



## **Barrhead Housing Group**

### **Board Member's Governance Handbook**

***Our Mission: 'At the heart of the community – investing in your future'***

***Our Vision: 'Barrhead Housing Association believes that everyone deserves to live in a secure, good quality, well-maintained home within communities that are safe, supported and inclusive'***

**May 2019**

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## **PART 1 - INTRODUCTION**

We provide all new and existing members with a copy of a governance handbook summary which provides an overview of what we do. The purpose of this handbook is to provide a comprehensive insight into what is involved in being a Board Member of Barrhead Housing Association.

The aim is that the handbook 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 handbook 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.

**As part of the Barrhead Housing Group this handbook is also relevant to the Board members for Lavern Property Services.**

## **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. Our last development was in 2016 when we built 15 new affordable homes in Darnley Road, Barrhead. However, we now have an active development programme for the delivery of 100+ new homes over the period 2019-2023 in partnership with a range of developers including Taylor Wimpey, Avant, and Belway Homes.

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 full 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. During a validation inspection in 2016, the inspection found that “service users were offered very good quality interventions to improve outcomes and their general wellbeing. Staff were committed, knowledgeable and determined to develop the support they offered to people”.

In November 2011, the Association established a commercial subsidiary; a company limited by share, called Lavern Property Services. This company went live on 1<sup>st</sup> April 2012 with a full factoring service to nearly 200 owners. It now also employs 3 members of staff; a property factoring advisor, our housing support assistant for our sheltered housing and our first in-house repairs operative. 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 December 2018, employs 23 members of staff in its office within the Main Street in Barrhead. We value our staff team and invest in their personal development through on-going appraisals and training. We have worked since 2009 on the Investors in People accredited programme

and currently hold Silver accreditation and actively promote health and well-being, with a gold standard achieved for Healthy Working Lives since 2012.

As at March 2019, 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 1 remaining property for shared ownership.

The Association receives development agency services from Maryhill Housing Association and through its work with East Renfrewshire Council will provide approximately 70-90 new affordable homes over the next 2-3 years. 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 IFLAIR - 8 locally based members – Barrhead, Bridgewater, Ferguslie Park, Oaktree, Cloch, Linstone, Paisley and Williamsburgh Housing Associations. A second procurement framework was put in place in 2016 covering our collective planned maintenance and cyclical programmes over 4 years. There are 18 contractors across 8 different frameworks and each year the prices are 'refreshed' to ensure they remain competitive. Barrhead Housing Association has used the framework for our bathroom, kitchen, and heating replacements as well as for landscaping. The total value of the framework across 4 years is estimated to be above £24m and we are now developing our third framework for 2020. We obtained specialised procurement advice to put the framework in place and employ a QS as framework administrator to oversee the works involved in dealing with queries and the price re-fresh. The main benefits of the framework have been in relation to minimising risk and time involved in procuring individual contracts. A best practice approach has been developed for sharing knowledge and experience across the 8 housing association and confidence on the use of the framework has grown and the overall operation and effectiveness of the framework has been improved.

Barrhead Housing Association is governed by the Governing Board, made-up of local 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)

Levern Property Services also has a separate, largely independent governing Board and all work is overseen by the parent, Barrhead Housing Association. A separate website provides more details at [www.levernps.co.uk](http://www.levernps.co.uk) and [enquiries@levernps.co.uk](mailto:enquiries@levernps.co.uk)

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, as at December 2018:

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)

BHA Board Members (at January 2019):

David McCready (Chairperson)  
John Hamilton (Vice Chair)

Chris Baird, Convener  
Claire Boyd  
Brian Connelly MBE  
Councillor Annette Ireland, co-optee  
Michael Mukhtar  
Rena McGuire BEM  
Drew McKinney, Convener  
Tommy Reilly, Convener  
Beth Welsh

LPS Board members (Jan 2019):

Tommy Reilly (chairperson)  
Joseph Gribben  
Andy Dunlop  
Neil McCluskey  
Alan Oliver

## Key Partners

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

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

**I-FLAIR** – FLAIR plus Cloch and Oak Tree Housing Association from Inverclyde

- Cloch – situated in Greenock
- Oak Tree –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 Development Plan.

