual vacancy Sept 2015

John Hamilton, elected Aug. 2014

Beth Welsh, elected Aug 2017

**Key Partners**

**FLAIR –** Federation of Local Housing Associations in Renfrewshire and East

Renfrewshire

* Barrhead HA
* Bridgewater – situated in Erskine
* Ferguslie Park – situated in Paisley
* Linstone – situated in Linwood, Paisley
* Paisley South - situated in Paisley
* Williamsburgh – situated in Paisley

**I-FLAIR –** FLAIR plus Arklet from East Renfrewshire, Cloch and Oak Tree Housing Association from Inverclyde

* Arklet – situated in Giffnock
* Cloch – situated in Greenock
* OakTree –situated in Greenock

**East Renfrewshire Council –** strategic partner responsible for working in partnership on a wide range of matters but for housing specifically this includes the local housing strategy (LHS), Housing Needs and Demand Assessment (HNDA), the strategic housing investment plan (SHIP), Local Plan. Also relevant is the Single Outcome Agreement, a set of Government outcomes for local authorities to meet largely focusing on community health and community planning, which has a focus on working in partnership with the third sector organisations, with Voluntary Action locally representing the whole of the third sector organisations including housing associations.

**ERHR –** East Renfrewshire Housing Register (common housing register) consists of three partners, Arklet HA, Barrhead HA and ERC. Established in November 2009 it provides a single point of application for all people requiring re-housing in East Renfrewshire.

**Key Stakeholders**

**Our customers –** are our tenants and residents, our factored owners and our suppliers and contractors, our tenant and resident groups and our scrutiny panel.

**Scottish Housing Regulator –** responsible for theregulation all registered social landlords in Scotland. They protect the interests of tenants, as well as people who face homelessness or who have bought their house from a council or housing association. SHR register and regulate independent social landlords and also inspect the housing and homeless services provided by local authorities. They carry out their functions using inspection, public reporting, information and analysis, financial scrutiny and, where appropriate, direct intervention, to protect the interests of current and future tenants, and other service users. They also drive improvements in landlords’ efficiency and performance, and help to ensure that registered social landlords continue to attract private finance at competitive rates to build and improve affordable homes.

**SFHA –** Scottish Federation of Housing Associations – is the national representative body for Scotland's housing associations and co-operatives. The SFHA exists to support the work of housing associations and co-operatives through positive influence on Government policy and promotion of the work of our members.

**GWSF –** Glasgow and West of Scotland Forum of Housing Associations (GWSF) is the leading membership body for community-controlled housing associations and co-operatives in west central Scotland.  Its purpose is to represent and campaign on behalf of these organisations promoting the community controlled model, facilitating support and best practice, and partnership working.

**Chartered institute of Housing (CIH)** – the housingprofessional body for people working in housing across the UK**.** Its main purpose is stated as follows: Our purpose is simple - we want to transform lives by giving everyone working in housing the advice, tools and knowledge they need to be brilliant, and we want everyone to have a decent, affordable home in a thriving, safe community. 

**Employers in Voluntary Housing (EVH) –** the Association’s employer’s body, EVH provides support to the Governing Boards in the specific role as “employer”. Services are tailored to the individual needs of members, whatever the size or location. These services personnel issues, training and recruitment and also health and safety.

**SHARE -** housing association training agency. While we are not members, we can access this resource for staff and Board member straining.

**PART 3** Aims**, Objectives, Mission & Values**

**Key Organisational aims are summarised as follows:**

* Promotion of tenant involvement in the management of their homes and in the management of the Association
* Accountability to customers and representative of their views
* Providing quality customer focused housing and management services
* Provide a cost effective and efficient service to all our customers
* Work in partnership to meet housing need
* Attract investment, if financially viable for us to do so, to build new housing
* Contribute to the local economy through wider community regeneration
* Support initiatives to promote health and improvement to the quality of peoples’ lives
* To develop business opportunities and partnerships which aim to benefit the Association and our wider community through our subsidiary

**Our business objectives**

We conduct a review of our business strategy annually with normally all staff and Board members spending a full day celebrating our successes, and planning for the future. This informs the focus for setting and reviewing the business plan for the following 3 years. The main focus of our business plan can be summarised as follows:

* Focusing on continuous improvement – our customers, our staff, our Board members and our wider communities
* Investing in our homes, our neighbourhoods, and our people
* Responding and re-shaping our business to be stronger in the future

The Association’s strategic objectives set out a more detailed approach to delivering on these areas and providing a context for all of the Association’s activities during the course of the Business Plan period.

**Our organisational core values**

The following shape how we proceed in delivering the objectives and achieving our purpose:

* Respectful – we are honest, trustworthy and reliable
* Adaptable – we are flexible and adapt to change
* Dedicated – we care about our purpose
* Aspirational – we are forward thinking and committed to improvement
* Responsive – we are efficient and accountable

Board members will be provided with a full copy of our Business Plan each year, along with a copy of our current budget, risk analysis, and performance framework.

**Our Mission Statement – ‘*At the heart of our community – investing in your future’***

**PART 4 Barrhead Housing Association’s Governance Charter**

Board members and staff are committed to achieving the highest standard of governance. Our key strategic aims commit us to the following:

* We are responsible for governing and managing our own business and performance
* We are responsible for complying with the law, the Regulator’s Regulatory Framework, our constitutional Rules, and good practice
* We are accountable for our actions and aim to act in the best interest of tenants at all times

Key to our delivery of our business strategy objectives is strong governance and financial management. Accordingly, the purpose of the Barrhead Housing Association’s Governance Charter is to identify the key principles that will guide and shape how we will achieve strong and effective governance.

**1. Provide leadership and strategic direction**

Supporting principles:

a) Role of Board: Members understand their role and responsibility for directing the business by ensuring it is solvent, well-run and delivers the strategic objectives and organisational purpose.

b) Strategic direction: Members focus on strategic direction and avoid becoming involved in day-to-day operational matters.

**2. Achieve high performance**

Supporting principles:

a) Duties and responsibilities: Members understand their duties and responsibilities.

b) Information and advice: Members should ensure they receive the advice and information to make informed and effective decisions.

c) Skills and experience: Members should have the skills, experience and knowledge to run the organisation effectively.

d) Development and support: Members should ensure that they receive the necessary induction, training and support needed to effectively discharge their duties.

e) Managing Director: Members should make proper arrangements for the supervision, support and appraisal of the Managing Director.

**3. Exercise control**

Supporting principles:

a) Compliance: Members must ensure the organisation complies with its rules, relevant legislation, financial covenants and regulatory requirements.

b) Internal control: Members should maintain and regularly review internal controls, performance reporting and policies.

c) Prudence: Members must act prudently to protect the assets and property of the organisation.

d) Manage risk: Members must regularly review risks and take action to mitigate risks identified.

e) Equality and diversity: Members must ensure they uphold and apply the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

**4. Review and renewal**

Supporting principles:

a) Performance appraisal: Members should regularly review and assess their own individual and collective performance.

b) Renewal and recruitment: Members should have a renewal strategy with recruitment open and focused on creating effective and diverse Management Board members.

c) Review: Members should periodically carry out strategic reviews of all aspects of the organisations work.

**5. Integrity and honesty**

Supporting principles:

a) Conflict of interest: Members should identify and promptly declare any actual or potential conflicts of interests.

b) No personal benefit: Members must not benefit from their position, beyond what is allowed by the law.

c) Ethical standards: Members act according to high ethical standards, maintain independence of decision making and professional relationships with senior staff

d) Probity: Members should ensure clear guidelines for receipts of gifts or hospitality.

**6. Open and accountable**

Supporting principles:

a) Communication and consultation: Members should ensure regular and effective communication with key stakeholders.

b) Openness and accountability: Members should ensure openness and accountability about its work and governance of the organisation

**PART 5 Role of Board Member**

**Purpose**

1. Provide strategic direction to ensure good outcomes for tenants and service users.

2. Scrutinise and monitor performance and manage risk.

3. Act in accordance with the rules, organisational values, strategic objectives, legislation and regulatory duties.

**Major Tasks**

1. Set the strategy for the future by approving the Association’s strategic plan, action plans and key performance indicators.

2. Maintain the financial viability of the Association by approving the financial forecasts.

3. Approve and monitor procedures and controls relating to the setting of the annual budget, on-going management of the budget and borrowing arrangements.

4. Ensure major risks are regularly reviewed and understood and appropriate controls are in place to minimise any adverse effect on performance.

5. Monitor the quality of services and levels of tenant satisfaction.

6. Approve all strategies and policies and business development projects.

7. Set and monitor service standards that are critical to the success of the strategic plan and viability of the business.

8. Ensure the best use of resources and the provision of value for money services.

9. Act as an employer for staff in the context of pay, conditions of services and pensions.

10. Work collaboratively with senior management to ensure the success of the business including providing support, constructively challenging staff and holding staff to account.

11. Prepare for meetings by reading the agenda and papers in advance.

12. Attend meetings and contribute positively and constructively to discussion.

13. Make decisions that are in the best interests of the Association.

14. Attend training as recommended by senior staff.

15. Ensure the Association promotes equality and diversity across all aspects of the business.

16. Act with professionalism, integrity and honesty while observing confidentiality requirements.

**Skills/Experience**

1. Good knowledge and understanding of challenges and priorities of Barrhead HA, and the wider communities within which we operate.

2. Commitment to the Association’s purpose, values and strategic objectives.

3. Good listening and communication skills.

4. Ability to develop and maintain constructive working relations with Board Members, staff and other partner organisations.

5. Awareness and commitment to equality and diversity.

6. Enthusiastic and committed.

7. Ability to commit time and effort to attend monthly meetings and other ad hoc meetings.

**Restrictions on Board Members**

A person cannot, under Rule 43, be a Board Member if:

* The person is declared bankrupt, entered a trust deed or been sequestrated
* Convicted of dishonesty or an offence under Charitable law
* Is party to legal proceedings in any Court by or against the Association. This would include being served a notice for rent arrears or anti-social behaviour by the Association.
* Is unable to attend meetings for a period of 12 months
* Has been removed from Board members of another RSL in last 5 years
* Has been removed by members voting at a SGM
* Has been disqualified under Company Directors’ disqualification Act
* At an AGM, has served as a Board Member for a continuous period of 9 years without permission to stand again

Board Membership will cease under Rule 44, if:

* The member resigns in writing
* His membership ceases
* Misses 4 Governing Board meetings in a row without special leave of absence previously granted by Committee
* Is removed by majority of members voting at a general meeting to decide this
* By majority of Board members present and voting at a special meeting of Board members convened to decide to remove the Board Member, relating to – failure to perform to published standards laid down by SFHA and/or SHR; failure to sign or comply with code of conduct; a breach of Rules, standing orders or policy
* Becomes ineligibles for reasons described above, Rule 43
* Co-optee position comes to an end
* Board Member retires as part of AGM process for re-election, rule 39.1/2

**SIDEVoluntary Job Profile**

|  |  |
| --- | --- |
| **Title :** | **Board Member** |
| **Grade :** | **Voluntary Position (expenses paid)** |
| **Responsible to :** | **Association’s members, residents and community** |
| **Duration :** | **Elected/re-elected at AGM**  **Co-optee re-appointed annually** |

**Barrhead Housing Association is a charitable, not-for-profit, local registered social landlord working within East Renfrewshire. We provide a personal service to our local communities and all surpluses are re-invested within our services.**

**Purpose**

To be collectively responsible for the governance of Barrhead Housing Association Limited and ensure that it is effectively and properly managed.

**General Aims**

The Governing Board is responsible for agreeing the strategic direction of the Association, ensuring accountability and legal obligations are met, managing our staff team, and ultimately taking key decisions on the Association’s income and overall resources.

The staff team, led by the Chief Executive, is responsible for the advising the Governing Board, making key recommendations and ultimately implementing the decisions of the Governing Board. The Chief Executive is responsible for the day-to-day operation activities of the Association.

**Key Activities**

* Attending Governing Board meetings – approximately 11 per year of 2 hours duration.
* Joining at least one Sub-Committee, and attending approximately 4 meetings per year of around 1.5 hour’s duration, unless a co-optee.
* Commitment to the Association and to our communities
* Maintaining knowledge of local issues and of housing related activities
* Using knowledge to guide the strategy of the organisation and to make effective decisions regarding this
* To take collective responsibility for decision making
* To positively represent and promote the Association and its staff
* To support fellow Board Members in their roles and to deal with staff in a respectful manner as their employer
* To be an effective mutually respectful partner between Board membership and staff, recognising the different roles and responsibilities of both
* Ensuring the Association has sound policies, procedures and systems in place
* Ensuring a long term strategy is in place and using the strategy to steer the organisation
* Seeking professional advice where necessary, and keeping up to date with legislative and other requirements.
* Ensuring the Governing Board itself is operating effectively.
* approving the annual budget for Barrhead Housing Association Limited and ensuring that effective financial and performance management systems are in place

As Barrhead housing association is also a registered charity, charity law duties for members include:

* members to act in the best interest of the Association
* to operate in a manner consistent with our rules
* to act with care and diligence for managing our affairs
* to ensure compliance with Charities Act and all other relevant legislation

***Essential life skills and experience requires***

* A commitment to uphold the sound governance principles and ethical standards of the Association and our constitutional requirements
* An understanding of financial data and planning
* A demonstrable interest in and commitment to Barrhead Housing Association Limited.
* A willingness to devote the necessary time and effort to attend and participate in meetings as detailed above and the Annual General Meeting
* To attend training and development and participate in the annual performance appraisal process to assess skill expertise and continuous improvement
* Willingness and ability to positively represent the Association
* An understanding and acceptance of the legal duties, regulatory framework, collective responsibilities and liabilities of the Governing Board
* An ability to work effectively as part of the Governing Board team
* Be a member of Barrhead Housing Association, £1 share.

***Desirable expertise, skills and experience of:***

* Ability to understand key financial information and performance
* An understanding of project management and funding
* Business development, e.g. business planning
* Employment/HR roles and responsibilities
* Strategic development and management
* Delivery of affordable new supply housing and wider community regeneration
* People who have a personal or professional interest in housing and the social rented sector
* Local knowledge of the issues affecting the communities within which the Association operates, and a desire to improve these
* Commitment to representing the views of local residents and commitment to ensuring our residents are provided with a professional and effective service from the Association.

**“Creating Opportunity for Growth and Improvement”**

**SIDE**

**Application for Board Membership**

|  |  |  |
| --- | --- | --- |
| 1. | Name : |  |
| 2. | Address : |  |
| 3. | Contact details: | Telephone:  Email address: |
| 4. | Are you a Tenant of Barrhead Housing Association? | Yes/No |
| 5. | Current or Last employment  details and areas of expertise: |  |
| 6. | Current Membership  Details : | Share No : \_\_\_\_\_ Length of Membership : \_\_\_\_\_ |
| 7. | What is your interest that would be beneficial to Barrhead Housing Association? | |
| 8. | Are you related to a member of Staff or a Board Member : Yes/No  If yes, please provide details : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | |

* All membership applications and co-opted places must be approved by the Association’s Governing Board before taking up an appointment.
* Board membership is not available if you are related to a current Board member
* All prospective Board Members will be invited to meet with the chairperson and Chief Executive for an initial discussion about joining the Committee
* Initially each new member will join as an “observer” for at least 2 meetings.
* New members receive induction and access to training.
* A comprehensive Board Member’s governance framework provides relevant information on what theresponsibilities of Board members will be.
* All Board Members must sign a declaration of interest form before joining Board members and annually thereafter.
* All Board Members must sign our code of conduct, and agree to abide by our policies
* All Board Members will cease to be so if declared bankrupt, sequestrated, disqualified under Company Directors’ Disqualification Act, been removed from another RSL, etc.
* All Board Members must check the Rules on the eligibility criteria for being a Board Member and the Rules for ceasing to be one.

**Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**PART 6 Board Member’s Induction**

The induction programme will include two separate one hour information sessions, a tour of Barrhead HA stock and a six month review session. All Board Members also receive an annual appraisal to assess skills, experience and development needs. Appraisals are conducted jointly by the chairperson and Chief Executive.

**Session 1:**

This session will include an overview of Barrhead HA’s history, structure of the organisation, strategic plan and financial forecasts, the Barrhead governance charter and the role of Board Members.

This session will conclude with a tour of the housing stock and meeting staff.

**Sessions 2:**

This session will focus on the external environment and cover national and local housing and regeneration policy, regulatory framework, funding and key partners and the role of our subsidiary company, Levern Property Services and key partners.

**On-going support:**

A one-to-one session will be set up with the Director and Chairperson after the Board Member has been in office for six months. This will focus on mentoring options and how to be an effective Board Member. All induction sessions will be open to existing Board Members who wish to refresh their knowledge and understanding.

A post-induction evaluation will be conducted to assess the effectiveness of the induction programme. Access to training will be established at the initial sessions and at each meeting thereafter.

Board members and staff are committed to achieving the highest standard of governance.

Accordingly, the purpose of the Barrhead Governance Charter is to identify the key principles that will guide and shape how we will achieve strong and effective governance. These cover the following areas:

**1. Provide leadership and strategic direction**

Supporting principles:

a) Role of board: Members understand their role and responsibility for directing the business by ensuring it is solvent, well-run and delivers the strategic objectives and organisational purpose.

b) Strategic direction: Members focus on strategic direction and avoid becoming involved in day-to-day operational matters.

**2. Achieve high performance**

Supporting principles:

a) Duties and responsibilities: Members understand their duties and responsibilities.

b) Information and advice: Members should ensure they receive the advice and information to make informed and effective decisions.

c) Skills and experience: Members should have the skills, experience and knowledge to run the organisation effectively.

d) Development and support: Members should ensure that they receive the necessary induction, training and support needed to effectively discharge their duties.

e) Director: Members should make proper arrangements for the supervision, support and appraisal of the Director

**3. Exercise control**

Supporting principles:

a) Compliance: Members must ensure the organisation complies with its rules, relevant legislation, financial covenants and regulatory requirements.

b) Internal control: Members should maintain and regularly review internal controls, performance reporting and policies.

c) Prudence: Members must act prudently to protect the assets and property of the organisation.

d) Manage risk: Members must regularly review risks and take action to mitigate risks identified.

e) Equality and diversity: Members must ensure they uphold and apply the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

**4. Review and renewal**

Supporting principles:

a) Performance appraisal: Members should regularly review and assess their own individual and collective performance.

b) Renewal and recruitment: Members should have a renewal strategy with recruitment open and focused on creating an effective and diverse Governing Board.

c) Review: Members should periodically carry out strategic reviews of all aspects of the organisations work.

**5. Integrity and honesty**

Supporting principles:

a) Conflict of interest: Members should identify and promptly declare any actual or potential conflicts of interests.

b) No personal benefit: Members must not benefit from their position beyond what is allowed by the law.

c) Ethical standards: Members act according to high ethical standards, maintain independence of decision making and professional relationships with senior staff

d) Probity: Members should ensure clear guidelines for receipts of gifts or hospitality.

**6. Open and accountable**

Supporting principles:

a) Communication and consultation: Members should ensure regular and effective communication with key stakeholders.

b) Openness and accountability: Members should ensure openness and accountability about its work and governance of the organisation.

**PART 7 Annual Declaration of Interest form**

|  |  |
| --- | --- |
| 1. **Name of Board Member:** |  |
| 1. **Address/preferred contact details:** | **Address -**  **Email-**  **Mobile-**  **Home telephone**  **Date of Birth** |
| 1. **Position of Public responsibility:** |  |
| 1. **Membership of other public bodies, trade unions or voluntary organisations:** |  |
| 1. **Direct involvement with businesses that trade for profit and has links to Barrhead HA/Levern Property Services** |  |
| 1. **Description of shares or securities in a company that may be relevant to the work of Barrhead HA:** |  |
| 1. **Involvement with any organisations from which Barrhead HA may secure a loan:** |  |
| 1. **Relationships to employees/Board Members of Barrhead HA/Levern Property Services** |  |
| 1. **The member has had no changes that affect their eligibility to be a Board Member** | **Yes/No**  **If yes, please discuss with the Chief Executive without delay.** |
| 1. **Signature:** |  |
| 1. **Date of signing:** |  |

**PART 8 BOARD MEMBER’S CODE OF CONDUCT (sfha model)**

**INTRODUCTION**

There are references throughout this Code of Conduct (the Code) to ‘you’ and ‘your’ which means the member of the Governing Body of Barrhead Housing Association and also our subsidiary Levern Property Services who has signed this Code. References to ‘we’, ‘us’ and ‘our’ mean Barrhead Housing Association and Levern Property Services.

1.1 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.

1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.

1.3 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct[[1]](#footnote-1). This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.

1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

1.5 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Governing Body to remove the member(s) involved.

**Who the Code applies to**

2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Governing Body and its sub-committees [and to the governing bodies of all subsidiaries and members of the Barrhead Housing Association Group].



**How the Code is structured**

3.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.[[2]](#footnote-2)

Each principle is described, as it applies to the activities of a RSL and its Governing Body Members, and supporting guidance is offered for each to provide more explanation of the Code’s requirements. The guidance is not exhaustive and it should be remembered that Governing Body Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

**The Principles**

4.1 The seven principles and what they mean for the purposes of this Code are:

**A. Selflessness**

**B. Openness**

**C. Honesty**

**D. Objectivity**

**E. Integrity**

**F. Accountability**

**G. Leadership**

**A. Selflessness**: You must act in the best interests of Barrhead Housing Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Governing Body should not promote the interests of a particular group or body of opinion to the exclusion of others.

A.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.

A.2 You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

A.3 You must accept responsibility for all decisions properly reached by the Governing Body (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

A.4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.

A.5 You must consider the views of others and be tolerant of differences.

A.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).

A.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected[[3]](#footnote-3) or their business interests.

A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

B. Openness: You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

B.1 You should exercise reasonable skill and care in the conduct of your duties.

B.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.

B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.

B.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

B.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.

B.6 You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.

B.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

**C. Honesty**: You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

C.1 You should always act in good faith when undertaking your responsibilities as a Member of our Governing Body.

C.2 You should use your skills, knowledge and judgement effectively to support our activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with our Rules and procedures.

C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Governing Body member to report any concerns they have about possible fraud, corruption or other wrongdoing.[[4]](#footnote-4)

C.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.

C.6 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.[[5]](#footnote-5)

C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.

C.8 You, or someone closely connected to you (see Appendix 1, p14), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

**D. Objectivity**: You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

D.1 You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).

D.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.

D.3 You must monitor performance carefully to ensure that the organisation’s purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

D.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

D.5 You should ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.

D.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

D.7 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by us.

**E. Integrity**: You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

E.1 You must always treat your Governing Body colleagues, our staff and their opinions with respect.

E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.

E.3 You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

E.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Governing Body.

E.5 You must uphold our equality and diversity, whistleblowing and acceptable use[[6]](#footnote-6) policies.

E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Governing Body and after you have left.

E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

**F. Accountability**: You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

F.1 You must observe and uphold the principles and requirements of the SHR’s Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that (Barrhead Housing Association’s) legal obligations are fulfilled.

F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.

F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.

F.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.

F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.

F.7 You must not speak or comment in public on our behalf without specific authority to do so.

F.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.

F.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

**G. Leadership**: You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

G.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.

G.2 You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.

G.3 You must always be a positive ambassador for the organisation.

G.4 You must participate in and contribute to the annual review of the Governing Body’s effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.

G.5 You must not criticise the organisation or our actions in public.

G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Senior Officer.

G.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Governing Body, staff or other partners.

G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute. This includes activities on social media, blogs and networking sites.

**Declaring and Managing Personal Interests**

5.1 Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.

5.2 You must keep your entry in the Register of Interests complete, accurate and up to date.

5.3 More details and examples are included at Appendix 1 (p12-15).

**Breach of this Code**

6.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.

6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Senior Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol.