## 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 the regulation 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 housing professional 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 & VALUES**

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

### ***What we want to do:***

- *Create communities that fit the needs and aspirations of our customers and allow customers to engage with us*
- *Provide quality homes that are affordable to our customers now and in the future*
- *Create desirable safe and secure homes and neighbourhoods by investing in our homes*
- *Strive for excellence across the organisation by being responsive to development and improvement in all areas of our work*
- *Grow our business, our communities and our people*
- *Improve the quality of our customers' lives*
- *Be flexible and adaptable to our changing environment*

### ***How we want to do it:***

- *Empower our people to lead the changes we need to make*
- *Deliver value for money and sound finances*
- *Deliver responsive personal services to our customers in a 'can do' way*
- *Be accountable, open and transparent*
- *Prepare for change, growth and new opportunities*

## **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 3-5 years. Our key themes over the life of the current business plan are:

- Leadership And Governance – to maintain the highest standards
- Development – to continue to build new homes
- Investment In Our Assets – to deliver our asset management strategy
- Value For Money – to promote value for money and demonstrate organisational efficiencies
- Quality – to maximise customer satisfaction by providing high quality customer services
- Customer Engagement – to continue to improve customer engagement and participation
- Investment In Our People - to support, develop and reward our staff team and to support continuous development of staff
- Collaboration – to enhance partnership working and maintain strong community collaboration
- Opportunities And Change – to seek opportunities for growth and to respond to changes in legislation and good practice



We recognise however that there are a number of external factors that could continue to have an impact on what we do and currently provide some uncertainty to our work should we fail to keep up-to-date. These include the following:

- Brexit and the general economic climate
- Uk central government policy and Scottish devolved powers
- Legislative change, digital innovation and enhanced services
- Universal Credit for both our customers and our business
- Development opportunities and threats
- Changes to our wider housing sector, our engagement with Scottish Housing Regulator, lenders and key stakeholders
- Maintaining our tenants voice at governing Board level

Our Strategic Objectives at March 2019 have been identified as follows:

1. We will deliver our 5-year proposed investment as defined in our asset management strategy by March 2024
2. We will continue to develop our self-assessment governance framework to ensure high standards of leadership, updating two Regulatory Standards each year to complete a full review by March 2022
3. We will maintain our engagement and participation with our customers in delivery of our services including maximising the opportunities to improve the health and well-being of our customers' lives (community regeneration strategy)
4. We will support financial advice and service improvements to minimise the impact of Universal Credit
5. We will continue to develop enhanced digital services to meet the demands of all our customers
6. We will deliver 100 new social rented homes by March 2023 to exceed our '1000 homes' target
7. We will continue to invest, support and reward our people to maximise staff empowerment and support personal development
8. We will continue to deliver efficiencies by understanding and reviewing our costs, our performance, our benchmarks against the housing sector and demands on our resources
9. We will continually review the opportunities to maximise growth through our subsidiary for the wider community, to grow our in-house repairs service over the next 5 years, for employment and training, and to maintain collaboration and partnership working.

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 core values are important to us and to the delivery of services to our customers. We believe they represent the values of our organisation and are used to attract like-minded people through recruitment of new staff

- Respectful – we are honest, trustworthy and reliable
- Adaptable – we are flexible and react 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 Vision statement – 'The Barrhead Housing Group believes that everyone deserves to live in a secure , good quality, well-maintained home within communities that are safe, supported and inclusive'.**

## **PART 4 SCOTTISH HOUSING REGULATOR**

As a Registered Social Landlord who has received public funding to build affordable homes, Barrhead Housing Group has a responsibility to adhere to the regulatory requirements of the Scottish Housing Regulator. This covers both Barrhead Housing Association and our un-registered subsidiary Lavern Property Services.

### **Regulatory Engagement**

The Scottish Housing Regulator will review all our annual returns in order to set out a published landlord statement each year to determine the level of engagement they will have with all Registered Social Landlords, like Barrhead Housing Association.