6.3 Each member of the Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

**Review**

7.1 This Code of Conduct was adopted by the Governing Body on 7th August 2014. It will be reviewed not later than August 2017.

**Acceptance**

I have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Governing Body. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Governing Body which could result in my removal.

Signed

Date

**Appendix 1** **Declaring and Managing Personal Interests**



**1. Introduction**

1.1 Being a member of our Governing Body is of course only one part of your life. Other aspects of your life - such as family, friends and neighbours, voluntary work, causes you support, possibly business or financial interests, possibly your own housing arrangements - may have the potential to cross over into your role as a Governing Body Member.

1.2 However, as we are an organisation that works for the community [and uses public funds], it is essential that there is no conflict - and that there can be no reasonable perception of conflict - between your duties as a Governing Body Member and your personal (or personal business or financial) interests.

1.3 Any potential conflict between your position as a member of Governing Body and your other interests must be openly declared and effectively managed so as to protect the good reputation of Barrhead Housing Association and the RSL sector.

1.4 Where you have a personal business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.

1.5 This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

**2. Examples of interests that must be declared**

2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.

* Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
* Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
* Receipt of care or support services from us.
* Membership of a community or other voluntary organisation that is active in the area(s) we serve.
* Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
* Membership of the governing body of another RSL.
* Being an elected member of any local authority where we are active.
* If you purchase goods or services from us.
* If you purchase goods or services from one of our approved contractors or Framework Agreement partners.
* Significant shareholding in a company that we do business with.
* Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.
* Ownership of land or property in our areas of operation excluding for the purpose of your own residential use (i.e. there is no requirement for you to declare any house in which you currently live).
* Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.

2.2 If you are not sure whether a certain matter needs to be declared, you must seek guidance from the Chair or CEO. If doubt remains, the advice would always to declare the matter.

2.3 You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputation of both yourself and the organisation.

**3. Definition of 'close connection'**

3.1 Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or in law.

3.2 The following table outlines those who you should consider when declaring interests:

**Table A**

|  |  |  |
| --- | --- | --- |
| **Group 1**  **Members of your household** | **Group 2**  **People closely associated with you** | **Group 3**  **Others you need to consider** |
| Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home | * Parents, parents-in-law and their partners * Sons and daughters; stepsons and step-daughters and their partners * Brothers and sisters and their partners * A partner’s parent, child, brother or sister * Grandparents, grandchildren and their partners * Someone who is dependent on you or whom you are dependent on * Close friends | Other relatives (e.g. uncles, aunts, nieces, nephews & their partners)  Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates) |

3.3 If you become aware of any action or involvement relating to **anyone** in the table then you should declare and manage this as soon as possible.

3.4 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.

3.5 Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.

3.6 **You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with.** We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

3.7 In relation to 3.3 – 3.6 above, when considering your actions you should do so from the point of view of a reasonable and objective observer.

**4. Declaring personal interests**

4.1 A Governing Body Member would be required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role and thereafter to complete a new form (or amend the existing form) whenever there is a material change.]

4.2 You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.

4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon as you become aware that this is the case. You would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Governing Body – both internal and external.

4.5 Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

**Appendix 2:**

**Protocol for Dealing with a Breach of the Code of Conduct**

**A.1** This procedure sets out the arrangements that will normally apply to potential breaches of the Code of Conduct, which are defined as follows:

(a) Breaches of the Code of Conduct (the Code) that occur during a meeting and involve a member being obstructive, offensive or disregarding the authority of the Chair

(b) Other complaints about the conduct of a Member of the Governing Body

(c) Information that suggests that there may have been a breach of the Code by a member of the Governing Body.

**A.2** The Chair has delegated authority to deal with potential breaches of the Code, subject to Clause A.4 below. The Chair has delegated authority, in consultation with other office-bearers, to instruct progress and conclude investigations carried out in accordance with this protocol.

**A.3** A breach of the Code is a Notifiable Event, The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR’s requirements (as set out in the relevant guidance[[7]](#footnote-7)) in terms of reporting the outcome of the investigation are met.

**Conduct at meetings**

**A.4** Alleged breaches that occur during the course of a meeting (and which have not happened before) will normally be dealt with by the Chair or sub-committee Convenor, either during the meeting and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate. Where the Chair regards such behaviour as being very serious, it may also be investigated subsequently in accordance with the terms of this protocol, as will repeated incidents of a similar nature.

**Other Complaints**

**A.5** It is recognised that potential breaches of the Code of Conduct may occur beyond (Barrhead Housing Association’s) premises (e.g. whilst a Governing Body member is at an external meeting, attending a training event or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

**A.6** A potential breach of the Code, including repeated instances of poor conduct at meetings, will normally be the subject of an investigation, which will be managed by the Chair.



**A.7** Not all potential breaches will be the subject of complaints or allegations. Where they are, they do not have to be made in writing but the Chair and Secretary/Senior Officer should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation.

**A.8** In the event that an allegation is made anonymously, it will be investigated as thoroughly as possible, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.

**Investigation of a potential breach**

**A.9** Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. No one who has any involvement in the complaint or the circumstances surrounding it will play any part in the investigation.

**A.10** A potential breach of the Code of Conduct (other than that which is being dealt with as described at A.4) will be notified to the Governing Body by the Secretary within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation (but will not describe the detail of the complaint) and a recommendation of a suitable person to carry out the investigation. This recommendation should be made by the Chair who may seek advice from our solicitors.

**A.11** All investigations will be objective and impartial. A potential breach of the Code of Conduct will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate (as set out at A9).

**A.12** An internal investigation will be carried out by three Members of the Governing Body, not including the Chair, who will make a report and recommendations to the Governing Body. They will be supported in the conduct of the investigation by the Senior Officer.

**A.13** Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.

**A.14** An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.

**A.15** The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Governing Body. (Barrhead Housing Association) should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Governing Body.



**A.16** Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Governing Body Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.

**A.17** The Governing Body Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Governing Body Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Governing Body should agree to grant leave of absence to a member who is the subject of a complaint whilst an investigation is carried out.

**A.18** A meeting of the Governing Body will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.

**A.19** The Governing Body will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.

**A.20** Where, following an investigation, it is concluded that a serious breach has occurred, the Governing Body may require the member to stand down from their position in accordance with the Rules.

**A.21** If the Governing Body proposes to remove a member, following investigation, the member will have the right to address the full Governing Body before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority (two thirds) of the remaining members of the Governing Body, in accordance with Rule (X) [[8]](#footnote-8)

**Action to Deal with a Breach**

**A.22** If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:

* an informal discussion with the member concerned
* advice and assistance on how his or her conduct can be improved
* the offer of training or other form of support
* a formal censure
* a vote to remove the Member from the Governing Body

**A.24** The outcome of any investigation will be notified to the Scottish Housing Regulator.

**Definitions**

**A.25** Barrhead Housing Association will regard the following actions as a “serious breach” of the Code of Conduct (this list is not exhaustive):

* Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
* Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
* Accepting a bribe or inducement from a third party designed to influence the decisions we make.
* Consistent or serious failure to observe the terms of the Code of Conduct.

**Approval and Review**

**A.26** This protocol was approved by the Governing Body of Barrhead Housing Association on 7th August 2014. It will be reviewed immediately following its implementation to deal with a potential breach or not later than August 2017, whichever is the earlier.

DECLARATION OF INTEREST FORM (complete a separate form for each declaration)

|  |  |
| --- | --- |
| 1. Name of Board member |  |
| 1. Date of completion of form |  |
| 1. Details of the declaration:   What is the declaration related to?  Who is the ‘connected person’ involved (family/friend/neighbour, etc) ?  Are you in regular social contact with this ‘connected person’?  Is there any value/benefit related to this declaration, even if very small value/points, etc.? |  |
| 1. What level of contact, (social, business or otherwise) do you have with this ‘connected person’? |  |
| 1. Signed by Board member |  |
| 1. Management Action:   Confirm any requirement to manage this declaration to the Board member – record details here: | 1. Date recorded in the Register 2. Signed off by CE: |

**Part 9 BOARD STRUCTURE AND SUCCESSION PLANNING**

**THE BOARD, SUB-GROUPS and WORKING GROUPS**

Barrhead Housing Association is a registered society under the Co-operative and Community Benefit Societies Act 2014, a Registered Society; a Registered Social Landlord, a Limited Company and a Scottish Charity. Board Members are both subject to the requirements of the Scottish Housing Regulator and the Charities and Trustee Investment (Scotland) Act 2005. The Board comprises of no less than 7 and no more than 12, (including co-optee) places, normally made up of Association tenants, local residents, owner occupiers and specific business professionals. Day to day management is the responsibility of the staff of Barrhead Housing Association, headed by the Chief Executive and the Senior Management Team.

The Board’s central role is to direct the organisation’s work – that is to determine strategic direction, overall expenditure and policy.

A governance review of the Board, senior staff and Board members structure took place in 2010/11 and 2011/12 which identified good working relationships but highlighted a more strategic need for future recruitment and succession planning. The current Board members structure has been reviewed over this period to allow Management Board Members to focus on strategy, finance and the business direction, with the sub-committees engaging with the detail of policy, service delivery and performance. The new arrangements were designed to assist the Board and committees to concentrate their effort on where it can have greatest impact and harness the expertise of Board Members in a more effective manner.

**Finance and Performance reports to the full Governing Board**

The aim of the finance and performance reporting is twofold. Firstly to ensure that the Board places particular emphasis upon its responsibilities for audit – both internal and external control and to set priorities, and to monitor operational performance, programmes and overall effectiveness. As well as audit, the Board members will focus on assisting the organisation to meet its objectives and fulfil its mission with particular emphasis on the quality and scope of service delivery and the operational management of the Association’s financial situation. Key performance will be monitored against targets.

The following sub-groups and working groups have been set up:

**Staffing Sub-Group (including health and safety)**

**Audit & Risk Sub-Group**

**Development Sub-Group**

The aim of the Sub-Groups is to oversee delegated responsibility for more detailed work while reporting ultimately recommendations to the full governing board for final approval. A separate Remit (terms of reference) applies to each sub-group which confirms the areas of responsibility and tasks to be covered.

From time to time, ad hoc working groups will be set up with specific responsibilities delegated by the Governing Board..

In addition in November 2011, we registered the following company as a company limited by guarantee following a review with our external auditor on our factoring activities. However the subsidiary will not only deal with expanding our factoring services but will also further the aims of the Association within the wider economic sense. This will mean considering opportunities for employment, and for delivering services in a different and more cost effective way.

**Levern Property Services**

The subsidiary company went live in April 2012 and operates a separate Board from BHA. The purpose of this independent Board is to ensure that the approved business plan for LPS is progressed to include the compliance with the requirements of new factoring legislation and to develop and oversee the services which the Association provides to owner occupiers to whom we deliver factoring services.