From each Assurance Statement, we are required to state which areas are non-compliant and to give assurance that we have effective plans and the capacity and willingness to improve or resolve the issues. This will determine the level of engagement and this will be set out in the Annual Engagement Plan, published each March.

Any engagement will be assessed by the Scottish Housing Regulator in terms of the risk to the interest of tenants and service users that need to be monitored. We are required to notify the Regulator during the year of any material changes which could affect the level of engagement, either positively where improvement has been assessed or areas of non-compliance that have are new.

There is a selection of information on the Scottish Housing Regulator's website on all Registered Social Landlords including a comparative tool to compare performance against other landlords. We are also required to ensure our tenants have access to our published documents.

Our latest Landlord report (August 2018) and Engagement Plan (March 2019) can be found on our website and also our dropbox.

### **Annual Returns**

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

- Annual Assurance Statement, by October
- Annual Return on the Charter, by May
- Annual Return for the Energy Efficient Standard for Social Housing, by May
- Our annual financial statements and auditor's report, by September
- Our 5-year cashflows, by June
- Our loan return with our lenders – Nationwide BS, Royal Bank of Scotland and Santander, by June

### **Annual Assurance Statement**

The Scottish Housing Regulator introduced new statutory guidance in February 2019 which included an update on the following:

- New requirement to produce an Annual Assurance Statement
- New Regulatory Standards of governance and financial management
- Updated guidance on group structures

- New Notifiable Events guidance
- New Guidance for financial accounting, determination of accounting, financial viability and the reporting of information of material significance
- Updated advisory guidance on the Social Housing Charter
- Guidance on tenant consultations, regulatory reviews and appeals

The Annual Assurance Statement is a requirement of our governing Board to sign off compliance with the statutory guidance introduced as above. BHA has agreed to have all key documents evidenced for compliance by our internal auditor before updating our members, our tenants and service users, and signing off by the Governing Board.

Full guidance can be obtained by asking staff or downloading the documents at [www.scottishhousingregulator.gov.uk](http://www.scottishhousingregulator.gov.uk)

## **Regulatory Standards of Governance and Financial Management**

### **Regulatory Standards**

1. The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
2. The RSL 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 RSL 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 risks to the organisation's purpose.
5. The RSL conducts its affairs with honesty and integrity.
6. The governing body and senior officers have the skills and knowledge they need to be effective
7. The RSL ensures that any organisational changes or disposals it makes safeguard the interest of, and benefit, current and future tenants.

### **Notifiable Events**

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

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 of notifiable events include:

Governance and organisational issues:

- Any material change to assurance statements
- membership calls a SGM
- removal of Governing Body members; resignations for non-personal reasons; membership falls below 7;
- serious complaints, allegations, investigation, or disciplinary action about a Board members;
- breach of Code of Conduct by governing board members

- resignation or dismissal of of senior officer;
- severance payments to and/or settlement agreement with a staff member
- serious complaints/allegations/disciplinary about senior officer;
- the senior office is absent (or partially absent) for an extended period of time
- major change or restructuring within the RSL or Group
- potentially serious breaches of statutory or common law duties including equalities and human rights
- any legal proceedings taken against the RSL which may have significant consequences for the RSL in the event of success
- receipt of intimation that a claim has been submitted to an employment tribunal
- serious failures in governance within subsidiary;
- disputes with other alliance/consortium/partnerships
- breaches of charitable obligations or no longer meeting the charity test
- whistleblowing

#### Performance and service delivery issues:

- Any incident involving the Health & Safety Executive or a serious threat to tenant safety; or where a regulatory or statutory authority, or insurance provider, has notified its concerns for example the Fire Brigade, etc.
- Serious accidental injury or death of a tenant in their home or communal area: where there has been a service failure by the RSL; or Where there has been a failure or perceived failure in how the RSL has assessed and managed risk, or which could potentially affect other tenants' confidence in the landlord and the landlord's reputation
- Major failure of key service delivery arrangements (for example, repairs cannot be carried out because a contractor goes into liquidation)
- Adverse report by statutory agencies, regulators, inspectorates (or similar) about the RSL (for example a Care Inspectorate report with a 'weak' or 'unsatisfactory' grade or an upheld Care Inspectorate complaint)
- A significant natural disaster for example, fire, flood or building collapse which affects the RSL's normal business
- Serious or significant adverse media reports or social media interaction which could potentially affect tenants' confidence in the RSL or that is damaging the reputation of the RSL

#### Financial and funding issues:

- Fraud or the investigation of fraud including police and external agencies
- Breach or potential breach (including technical breaches) of any banking covenants
- Serious financial loss; actual or potential
- Default or financial difficulties of major suppliers or service providers
- A material reduction in stock or asset values, actual or perceived
- Serious concern raised by lenders or auditors
- Serious and immediate potential cash flow issue
- Proposed assignation or transfer of the existing lender's security to another lender
- Notification of the outcome of an adverse financial assessment of the RSL or subsidiary from Pensions Trustees
- A serious or material reduction in the funding for care and support services for example where Local authority withdraws funding
- Change of internal and external auditor

## **Complaints and Significant Performance Failures**

Generally complaints will go 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.

A significant performance failure is where a landlord: consistently and repeatedly fails to achieve outcomes in the Scottish Social Housing Charter or outcomes agreed locally with tenants; or has not reported its performance annually to its tenants or the annual reported performance does not reflect actual performance; or has materially failed to meet our Regulatory Standards; and the landlord's action(s), or failure to take action, puts tenants' interests at risk and this significantly affects a number of the landlord's tenants.

## **PART 5 BARRHEAD HOUSING GROUP'S – BOARD GOVERNANCE**

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. To achieve this, the Barrhead Housing Group has identified 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 6 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 ineligible 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

**There are additional requirements for BHA Board members as Charitable Trustees and for LPS, the requirements for Directors are those that meet our registration with Companies House.**

## **PART 7 BOARD MEMBER'S INDUCTION**

Prospective members will meet with the Chief Executive and Chairperson initially to ascertain their interest and skills/experience to allow a recommendation to the governing Board – initially this would allow prospective members to 'observe' at least 2 full Board meetings before final approval to join the Board unless nominated for election at the AGM.

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 must be members of the Association before joining; allocation of a Board 'buddy' will also be discussed; 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 Housing Group's history, structure of the organisation, strategic plan and financial forecasts, the Barrhead governance charter and the role of Board Members. Prospective Board members will discuss arrangements for training and induction via FLAIR Academy; becoming initially 'observers' and where full membership to the Board progresses, arrangements for obtaining electronic paperwork via iPads.

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, Lavern Property Services and key partners. Separate sessions will be arranged for Board members to spend some time with each departmental Director; the purpose will be to provide an overview of key department priorities and services.

### **On-going support:**

A one-to-one session will be set up with the Chief Executive 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 8 ANNUAL DECLARATION OF INTEREST FORMS (SEE DROPBOX)**

For Barrhead Housing Group to ensure openness, transparency and accountability, all Board members and staff are required to abide by our approved Code of Conduct. This sets out our expectations of behaviour and standards and to ensure this Code is adhered to, staff and Board members are required to complete a declaration of interest form. This should be completed at least annually but any changes that affect this during the year must also be updated. Declarations of interest are a standing agenda item at Board level. All declarations are managed in accordance with the Code of Conduct, updated into our Register, and where necessary specific instructions are provided to staff to ensure the declarations are managed effectively. Where there are however, significant personal interests or perceived issues, the Chief Executive and Chairperson will agree what actions should be completed. In extreme cases, this could mean Board members resigning from their positions and staff members giving due consideration to how a conflict can be resolved.

## **PART 9 BOARD MEMBER'S CODE OF CONDUCT (SEE DROPBOX)**

This Code of Conduct has been developed and embedded by the housing sector having been introduced by the Scottish Federation of Housing Association. Its use has been endorsed by the Scottish Housing Regulator.