**ELECTION OF OFFICE BEARERS**

The Association’s Board has three Office Bearers – the Chair, Vice Chair and Secretary. These posts will be filled through open recruitment amongst the membership of the Board. The Chief Executive will initiate procedures to facilitate the election of vacant Office Bearer posts at the first available meeting following the Annual General Meeting. Office Bearers will hold office for a period of five years with elections being held annually. They cannot hold the same office for more than five consecutive years without standing down for at least one year. Any other vacant convenor posts will be elected in the same way, however convenors will sit for one year only and be required to stand for re-election to that post annually, up to a period of five consecutive years.

|  |
| --- |
| **BOARD RECRUITMENT** |
| The Association aims for as wide a membership as possible from the neighbourhoods in which we operate and the customers which the Association serves.  In order to be eligible for Board membership an individual must pay £1 for a share to become a shareholding member of the Association; be at least sixteen years of age; and be an individual who has well-established connection with East Renfrewshire generally and who can demonstrate a clear commitment to the aims and charitable objectives of the Association.  In addition, Rule 43 of the Association’s Rules, the criteria for eligibility to become a Board member is specified, as stated in Part 4above and Rule 44 states when membership of the Board would cease, also in Part 4 above.  In order to ensure that collectively the Board has the skills necessary for it to guide the organisation, skills and experience in one or more of the following areas are also relevant:   * General business and management * Strategic decision taking * Business planning * Staff management * Team working * Corporate governance * Social housing * Equal opportunities * Property management * Contract management * Finance and treasury management * Information technology * Public relations * Factoring   The Chair of the Board will identify any lack of essential knowledge or skill and appointments will be made to try to fill those gaps. Vacancies will be widely advertised through the Association’s Newsletter, local businesses and other Housing Associations, as well as the Association’s web site. The chairperson and Chief Executive will have delegated powers to make recommendations for the appointment for approval by the Governing Board. Those appointed as filling casual vacancies during the year, will hold office until the next Annual General Meeting of the Association where they can stand for election. If not re-appointed they will vacate office at the conclusion of that meeting.  **SUCCESSION RULES**  The Rules of the Association set out the requirement for one third of the membership of the Board to stand down each year. In addition the Scottish Housing Regulator’s regulatory framework for regulating social landlords in Scotland requires that members of the Board who have served for a continuous period (from 1 April 2015) of 9 years must also stand down and are not eligible for re-election until the next Annual General Meeting, without an assessment as to the ability of the member to demonstrate the required objectivity in their decision making.  The benefit of one third standing down ensures that the Association retains a level of continuity and consistency within the Board at all times yet provides an opportunity for the composition to be reviewed when new members can join the Board who can bring new ideas, knowledge, skills and experience.  **ANNUAL BOARD MEMBER APPRAISAL**  The Board Member appraisal process is an integral part of succession planning as it is used as a valuable tool in reviewing and monitoring performance of individual Board Members and of the Board and its committees. The appraisal process therefore assesses current competencies in the desired areas through development of current members or through recruitment of new members.  Each Board Member will receive an individual appraisal with the Chair and supported by the Chief Executive, to review their performance during the previous year and to agree training/development needs for the future. The Chair will receive an appraisal from the Vice Chair, with support from the Director.  **SUCCESSION PLAN – AIMS AND OBJECTIVES**  The plan aims to ensure the Association takes a more strategic approach to business continuity by ensuring that we have the right people in key positions at all times. The Board has the responsibility of leading the Association, it is therefore crucial that Board members have the right skills, for today’s activities but also for the future. The Board acknowledge that skills, knowledge and experience required to effectively steer the Association will change over time in response to market developments/requirements, opportunities, challenges, and emerging and evolving risks.  An annual review of this plan will ensure that we are aware of what the Board requirements are for any recruitment process and have a plan describing how to get there. The plan therefore sets out clearly the actions necessary in recruiting, retaining, and developing Board Members but also preparing the Association for changes, planned and otherwise.  The plan objectives are:   * The Board possess the required skills, knowledge and experience to enable them to effectively carry out their role. This relates to the annual appraisal and continual development of the Board. It also relates to focussed recruitment to address skills gaps. * The Board is representative of the community it serves. This demonstrates the Association’s commitment to equality and diversity in all that we do and to strive to achieve a mix of age, sex and ethnicity on the Board. * Groups/individuals are developed within the Association to build capacity.   Feeder groups such as working groups and tenant and owner representative groups will be developed to build the capacity of others who may aspire to Board Membership or want to be part of the decision making processes in other ways. This ensures that the process of recruitment and building of skills is continuous, empowers Board members to effect change and also helps to promote the work of the Association.   * Board Members receive appropriate training in the roles of Chairs – This recognises the additional skills required for a Chair of the Board and committees. * To continually raise the profile of the Board in the community. By raising the Board’s profile, interest in the Board will be enhanced and hopefully lead to an increase in applicants for vacancies.   **ACTION PLAN**  The Action Plan clearly sets out the factors to be taken into account and the processes to be followed in relation to retaining or replacing personnel on the Board. The plan is designed to deliver the five objectives of the Plan that have been identified.   |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | **Objective 1:** The Board possesses the required skills, knowledge and experience to enable them to effectively carry out their roles.   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Ref** | **Action** | **Timetable** | **Lead Officer** | **Intended Outcome** | | 1.1 | Board members to complete a self-assessment of skills and knowledge annually | By end of June | CEO | Skill gaps identified on an annual basis and addressed through a development programme for the forthcoming year and recruitment when appropriate. | | 1.2 | Board members to complete an appraisal with the Chair of the Board annually. | By end of October | CEO | Identify development areas for Board members and increase awareness of how the Board functions. | | 1.3 | Take account of identified skills gaps and provide development sessions in the relevant areas by producing a development programme annually. | By November | CEO | Skill gaps addressed. Board Members will show proficiency in key areas to enable them to carry out their role effectively. | | 1.4 | Advertisements to fill vacancies including skills required. | As they arise. | CEO | Skills gaps addressed by encouraging new members with the required skills. | | 1.5 | Advertise vacancies in the local area press, local chamber of commerce, etc. | As they arise | CEO | Achieve transparency in recruitment and provide opportunity to a wide audience. | | 1.6 | New Board members receive a comprehensive induction into the Association, including becoming initially an observer and an induction pack. | Within one month of becoming a Board member. | CEO | New Board members are assimilated into the Association as quickly as possible and have the confidence and knowledge to actively participate at meetings within three months. In addition Board Members understand their roles in the Association. | | 1.7 | Chair of the Board to carry out Induction Impact Assessment of new Board Members. | Within six months of joining the Board. | CEO | To satisfy the Chair that new Board members have settled into their role and there is no outstanding development needs. | | 1.8 | Regularly refresh training on role of the Board. | Annually | CEO | Board members are kept up to date with current developments that effect Board members responsibilities as non- executive Directors | |   Objective 2: The Board is representative of the community it serves.   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Ref** | **Action** | **Timetable** | **Lead Officer** | **Intended Outcome** | | 2.1 | Complete equality and diversity monitoring of current Board Members and compare with customer profile. | Annually before any recruitment. | CEO | Understand equality and diversity make-up of the Board so that gaps are identified. | | 2.2 | Publicise the work of the Association including how to become a Board Member. | Annually | CEO | Increase awareness of the Board, its role and how these groups can be part of it. | | 2.3 | Advise hard to reach groups of vacancies on the Board | When vacancies arise | CEO | Increase awareness of Board’s existence, its role and how people in these groups can be part of it. | | 2.4 | Include in vacancy adverts that the Association welcomes applications from all the community, highlighting areas where the Board is under-represented. | At design of advert | CEO | Increased awareness locally that Board membership is open to all. Increased representation from targeted groups. | | 2.5 | Develop recruitment literature that sets out the duties of a Board Member. | Three months in advance of the AGM | CEO | Increased awareness of the Board and its role in the Association and impact on the community. |   **Objective 3:** Groups/individuals are developed within the Association to build capacity.   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Ref** | **Action** | **Timetable** | **Lead Officer** | **Intended Outcome** | | 3.1 | Revitalise Tenants and Residents Group and tenant Scrutiny panel | By December | Director of Customer Services, DCS | To engage more with people who may wish to become members of the Board in the future. | | 3.2 | Question in surveys and feedback form about what is stopping people from becoming members of the Board | annually | DCS | To determine whether there are any blocks to people becoming a Board Member and dealing with these blocks. |   **Objective 4:** Board Members receive appropriate training in the roles of Chairs and Vice Chair.   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Ref** | **Action** | **Timetable** | **Lead Officer** | **Intended Outcome** | | 4.1 | Board members receive appropriate training in the role as Chair. | Annually | CEO | Increase the number of Board Members with the skills required to carry out the role of Chair and Vice Chair. | | 4.2 | Encourage Board Members to take the role of Convenor of sub-committees and working groups of the Board. | As Groups are established. | CEO | Give the opportunity to Board Members who are not Chair of the Board or its committees to try out and improve their skills. |   **Objective 5:** Continually raise the profile of the Board in the community   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Ref** | **Action** | **Timetable** | **Lead Officer** | **Intended Outcome** | | 5.1 | Advertise all Board Meetings locally and offer opportunities to raise questions. | Quarterly | CEO | Increase awareness of the Association. Encourage/raise public interest in the work of the Board. | | 5.2 | Promote the work of the Board at local events | Annually | CEO | Increase awareness of the work of the Board and opportunities to get involved. | | 5.3 | Encourage groups/other Stakeholder groups to raise questions for the Board | Every meeting | CEO and Board members | Increased involvement in decision making. | | 5.4 | Publish non confidential Board agendas and minutes on the Association’s new Web Site | Five working days before the meeting. | ADMIN OFFICER | Demonstrate transparency. Increase public awareness and interest of the work of the Board. | | 5.5 | Publish articles from Board Members in the Association’s Newsletter | Annually | ADMIN OFFICER | Increase awareness of the work of individual Board Members. | | 5.6 | Invite potential Board Members to Board Meetings as observers | As appropriate | CEO | To promote potential Board Member understanding of the role of the Board. | | |
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**PART 10 Board Member’s Annual Review Procedure**

**Introduction**

In advance of the review, Board Members should review the Board Member role description, the Chairs role description and the remit of the Governing Board. Each Board Member should be prepared to discuss their own contribution as well as how the Governing Board has functioned and performed over the past 12 months.

Prior to the review meeting being arranged, Board members will be required to complete a self -assessment questionnaire, at appendix 1 and this should be forwarded to the Chief Executive 5 days prior to the review meeting.

**The Review Meeting**

At the review, we will discuss the self- assessment responses and in particular the following:

• Attendance and commitment at Board member meetings

• Knowledge and understanding of business needs

• Ability to contribute to the Governing Board

• Ability to constructively challenge staff

• Contribution to strategy and policy development

• Ability to build constructive relationships and represent the Governing Board

• Ability to contribute to governance issues

In advance, please consider:

• What has given you most satisfaction?

• Have you been frustrated with any aspect of your involvement?

• How effective is the Governing Board supported by staff

• Do you feel you have access to information to make informed decisions?

• How helpful was the training and development you participated in

• Do you see yourself as an office bearer?

**What happens next?**

The meeting will be recorded and a copy of the record provided to the Board Member and a copy kept on file. A summary report of all issues will be presented to the Governing Board with recommendations for improvements – contained within an Action Plan.

**PART 11 Governing Board’s Group Remit**

The full Governing Board has the collective responsibility for ensuring the success of Barrhead Housing Association and its compliance with all legal and regulatory obligations.

In practice, this means that the Governing Board will set the strategic direction for the business, scrutinise and monitor performance, and manage and mitigate risk. Barrhead Housing Association has a detailed approved remit for the conduct of Governing Board meetings. The following provides a summary of the duties of individual members in taking part.

**Summary Role and Duties of the Governing Board:**

**Governance**

1. Approve and review the governance structure

2. Establish a framework of delegation to Board members and staff

3. When applicable, approve appointment (and if necessary removal) of governing Board Members

4. Review Governing Board performance, individual Board Member performance and arrangements for succession planning

5. To consider any matter referred to it by a General Meeting

6. Establish a framework for internal control and risk management

7. Appoint, and if required, remove Director and other senior management, and approve remuneration for the Chief Executive

8. Account for its activities to shareholders at an AGM and call general meetings as required in accordance with the Rules.

**Statutory Duties**

1. Approve the annual performance report and year-end financial statements prior to publication

2. Approve regulatory returns prior to submission

3. Ensure affairs are conducted lawfully and in accordance with accepted standards of performance and propriety

4. Ensure that legal and regulatory obligations are met as a landlord, employer and steward of public funds

**Strategy**

1. To determine Barrhead HA’s purpose, strategic objectives and values

2. Approve the strategic plan including the long term financial forecasts

3. Approve an organisational approach to performance management and reporting

4. Approve expansion of the business into new activities

**Operational**

1. Approve annual operating and capital budgets

2. Approve any significant changes to accounting policies or practices

3. Monitor and review performance in relation to approved plans and budgets

4. Make decisions on all matters that might create significant financial or other risk to the business

5. Ensure Barrhead HA maintains effective relationships with government, local authorities, regulatory bodies, other statutory bodies and partner organisations

**PART 12 Role of Chairperson**

The role of Chair has responsibilities in addition to the obligations set out in the role profile of a Board Member. As well as the normal duties of a Board Member, the Chair has responsibility for ensuring the Governing Board fulfil its role and that business is conducted effectively at meetings.

**Major Tasks**

1. At meetings, ensure appropriate balance between strategic, policy and performance matters and an overview of Association business is maintained.

2. The standing orders, remits, code of conduct for Board Members, and other relevant policies and procedures for governance are complied with

3. Chair meetings so that agenda items are dealt with effectively and decisions are reached clearly.

4. Ensure all members are given the opportunity to express their views before any important decision is reached.

5. Ensure appropriate standards of behaviour in accordance with the code of conduct.

6. Ensure an agenda is set for each meeting; Minutes are checked, approved and decisions/actions implemented.

7. Board members receives professional advice when needed

8. Resolve any issue of inadequate servicing to Board members with the Chief Executive.

9. Establish constructive working relationships with other Board Members.

10. Ensure Board members review their own performance at a collective and individual level, ensuring that training requirements are undertaken.

11. Ensure the Association plans to achieve a representative and effective Board members composition and has active succession planning practices.

12. Ensure potential new members are properly briefed about their role and responsibilities including induction and on-going training as required.

13. Where appropriate, invite interested potential new members to attend a meeting as an observer before appointment.

14. Ensure training needs for Board members are properly addressed including appropriate induction training.

15. Ensure Board members delegate sufficient authority to enable business to be carried on effectively between meetings and Board members monitors the use of delegated powers regularly.

16. Establish constructive working relationship with Chief Executive and carry out an annual review with the Chief Executive in accordance with our policy.

17. Ensure effective working relationships between Board members and senior staff

18. Build strong partnerships and attend external events with tenants, residents, Board Members, and stakeholders as appropriate.

19. In general terms, ensure compliance with the Barrhead Governance Charter and Board members Code of Conduct

**Skills/Experience:**

In addition, the Chair has a responsibility to:

1. Ensure the Association’s governance structure functions effectively and improves performance.

2. Ensure that at least once per annum there is an opportunity for all Board Members and staff to meet together and to ensure the success of such events.

3. Only hold office for 5 continuous years

**PART 13 Role of Secretary and Vice Chairperson**

The Association elects annually our office bearer positions and in addition to have a chair, we also elect a secretary and Vice Chairperson. We also annually elect co-optee positions where we feel additional expertise would be required. A co-optee cannot become office bearers. Board Members are responsible for appointing office bearer and co-optee positions.

The role of the vice chairperson’s position is to essentially step in to fulfil the chair’s responsibilities when he/she is unable to do so. In the run up to the 5-year chair’s appointment coming to an end, we would use the vice chairperson’s appointment to prepare for the successful transfer of duties and take the chairperson’s role.

The Association must have a Secretary and his/her duties include the following:

* Calling and going to all meetings of the Association and all Board meetings
* Keeping the minutes for all meetings of the Association and Committee
* Sending out letters, notices calling meetings and relevant documents to members before a meeting
* Preparing and sending all the necessary reports to the Financial Conduct Authority, Office of Charitable Trustees, and the Scottish Housing Regulator
* Ensuring compliance with the Association’s Rules
* Keeping the register of members and other registers required under the Rules
* Supervision of the Association’s seal within our safe (generally this is no longer required as we adopt the Requirements of Writing Act 1995 responsibilities for the execution of documents - signatures and witness)

The Secretary must produce or give up all the Association’s books, registers, documents and property whenever requested by a resolution of the Board or of a general meeting.

There is no term of office stipulated by the rules for the Vice chairperson or the Secretary but 5 year terms would be normally acceptable.

**PART 14 SENIOR MANAGEMENT TEAM – TERMS OF REFERENCE (for information)**

1. **INTRODUCTION**

The purpose of this paper is to set out the Terms of Reference for the Senior Management Team, (SMT) within Barrhead Housing Association Ltd.

The SMT is the executive decision-making body within the Association. It is responsible for:

* Supporting the Board to carry out its strategic role, both BHA and LPS
* Providing leadership and direction for the work of the Association
* Taking ownership and responsibility for the Association as a business and charity
* Ensuring delivery of the objectives set out in the Business Plan
* Developing the Business Plan (in conjunction with the Board) and
* Implementing the vision, mission and values of the organisation

**2. MEMBERSHIP**

The SMT consists of:

* The Chief Executive, Shirley Robison
* The Director of Corporate Services, Helen Sutherland
* The Director of Asset Management, James Ward
* The Director of Customer Services, Lorraine Dallas

For SMT meetings, members are the above plus the following management team members:

* The Property Manager, Janice Peters
* The Quality and Customer Services Manager, Douglas Wilson

Management team members will take part in the SMT operational meetings, in strategic

SMT meetings as required, and the weekly diary meetings but not the individual 1:1

meetings with the Chief Executive, but with their own individual Directors.

The Chief Executive is accountable to the governing Board and the departmental Directors to the Chief Executive. All of the above staff members will make every effort to attend SMT meetings. The SMT meetings remain constant and in the event that a member cannot attend, they should where practical, provide a briefing note to support their views on any new issue on the agenda and before this is presented to the governing Board for approval or taking forward. The Chief Executive may ask other staff to participate as appropriate and where they have a specific input into the agenda items or where the SMT would like a presentation on a specific issue.

**3. PRINCIPLES OF WORKING**

The following principles will underpin the work and meetings of the SMT:

* Leading by example, displaying Barrhead’s values in their work and meetings.
* Determining clear collective and individual priorities (after the SMT/Board review days)
* Team working – maximising each other’s strengths, demonstrating strong corporate business commitment and trust.
* Communicating regularly with one another out with SMT meetings and keeping each other informed of matters or issues as they arise.
* Sharing information from the SMT meetings with the wider organisation as appropriate.
* Respecting confidentiality when required
* Providing papers and presentations for the meeting timeously.
* Building strong relationships with the Board, partner organisations (such as FLAIR) and the wider social housing community
* Considering issues and decisions to be presented to the Board for approval, as appropriate.
* Preparing the Business Plan and reviewing performance against objectives
* Monitoring, analysing and reviewing budget spend against actual performance, benchmarking and a commitment to continuous improvement
* Implementing and reviewing the Association’s Risk Management Strategy

**4. MEETINGS**

The SMT will meet formally once every 6 weeks; every alternate SMT meeting will be either an operational meeting or a strategic meeting; catch up meetings for departmental Directors and 1:1 meetings with the Chief Executive (for SMT only) held in between. A weekly diary meeting will take place every Tuesday at 9.30am for all SMT members. Formal meetings will be minuted, whereas catch up meetings will be characterised by the SMT using the space for briefings on key organisational issues and for short-term prioritising. All SMT meetings will normally take place on a Wednesday morning.

Members of the Senior Management Team will behave at meetings of the SMT in a way which demonstrate the Association’s values and respect for each other. Specifically members will:

* Be open, frank, and honest
* Stick to the point and be relevant
* Let everyone have their say – don’t hog the meeting
* Not prejudge – think openly
* Be positive/constructive
* Not get bogged down with detail
* Take responsibility for your own department
* constructively ask questions of other departments and particularly for financial matters

**5. AGENDA PLANNING**

There are standard agenda items for both meetings outlined below; however these items may be amended/replaced by the strategic issues of the day. The Chief Executive will take the lead for agenda planning which will be circulated at least 4 working days in advance to allow other items to be added. Rotation of the chair and minute taking will be decided at the start of each meeting – providing 3 members are available, the meetings will proceed. Supporting papers will be provided in advance of meetings, and at least 4 working days to allow preparation by other members of the team.

The **FORMAL SMT** meeting agenda will include:

1. Welcome and apologies

2. Minute of previous meeting (action plan)

3. Matters arising

4. Governance matters, including Board papers/agenda items

5. Corporate finance matters

6. Staffing

7. Performance, Risk and complaints

8. Customer Services

9. Property Services including Health and Safety

10. Date of next meeting

The agenda will highlight the operational issues, and for alternate meetings the strategic issues for discussion.

The weekly diary S**MT** meeting will take place every Friday morning and will include:

1. Key up-dates – setting of departmental Directors meetings depending on priorities for week/month ahead

2. Weekly priorities/pressures – support from SMT colleagues

3. Forward Planning – agenda planning for Board meetings, consultation events, administration issues, etc.

4. Diary commitments for the week

The Chief Executive will normally chair the weekly diary meeting and where required an action email will be issued to confirm decisions made/required.

Appendix 1 (not enclosed here – internal use) provides details of the dates of the SMT and weekly diary, and 1:1 meetings for the remainder of 2014/2015, at which point the arrangements will be reviewed. Appendix 1 also notes the SMT meetings at which Board and Sub Committee papers should be available for review by the SMT prior to their being placed on the agenda for the subsequent Board and Sub Committee meeting.

The SMT will normally start at 9.30 am and will last no longer than 3 hours. The diary meeting will start at 9.30 am and will last no longer than 30 minutes. Individual 1:1 meetings will last no more than 1 hour.

**PART 15 Policies relating to Board members’ expenses**

**1. Introduction**

The service provided by Governing Board is on a voluntary basis. Any payment of expenses or allowances incurred while on Association business should be clearly set out. This document sets out Barrhead Housing Association’s Policy and Procedures for paying expenses to Governing Board members

The policy applies to members of the full Board of Barrhead HA, its Sub-Committees and Board members of our subsidiary, Levern Property Services.

**2. Legal and Regulatory Requirements**

The expectation of Governing Boards are set out in a range of documents including the Scottish Housing Regulator’s Regulatory framework, good practice guidance and also a range of internal policies and our overall Governance governance framework. These would be covered by the Association’s Payments and Benefits Policy and our Code of Conduct for Governing Board members.

Governing Board members are required to act with honesty and integrity, with an important part of this being that there is a clear and accountable system/method for paying Governing Board expenses. It is not accepted that Governing Board members benefit from their positions and high standards of probity are required.

It is however acceptable for Governing Board to be reimbursed for genuine out-of-pocket expenses which they have incurred in the process of carrying out approved Association business.

**3. Statement of Policy**

This Policy has been adopted by Barrhead Housing Association Limited to ensure that:

* We operate within the Regulatory framework, and good practice and guidance.
* Proper re-imbursement of out-of-pocket expenses are given to Governing Board members.
* The Association does not wish to exclude anyone from participating as a Governing Board member because of their responsibilities for caring for dependents.

**4. Conditions of Paying Expenses**

Board expenses will be paid if they have been incurred as a result of:

* Attendance at full Board meetings, Sub-Committee Meetings, working groups, and our subsidiary Board meetings
* Attending other business on behalf of the Association or its subsidiary on the authority of the BHA’s Governing Board. This includes attendance at seminars, conferences and training events.

**5. Type of Costs for which expenses can be claimed**

**a) Cost of Meals**

Cost of meals will be covered by a subsistence allowance and can be claimed in the following circumstances:

* Board Member is attending an event outwith the Association’s office,
* the event lasts for more than five hours,
* suitable meals are not provided as part of the event

The Governing Board will not receive an allowance for attendance at Board, Sub-Committee or any other meetings at the Association’s offices, or where a suitable meal is provided or has been reimbursed.

The subsistence rates approved by Employers in Voluntary Housing will be the allowances payable. No receipts will be required to be produced when claims are made since these are fixed rate allowances. Subsistence rates are as follows:

* Lunch £9.41 (April 2014)
* Dinner £15.37 (April 2014)

**b) Travel Costs**

Expenses can be paid in relation to the following types of transport:

* public transport (bus, rail or ferry) cheapest class fares
* car mileage where the Association has received current documentation to confirm insurance, MOT and car tax is in place. Current rate is £0.45 per mile with claims being made after the event.
* taxi fares. The company account should be used for short journeys up to a 15 mile radius of Glasgow and the Board members should contact the office to arrange.

The Association would expect Governing Board members to share taxis and cars where possible, to assist in reducing the cost to the Association.

Claims should be made for the actual costs incurred, unless the method of transport used is a private car in which case expenses will be paid on the basis of the mileage allowance approved by Employers in Voluntary Housing.

As a rule Governing Board should use the most cost effective form of transport, however, where a meeting is outwith the Association’s area of operation (up to 15 miles each way) or where health and safety issues must be considered due to personal safety, then the Association’s taxi account should be used.

Use of the taxi account should be agreed in advance with the Chief Executive. Car park fees and bridge tolls can be claimed as expenses.

For clarification, the most cost effective form of transport should be considered on the following basis:

* for local events including Glasgow locations and our FLAIR partners, members can claim mileage for the trip.
* for conferences, members should, in the first instance, check what arrangements for travel are being arranged by the event organiser. Where this method of travel is inconvenient, members can claim second-class rail fares to the event.
* Where a member agrees to take Governing Board as passengers, only the car driver would claim mileage expenses. This also applies where the car driver has agreed to take other Barrhead Housing Association Board members as passengers, and this is a cheaper form of transport than individual members claiming rail fares.

**c) Childcare and Care of Dependent Relative Costs**

The Association will meet the cost of looking after a child or a dependent relative while a Board member is carrying out Association duties. This includes attending full Board, Sub-Committee Meetings, working groups and our subsidiary Board meetings.

To ensure that the Association complies with the requirements of our Payments and Benefits Policy and Code of Conduct, the person looking after the child or dependent relative should be:

* a close relative who is not a member of the household or
* an appropriately qualified person

Governing Board members claiming for child minding or care of dependent costs should:

* provide an invoice and receipt for expenses incurred, and (see appendix A) and
* confirm that the person looking after the child or dependent relative is not a member of the Governing Board household

Expenses will be paid for any child or stepchild of a Board Member, or any child for whom the Board Member is the legal guardian.

The child must be under 16 and must normally live with the Board Member.

If a qualified person registered child-minder is used, costs will be paid on the basis of an invoice provided by the person.

If a qualified person has not been used, the Association will make payments of £3.50 per hour. In any 24-hour period a maximum of 8 hours child or dependent relative care can be claimed.

Costs cannot be claimed if a Board Member takes their children to a conference or other events and a suitable free alterative is provided.

**d) Overnight Allowance**

If a Board Member is required to stay away from home overnight due to authorised Association business, the Association will pay an allowance. The allowance payable up to the amount approved by Employers in Voluntary Housing or £25.00 per night whichever is greater.

**e) Accommodation**

In cases where accommodation costs are not covered in any other way, the Association will book suitable accommodation for the member and invoices will be sent direct to the Association for payment.

**6. What Can’t be Claimed as Expenses**

Expenses will not be paid for meals, transport, accommodation etc. where these have already been included in attendance fee for an event, or if they are provided free of charge.

**7. Claiming Expenses**

All claims must be made on the Association’s official expenses claim form and on an individual basis. The form should be completed in full and signed by the Board Member making the claim.

With the exception of mileage claims, subsistence allowance and overnight allowances, receipts will be required as evidence of expenditure. Subsistence allowances and overnight allowances can be claimed in advance but mileage claims should be made after the event.

Claims will be authorised by the Chief Executive or Director of Corporate Services. As agreed by the Governing Board, the Chairperson’s expenses will be authorised by the Chief Executive.

**8. Monitoring and Review**

The Corporate Services Department will be responsible for the upkeep of records in relation to payments made to the Governing Board for out-of-pocket expenses and other related payments referred to within Governing Board Expenses Policy. The Corporate Services Department will monitor the cumulative expenses paid to each Governing Board Member annually, and a report will be made by the Chief Executive detailing the total expenses paid to individual members.

Any fraudulent claims for expenses will represent a breach of the Association’s Code of Conduct for Governing Board, and such claims will result in disciplinary action against the Board Member concerned.

Appendix A

**Governing Board Expenses Form**

**Name:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Date of event** | **Details/purpose of journey or expenses claim** | **No.**  **Miles** | **Other**  **Travel**  **Expenses** | **Other out-of-pocket**  **expenses** | **Overnight expenses** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  | **Totals :** |  |  |  |  |

I certify that the expenditure for which reimbursement I now claim was properly incurred on Association business.

|  |  |
| --- | --- |
| Signed : | Date : |
| Authorised by : | Date : |

**Form should then be submitted to the office, together with**

**any relevant receipts.**

**PART 16 Entitlements, Payments, and Benefits Policy**

# 1. Introduction

# Who the Policy Affects

1.1This policy is aimed at people who are:

* Members of our Governing Body and of the governing body of any of our subsidiaries
* Everyone who works for us or any of our subsidiaries, whether employed directly or otherwise

1.2 For the remainder of this policy the above will be referred to as “our people.”

**About This Policy**

1.3 We are a Registered Social Landlord (RSL) and a Scottish Charity. We are part of a sector that has a strong reputation for integrity and accountability to the people we exist to help and to our Regulators. We must ensure that the organisation upholds its reputation and that of the sector. Our people cannot benefit inappropriately from their connection with the organisation.

1.4 This policy describes the entitlements, payments or benefits that our people are able to receive. It also describes what is not permitted and the arrangements that we have in place to ensure that the requirements of this policy are observed.

1.5 The Scottish Housing Regulator (SHR) requires us to have a policy that sets out what payments and benefits we permit and to ensure that these arrangements demonstrate transparency, honesty and propriety[[9]](#footnote-9). We must ensure there is no public perception of impropriety.

1.6 As we are a Scottish Charity, all of our Governing Body Members must also ensure that they comply with the Office of the Scottish Charity Regulator (OSCR) guidance to Charity Trustees[[10]](#footnote-10) and charity legislation.

1.7 This Policy is intended to be a practical document that supports us in meeting all of the above requirements, ensuring that none of our people benefits improperly or inappropriately from their involvement with us, but also that they are not unfairly disadvantaged. We expect our people to act in good faith, and in applying the terms of the policy we will always take this into account.

1.8 As someone who is affected by this policy, you are personally responsible for ensuring that you are familiar with and comply with its terms.

1.9 At all times, we expect a common-sense approach to be applied to the interpretation and application of this policy. If you are unsure about anything relating to benefits, payments or entitlements you should consult with the Chair or CEO (if you are a member of the governing body) or with your line manager (if you are a member of staff).

**What this Policy Covers**

1.10 This policy covers:

* Managing Your Interests
  + Registering and Declaring Interests
  + Entitlements, Payments & Benefits
* People Connected To You
  + Who Else You Should Consider When Declaring Interests
  + What You Should Consider
* Use of Our Contractors/Suppliers By Our People

**Other Relevant Polices**

1.11 The Code of Conduct is linked to this policy. Failure to comply with the terms of this policy will be regarded as a breach of the Code of Conduct.

1.12 You are also required to be familiar with and observe the terms of our Anti-Bribery and Fraud policy. We prohibit any attempt to induce the organisation or our people to offer preferential services or business terms and we will at all times comply with the Bribery Act 2010.

1.13 Our policies relating to the following are also relevant to this document and must be complied with at all times:

* Allocations
* Repairs and Improvements
* Adaptations
* Procurement
* Training
* Expenses
* Recruitment
* Sale of our Property
* Decoration Allowances/Prizes

Please note that this list is not exhaustive and you are required to comply with all of our policies and procedures.

# 2. Managing Your Interests

**Registering and Declaring Interests**

2.1 In order to protect our reputation and demonstrate that we conduct our affairs with openness, honesty and integrity, we maintain a Register of Interests. You must record in this register any interests that you or someone connected to you (see Section 3) has which are relevant to our business. You will be required to confirm annually that your entry is accurate and up to date.

2.2 Where you have an interest in any matter that is being discussed or considered at a meeting, you must declare your interest and play no part in the discussion; you must withdraw from any part of a meeting where the interest arises.

2.3 The Code of Conduct also contains a section on Declaring Interests that you should comply with at all times.

2.4 An annual report will be made to our Governing Body on the entitlements, payments, benefits that have been recorded in the Register.

**Entitlements, Payments and Benefits**

2.5 Many of the interests you will be required to declare can be classed as entitlements, payments or benefits.

2.6 As one of our people, you potentially could be offered benefits over and above that to which you are contractually entitled, such as gifts or hospitality from external parties. Such offers would be as a direct result of you being one of our people and cannot always be accepted. We require that any such offers are managed and recorded very carefully to ensure the highest levels of probity in our organisation. Our people should not benefit – or be seen to benefit – inappropriately from their involvement with us.

2.7 Apart from payments that our people are entitled to by contract, statute or other agreement (e.g. salary, expenses), we will only make a payment to, or accept a payment from, someone affected by this policy in exceptional circumstances. Appendix A explains the payments we can and cannot make in more detail.

2.8 As we contribute to the economy (ies) of the area(s) we work in and we have commercial and business relationships with many different companies, contractors, suppliers and service providers, you must ensure that we are fully aware of any connection that you or someone you are close to (see section 3) has with any of these businesses or organisations.

2.9 Some entitlements, payments and benefits we can never permit, and others we have additional requirements or conditions that must be met before we can permit.

2.10 Appendix A lists the entitlements, payments and benefits that fall under this policy, and states:

* Which could be permitted by the organisation
* Which will never be permitted by the organisation
* Which you require to declare in the register of interests
* Any other further requirements the organisation has before permitting

**3. People Connected To You**

**Who Else You Should Consider When Declaring Interests**

3.1 As well as considering your own actions, you must be aware of the potential risk created by the actions of people to whom you are closely associated. There are three groups of people that you need to consider, outlined in Table A:

**Table A**

|  |  |  |
| --- | --- | --- |
| **Group 1**  **Members of your household** | **Group 2**  **People closely associated with you** | **Group 3**  **Others you need to consider** |
| Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home | * Parents, parents-in-law and their partners * Sons and daughters; stepsons and step-daughters and their partners * Brothers and sisters and their partners * A partner’s parent, child, brother or sister * Grandparents, grandchildren and their partners * Someone who is dependent on you or whom you are dependent on * Close friends | Other relatives (e.g. uncles, aunts, nieces, nephews & their partners)  Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates) |

3.2 If you become aware of any action or involvement relating to **anyone** in the table then you should declare and manage this as soon as possible.

3.3 However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.

3.4 Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.

3.5 **You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with.** We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

3.6 In relation to 3.4-3.7 above, when considering actions you should do so from the point of view of a reasonable and objective observer and a common sense approach should be adopted at all times.

**What You Need To Consider**

3.7 The following are the actions and involvement by those to whom you are closely connected that, should you become aware, we would expect you to notify us by making a declaration in the register: :

* A significant interest in a company or supplier that we do business with or which is on our approved list. A significant interest means ownership (whole or part) or a substantial shareholding in a business that distributes profits, but does not include where an individual has shares in large companies such as banks, utility companies or national corporations, i.e. where owning shares would not give the individual any significant influence over the activities of that organisation.
* Where the individual may benefit financially from a company we do business with or is on our approved list
* Involvement in the management of any company or supplier that we do business with or which is on our approved list
* Involvement in tendering for or the management of any contract for the provision of goods or services to us.
* Application for employment with us.
* Application to join our Board or any of its subsidiaries
* Application to be a tenant or service user of the organisation
* If they are an existing tenant or service user of the organisation

**4. Use of Our Contractors & Suppliers**

4.1 In order to help us maintain our excellent reputation, where possible you should avoid using the organisation’s contractors/suppliers for your own private purposes. We have made a list available to all of our people which outlines the contractors and suppliers that fall under the terms of this policy. This is included at Appendix B

4.2 We recognise that there could be certain circumstances where it might not be possible for you to avoid the use of all the contractors/suppliers on this list, such as where market conditions in your local area make it difficult to obtain a reasonable selection of potential contractors or suppliers. Under such circumstances you could be permitted to use those contractors/suppliers outlined at Appendix B, provided you are able to demonstrate that you received no preferential treatment in terms of price, quality or any other aspect of service delivery due to your involvement with us.

4.3 Approval to use those contractors listed at Appendix B is at the discretion of the approving officer (in accordance with our scheme of delegation, ie the Chief Executive). In order to be granted approval, you will be required to demonstrate that there is no alternative suitable contractor/supplier providing the service required in your local area, and that you will receive no preferential treatment in terms of service or cost (which you will be required to demonstrate through quotations and receipts).

4.4 If you are looking to purchase goods or services from any contractor/supplier on this list then you must make a declaration in the register outlining:

* That you have received approval from the appropriate approving officer prior to the commencement of works
* That you received no preferential treatment in terms of service or cost (which you will be required to demonstrate through quotations and receipts).
* Where you inadvertently use a contractor on the list at Appendix B in an emergency situation, you must notify the approving officer as quickly as possible thereafter and enter an appropriate declaration in the register.

4.5 Any contractor/supplier not included on the list at Appendix B can be used without the need for any declaration/further action. Appendix B represents the majority of the contractors/suppliers that we use, but does not include any of our contractors/suppliers that:

* Only provide services of a small value (e.g. local window cleaners or sandwich shops) or
* Have such a large national or local standing that no favour could ever realistically be gained (e.g. utilities, BT, banks or national chains)

4.6 **Guidance for approving officer:** The approving officer, Chief Executive, will have an appropriate level of seniority, in accordance with our scheme of delegation.In making your decision you should consider the level of potential reputational risk or any potential conflicts of interest that may arise by granting approval and, if granting approval, consider the steps required to mitigate against future conflicts of interest, such as ensuring that the individual is not involved in any transactions with or decisions about the contractor/supplier in question on behalf of the organisation. You should maintain a clear audit trail of every approval to use any of our contractors listed at Appendix B. The total number of our people to use contractors and suppliers, including the reasons for approval, and confirmation that no advantage was gained due to an individual’s role within the organisation should be formally reported annually to our Governing Body.

# 5. Review

## 5.1 Our Rules require the Governing Body to set our policy on payments and benefits and keep it under review. This policy has been approved by our Governing Body and is consistent with the requirements of our Codes of Conduct for Governing Body Members and for Staff. These Codes have been confirmed by the Scottish Housing Regulator as meeting their regulatory requirements.

## 5.2 This policy was adopted by our Governing Body on 25th June 2015. It will be reviewed not later than June 2018.

## Appendix A – Entitlements, Payments and Benefits

| **EXAMPLE** | **CAN THIS BE PERMITTED?** | **FURTHER ACTION NECESSARY BEFORE THIS WILL BE PERMITTED?** |
| --- | --- | --- |
| **HUMAN RESOURCES AND RECRUITMENT** | | |
| All entitlements arising from your contract of employment with us or one of our subsidiaries, including (but not restricted to):   * Payment of salary to staff * access to car or travel loans or salary advances where specified in the employment contract; * pension and/or private health care provided as part of the remuneration package; * performance related pay or bonus awarded in accordance with contractual terms; * books and equipment in connection with employment or training in accordance with agreed policies and/or contractual terms * Reimbursement of professional fees | Yes | Any entitlement in the terms of your contract is always permitted without the need to record in the register of interests. There are Human Resource processes in place for this purpose. |
| Payment to a member of the governing body for their role as a governing body member, in accordance with the terms of their letter of appointment | No | [Such payments will only be permitted if they are in accordance with the conditions set out in Section 67(3) of the Charities and Trustees Investment (Scotland) Act 2005[[11]](#footnote-11)  The payment must be recorded in the register of interests within five days of the appointment being confirmed and the register must be kept up to date] |
| All payments made in accordance with the terms of our expenses policy including:   * payment of permitted out of pocket expenses * reimbursement of travel costs | Yes | Entitlements in connection with your role as one of our people are set out in our expenses policy are always permitted and do not need to be declared provided claims are made in accordance with our procedures. |
| Provision of a loan by the organisation to one of our people | No | This is not permitted unless in connection with the contractual terms of employment. We cannot make any other loans to individuals. |
| Redundancy or Voluntary severance payment to an employee | Yes | We can make redundancy payments to an employee in line with terms their contract.  We can make a voluntary severance payment to an employee which is outside the terms of their contract of employment provided:   * It arises directly from a decision to terminate the employee’s contract of employment * Payment is approved by the Governing Body * That the total sum of the non-contractual payment and benefit does not exceed, in the opinion of our employment adviser, the total cost of a successful application by the employee to a Court or Tribunal (including the likely level of compensation that might be awarded by a court or tribunal and associated costs to the organisation to participate in the tribunal) * Payment does not exceed the equivalent of one year’s salary for the employee * That this payment is instead of (rather than additional to) any redundancy entitlement |
| An offer of employment (temporary or permanent) to someone who is connected to a member of staff | Yes | This is permitted as long as:   * There has been an open recruitment exercise in accordance with our policy that you have not played any part in and * You have no direct or indirect line management or supervision responsibility for the post and * The offer of employment complies with our policy and is approved by our Chief Executive and * You record your connection to the successful applicant in the register within five days of their acceptance of the offer. |
| The offer of employment to someone who is, or has been in the last twelve months, a member of our Governing Body or to anyone who is related to a member of the Governing Body | No | This cannot be permitted. |
| Appointment of one of our staff members to the Governing Body | No | This cannot be permitted in accordance with the Rules of the organisation. |
| Nominations to join the Governing Body from people who are connected to a serving member. | No | This cannot be permitted in accordance with the Rules of the organisation. |
| **OUR PEOPLE AS TENANTS OR SERVICE USERS** | | |
| The offer of a tenancy or lease in one of our or any of our subsidiaries’ properties to one of our people or to someone closely connected to them. | Yes | This is permitted as long as   * it is in accordance with our published allocations policy **and** * Neither the applicant or anyone connected to the applicant is involved in any way or in any part of the allocation process **and** * The offer is approved by the Governing Body in advance **and** * The tenancy is recorded as an interest in the appropriate register within five days of the tenancy commencing |
| Where one of our people (or someone connected to one of our people) is a tenant and receives a repair, improvement or adaptation to their home | Yes | **Repairs** carried out in accordance with our policy do not need to be recorded.  **Adaptations** must comply with our policy and be approved by Chief Executive. The adaptation should be recorded in the register of interests within five days of approval.  **Improvements** must be carried out as part of an approved programme and in accordance with our policy. The person affected should declare their interest if/when the programme is being discussed and the improvement recorded in the register of interests within five days of completion |
| Where one of our people (or someone connected to one of our people) is a tenant and receives payment of a decoration allowance, tenant reward/incentive as part of an agreed scheme or prize. | Yes | **Payment of decoration allowances or incentive/reward payments** must be made in accordance with our policies and procedures and recorded in the register within five days of receipt.  **Prizes or awards** in competitions open to all tenants in the same community (e.g. garden competitions) can only be given if the selection process for giving the award/prize has been carried out by someone who is independent. Receipt of the award and the circumstances surrounding it must be recorded in the register within five days of receipt. |
| **TRAINING AND EVENTS** | | |
| Attendance at training events or seminars (e.g. SFHA Conferences) or openings/similar events hosted by other RSLs | Yes | There is no requirement to declare and record in the register of interests. |
| The organisation paying for accommodation in connection with attendance at relevant conferences or events that you are attending on behalf of or in connection with your role with us or our subsidiaries | Yes | Accommodation that is part of a conference or training package does not need to be recorded in the register, but attendance will be recorded on the relevant individual training plan.  Residential conferences are important in ensuring that our people have the necessary skills, knowledge and experience to make an effective contribution to our activities. |
| Attendance by you at events to mark awards, achievements or other significant milestones relevant to our business. | Yes (where not exceeding £500) | The Governing Body must approve attendance prior, and will only do so if:   * The organisation or one of our people (because of their role with us) has been nominated for an award; or * attendance is in recognition of achievement of or in pursuit of appropriate business development; or * we can demonstrate that attendance or participation is directly related to furthering our aims and objectives.   Where we ask you to represent us at such an event, this should be recorded in the register along with any associated costs (including travel, accommodation and the costs of attendance at the event) within five days of attendance.  **The total cost should not exceed £500 per person and we will make all arrangements in advance.**  Where costs would exceed £500, you will not be permitted to attend unless there is a clear, viable business case for attending. In such a case, specific approval of the Governing Body would be required. |
| **GIFTS AND HOSPITALITY** | | |
| Gifts received from tenants and external sources (our previous value was £40) | Yes (not exceeding a value of £25) | Small gifts (e.g. a box of chocolates, pens, folders, paperweights) can be accepted if:   * the value does not exceed £25 * you do not receive more than one such gift from the same source in a 12 month period * you record receipt of the gift in the register     You should not normally accept other gifts and should decline any gifts with a value of more than £25 unless to do so would cause offence or otherwise damage our reputation. In these cases you must:   * Advise the donor that the gift will be donated to charity or will form part of our annual charity fund raising activities * Record the gift and the action taken in the register within five days   You should not regularly accept gifts from the same source and never more than once from the same source within a 12 month period.  You should also record any offers that you decline and the reasons for this, in the register within five days. |
| Gifts given from us to one of our people or received by one of our people from external sources to mark special occasions. | Yes (not exceeding a value of £25) | Gifts from the organisation to our people can be permitted in cases where it is to mark a special occasion or significant event including:   * Family events (e.g. marriage, milestone birthday, birth of a child), * Retirement * Leaving the organisation   These must be recorded in the relevant register and the value of such gifts will not normally exceed £25.  Please note, that this does not include collections by our people using their own personal funds to mark special occasions. These are always permitted with no requirement to declare. |
| Hospitality associated with our business and that of its partners | Yes (when not exceeding a value of £50) | Modest hospitality, such as a sandwich lunch or networking event, is permitted and does not need to be recorded  All other hospitality up to a value of £50 is permitted but must be recorded in the register, along with an estimation of the value of hospitality received, within five days of attendance.  **You should not accept invitations with a value that is greater than £50, unless you have prior approval from the Governing Body The type of hospitality offered will also be taken into consideration, e.g. we will not normally accept invitations to sporting events, concerts, golf tournaments etc.**    In this case, the reason for acceptance must also be included in the register and countersigned by Chief Executive and signed off annually by our Secretary as part of an update on our Registers and Rules for AGM preparation |
| Our people seeking donations from our contractors/suppliers when fundraising for charity | Yes | This is permitted provided:   * Approval is gained from our Chief Executive prior to making any approach * Any donations received are recorded in the register   We recognise our social responsibility and promote charity fundraising by the organisation and our people. We have a separate policy that sets out our approach to supporting other charities. |
| **PROCURING GOODS/SERVICES** | | |
| Sale of a property under Right To Buy to someone affected by this policy | Yes | This is permitted with no requirement to declare in the register. The normal process for valuation and sale should be followed and our normal policy would be applied. |
| Sale of our interest (whole or part) in a property to someone affected by this policy via LIFT, HomeBuy; Help to Buy or other LCHO scheme | Yes | This is permitted, provided:   * Our policy and procedures are followed * The prospective purchaser should play no part in the processing of the transaction by the organisation * It is declared and recorded in the register within five days of the missives being concluded confirming the process followed. |
| The organisation entering into a contract with an organisation where one of our people, or someone connected to them, has significant control. | No (in almost all cases) | This is not permitted in almost all circumstances. We could only consider this where:   * The person affected by this policy is not involved in any part of the procurement process or decision * The appointment is approved by the Governing Body which is satisfied that the appointment is reasonable in the circumstances * There is no reasonable alternative (e.g. because of geography or the specialist nature of the goods/services)   In such rare circumstances, the appointment would be recorded in the register along with details of the process followed. |
| The purchase of land or other assets from anyone who is, or has been in the last twelve months, one of our people or who is connected to one of our people | No (in almost all cases) | This cannot be permitted in almost all cases.  The only exception would be if you were referred to us under the Scottish Government’s Mortgage to Rent scheme, where this would be permitted provided:   * Our policy and procedures are followed * The prospective seller plays no part in the decision to purchase the property or the processing of the transaction by the organisation * It is declared and recorded in the register within five days upon conclusion |
| The purchase of goods/services from our suppliers/contractors by one of our people | Yes | This should normally be avoided, and will only be potentially permitted if the procedure identified in Section 4 is followed |

**PART 17 Barrhead Housing Association and the Scottish Housing Regulator**

As a Registered Social Landlord who has received public funding to build affordable homes, we have a responsibility to adhere to the regulatory requirements of the Scottish Housing Regulator.

Set out below are a summary of the Scottish Housing Regulators Governance and Financial standards and their notifiable events guidance. In addition, our tenants can highlight complaints to the Regulator about the way we operate in terms of a significant performance failure. Details are summarised below.

The full guidance can be obtained by asking staff or downloading the documents at

www.scottishhousingregulator.gov.uk

**Regulatory Standards of Governance and Financial Management**

1. The governing body leads and directs the Registered Social Landlord to achieve good outcomes for its tenants and other service users.

2. The Registered Social Landlord is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.

3. The Registered Social Landlord manages its resources to ensure its financial well-being and economic effectiveness.

4. The governing body bases its decisions on good quality information and advice and identifies and mitigates risk to the organisation’s purpose.

5. The Registered Social Landlord conducts its affairs with honesty and integrity.

6. The governing body and senior officers have the skills and knowledge they need to be effective.

**Notifiable Events**

The Scottish Housing Regulator has identified events that they expect Registered Social Landlords to notify them about.

The Scottish Housing Regulator defines a notifiable event as “*any significant or exceptional issue, event, or change within its organisation and how it intends to deal with it”.*

Examples include:

Governance and organisational issues:

• Removal of governing members

• Resignation of governing body members for non-personal reasons, resignation of governing body office-bearers, audit Board Members, and Chairs of sub-committees

• Resignation or dismissal of the Registered Social Landlord chief officer; dismissal of senior staff members; resignation of senior staff members in larger Registered Social Landlords (over 500 units)

• The membership calls a special general meeting

• Serious complaints, investigations, or disciplinary action relating to the governing body or senior staff

• Employment tribunals

• Breaches of the code of governance by governing body members and any proposed investigation of these or action taken in response

• Major organisational change or restructuring

• Potentially serious breach of legislation by the Registered Social Landlord or serious legal action taken against the Registered Social Landlord

• Serious issues regarding a parent, subsidiary or connected organisation

• Breach of charitable obligations or no longer meeting the charity test

• Whistleblowing allegations

Performance and service delivery issues:

• Any incident involving the Health and Safety Executive or serious threat to tenant safety

* Major failure of key service delivery arrangements (for example, repairs cannot be

carried out)

• Breaches of ballot commitments to tenants or stock-transfer contractual agreements

• Adverse reports by statutory agencies, regulators, inspectorates etc. about the Registered Social Landlord

• Significant natural disasters e.g. fire, flood, building collapse etc. that affect the Registered Social Landlords normal business

Financial and funding issues:

• Fraud or the investigation of fraud

• Breach or potential breach (including, for the avoidance of doubt, technical) any banking covenants

• Serious financial loss; actual or potential

* Default or financial difficulties of major suppliers or service providers
* Any material reduction in stock or asset values; actual or potential

• Serious concerns raised by lenders or auditors

• Serious and immediate potential cash flow issues

• Proposed assignation or transfer of the existing lenders security to another lender

**Complaints and Significant Performance Failures**

Generally complaints will go to through our complaints handling process and to the Scottish Public Services Ombudsman. A significant performance failure occurs when we, as a landlord, fail to do something, or take action that puts tenants’ interests at risk. This would be a failure of legislation or tenants commitments where this affects many or all tenants where a service provided to tenants has failed. It also applies to governance and financial matters.

Examples are as follows:

* Failure to carry out health and safety requirements such as annual gas safety checks
* Failure to allocate houses in line with legal responsibilities or good practice
* Not maintaining tenants’ homes or carrying out repairs in line with published responsibilities
* Not consulting tenants about proposed rent increases or other policies that affect tenants
* Failing to allow tenants to participate or influence decisions the landlord makes

**Annual Returns**

The Association is required to annually provide the Regulator with a range of information including the following:

* Annual Performance and Statistical Return/Annual Return on the Charter
* Our annual financial statements and auditor’s report
* Our 5-year cashflows
* Our loan return with our lenders – Nationwide BS, Royal Bank of Scotland and Santander

**Regulatory Engagement**

The Regulator sets out a risk-based and proportionate approach to the regulation of social landlords, in doing so, they aim to protect the interests of tenants, homeless people and other service users.

Such activity will include the following:

* Focus on risks and performance
* Have different levels of engagement depending on risk and performance
* Use knowledge to ensure the right level of scrutiny and intervention to get assurance and improvement needed
* Encourage self-assessment
* Help tenants to hold landlords to account
* Publish information to encourage comparison, performance management, accountability and improvement
* Highlight good innovation and good practice
* Give landlords opportunity to self-improve

In assessing risks and engagement, the Regulator will consider poor outcomes for tenants and service users; poor stock quality and failure to invest; poor financial performance and management; poor governance. As at 2013, Barrhead Housing Association is considered as low engagement with the regulator.

Appendix 5 – SHR’s risk assessment for Barrhead HA for 2016/17

**PART 18 Glossary**

The glossary below provides a definition of key words relevant to the governance and finance of the organisation.

**Accountability** - This is a crucial aspect of all voluntary organisations. In general, those involved in the management of such an organisation are accountable to funders, members, customers, staff and other volunteers. Staff are accountable to the Governing Board.

**Annual General Meeting** Provides members of a group and the general public with the opportunity to hear about activities of the organisation over the previous year and allows plans to be made for the forthcoming year.

**Annual report** A review of the organisation’s activities over a one-year period plus a financial report.

**AOCB A**ny other competent business: allows Board Members to inform other members of developments, events not included in the agenda.

**Bad Debts** Money due to us which is not recoverable and written off to the income and expenditure account.

**Component Accounting** Property depreciation is charged over the useful life of each component.

**Constitution** A legal document which sets out the rules of the organisation.

**Co-opted member** A person who is not a shareholder invited on to the Governing Board.

**Conflict of Interest** All members of the Governing Board need to declare any interests that may conflict with priorities and activities of the business.

**Corporation Tax** paid to HMRC. A percentage on amount of interest earned.

**Covenant** Interest operating surplus and add back property depreciation/Annual capital and interest paid on loans in the year.

**Consumer Price Index** Consumer Price index (CPI). Used to calculate the increase in pensions. Is generally lower than RPI.

**Creditors** Money we owe to others but have not paid yet.

**Current Assets** Cash, investments and debtors.

**Debtors** Money owed to us but not yet paid.

**Depreciation** - is the reduction in value of any asset.

**Existing Use** - undertaken to assess amount of private finance that may be raised if

required. Based on costs and income.

**Fixed Assets** - housing properties.

**Gearing** - loans as a percentage of fixed/loans assets.

**Gross Rental Income** - total rent receivable.

**HAG** Housing Association Grant – received towards cost of providing Social Rented Housing.

**Headroom** - based on the results in the income and expenditure account, the costs could increase by/or income reduce by, before the interest cover covenant would be breached.

**HMRC** - Her Majesty’s Revenue and Customs.

(AGM)

Cover

Valuations (EUV)

**Interest Paid on Loans** - interest charged for the year on outstanding loans.

**KPI’s - Key performance indicators**. Used as a measure of efficiency/effectiveness/control.

**Liquidity** - capital available for investment and spending.

**Loans Outstanding** - amount still due to funders at Balance sheet date.

**Major/Cyclical provision** - set aside amount to cover the costs associated with future major/cyclical repairs.

**Major Repairs** - money spent on maintaining our property values, added to fixed assets in the Balance sheet.

**Governing Board** - governing body of voluntary organisations and is responsible for directing the business. Usually composed of members who are elected at an organisations AGM.

**Matter Arising** - purpose of “matters arising” from a previous meeting is to update members on the developments of agenda items since the last meeting.

**Net Rent Receivable** - total rent receivable less voids.

**Operating Costs** - all costs excluding interest earned and the interest/capital paid on loans.

**Operating Surplus** - turnover less total operation costs.

**Other Fixed Assets** - Office, furniture and equipment.

**Present and apologies** - a record of who did and did not attend the meeting. If a person cannot attend a meeting, their apologies should be submitted in advance.

**Provision for Bad Debts** - amount set aside to cover future bad debts.

**Quorum** - specifies the number of voting members that must be present at a meeting (4 for a meeting of the Governing Board not including co-opted members).

**Real Rent Increases** - percentage increase over and above RPI.

**Reserves** - amounts set aside to cover future costs and risk.

**RPI - Retail Price Index** (RPI). Can be used to calculate the increase to costs and rent.

**Share Capital** - members with a £1 share.

**Signatories** - members of the Governing Board or staff authorised by the governing body to sign documents on behalf of the organisation.

**Transfer to Cyclical** - after tax and loan interest, the amount set aside to cover future cyclical repairs.

**Provision Transfer to Major** - after tax and loan interest, the amount set aside to cover future major repairs.

**Turnove**r - total income excluding interest receipts.

**Voids** - lettable or uninhabitable property. Our voids are lettable voids.

**Transfer to Major repairs** Repairs Provision

Part 19 Full list of main Governance Policies

Group Standing Orders

Role, duties and authority of Chairperson

Role, duties and authority of Secretary and Vice Chairperson

Remit and delegated authority for senior staff

Complaints handling Policy

Whistleblowing Policy

Fraud, theft and loss Policy

Sub-Boards/working group remits

Risk Management Strategy

Asset Management Strategy

Membership Policy

Board Members Expenses

Board members Code of Conduct

Hospitality and gifts Policy

Equality and Diversity Policy

Data Protection policy

Notifiable Events Policy

Bribery Policy

Health and Safety Manual

Business Continuity Policy

Senior Officer Remuneration

Tenant Participation Policy

Financial Regulations Policy

Treasury Management Policy

Investment Policy

Levern Property Services Policies –

Independence Agreement and Service Level Agreement

Complaints Policy

Terms and Conditions for factoring

In addition we have separate policies for staffing, customer services and asset management

1. Scottish Housing Regulator (2012) Regulatory Framework, Regulatory Standard 5.2 available: [here](http://www.scottishhousingregulator.gov.uk/sites/default/files/publications/Our%20Regulatory%20Framework.pdf) [↑](#footnote-ref-1)
2. Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](http://www2.le.ac.uk/offices/finance/staff/regulations/appendices/appendix-a-the-seven-principles-of-public-life-from-the-report-of-the-committee-for-standards-in-public-life-the-nolan-report) [↑](#footnote-ref-2)
3. See Appendix 1, Table A for definition of closely connected [↑](#footnote-ref-3)
4. These concerns might include, but are not confined to, suspected fraud, dishonesty, and breach of the law, poor practice, and non-compliance with regulatory requirements, misconduct, and breach of this code. [↑](#footnote-ref-4)
5. Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport [↑](#footnote-ref-5)
6. This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL. [↑](#footnote-ref-6)
7. Scottish Housing Regulator, April 2012, [Notifiable Events Guidance](http://www.scottishhousingregulator.gov.uk/sites/default/files/publications/Notifiable%20Events_0.pdf). [↑](#footnote-ref-7)
8. In the 2013 Model Rules, a majority of the remaining members must agree to the removal of a member but, in some earlier versions of the Rules, the requirement is for two-thirds of the remaining members to agree: the appropriate reference should be inserted here. [↑](#footnote-ref-8)
9. Scottish Housing Regulator (April 2012) Regulatory Framework p28 section 5.13 available [here](http://www.scottishhousingregulator.gov.uk/sites/default/files/publications/Our%20Regulatory%20Framework.pdf) [↑](#footnote-ref-9)
10. Office of the Scottish Charity Regulator (Aug 2013) Guidance For Charity Trustees section 3 available [here](http://www.oscr.org.uk/media/1571/Guidance%20for%20Charity%20Trustees%20updated%20Sept%202010.pdf) [↑](#footnote-ref-10)
11. Legislation.Gov.Uk (2005) Charities and Trustees Investment (Scotland) Act 2005 Section 67 (3) available [here](http://www.legislation.gov.uk/asp/2005/10/part/1/chapter/9) [↑](#footnote-ref-11)