It outlines the key principles to be followed by Board members and staff to uphold the highest standards of governance and ethical behaviour in our actions and in delivering our activities. Each board member and staff members has a personal responsibility to uphold these standards. The seven standards demonstrate honesty, integrity and probity. All Board members and staff members are required to make themselves familiar with the Code and sign acceptance of the Code annually.

## **PART 10 WHISTLEBLOWING POLICY (SEE DROPBOX)**

Whistleblowing is where a member of staff raises concern about improper conduct, wrongdoing, risk or malpractice with someone in authority either internally or externally eg a regulator. Officially this is known as making a 'protected disclosure'.

As employees are often the first to realise that there may be something seriously wrong, the Association expects those who have serious concerns about any aspect of the Association's work to come forward and speak up without fear of reprisal. Thus, the Association recognises that it is an important aspect of accountability and transparency to provide a mechanism to ensure that no employee, governing board member or stakeholder of the Association or its subsidiary feel at a disadvantage in raising legitimate concerns.

## **PART 11 BOARD STRUCTURE and DELEGATION**

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

Barrhead Housing Association was set up with registration with the Industrial and Provident Society – as of 1<sup>st</sup> August 2014, a Registered Society under the Co-operative and Community Benefits Societies Act 2014; a Registered Social Landlord with Scottish Housing Regulator, a Limited Company and a Scottish Charity, SC 036265. 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, as defined by the remit and standing orders of the full Governing Board, is to direct the organisation's work – that is to determine strategic direction, overall expenditure and policy. In addition, a number of sub-groups operate to allow operational business to be delegated and taken forward. These sub-groups are defined below. What is important is that the Governing Board and senior staff work together constructively, professionally and effectively as a team – this is a requirement of Regulatory Standards and over the years, this standards has been validated by various governance reviews.

#### **Audit and Risk – including all financial management, audit (internal and external), risk and performance reports to all Governing Board (both BHA and LPS)**

The aim of finance, audit, risk 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 financial management and controls, operational risk, 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. Internal audit programmes will be delivered through this work, with Board and senior staff working with internal auditors to identify risk areas and review these to guide good practice and continuous improvement. This sub-group meets quarterly.

#### **Staffing and Health and Safety**

The aim of this sub-group is to oversee the responsibilities as employers for the welfare and wellbeing of staff including all HR functions, staff structures, discipline and grievance, as well as report on all requirements to meet health and safety legislation. The sub-group is supported by EVH, our employer's body to provide advice and guidance on all HR matters and includes specialist access to health and safety advice and information. The group meets twice per year.

#### **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. Development activity is inheriting risky and specialist development advice is provided by Maryhill Housing Association's development HUB.

### **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. The subsidiary was set up to further the aims of the parent, Barrhead HA to include providing services that benefit the Association's main activities including employment and training, health and social care.

### **Chief Executive's Delegation of authority (see dropbox)**

To ensure the smooth transition of operational issues, a separate policy has been developed to allow activities to be delegated to the Chief Executive. This provides a balance between ensuring delegation of tasks that fit within policies and reporting on exceptional matters. Such delegation covers things like implementing notifiable events, making interim decisions for emergencies or issues out with policy that can't wait for a Board meeting, and delegation of duties referred to in our financial regulations policies. Delegation also relates to decisions relating to staff recruitment providing such items are within budget and overseeing the commencement of staff discipline.

## **Part 12 BOARD RECRUITMENT, RETENTION AND SUCCESSION (SEE DROPBOX)**

It is important that the Barrhead Housing Group regularly reviews the recruitment, retention and development of all Board members. Skills and experience are reviewed annually and plans set in place for the onward development of Board members to reach their potential. Where this includes taking on Office Bearer positions, and conveners for sub-groups, all Board members will be invited annually to take part in the succession of these key posts. Recruitment of new members is vitally important and each year a Board profile will provide details of under representation for highlighting to members at the AGM. The Group will use the recently established FLAIR Academy to recruit and retain new Board members – this Academy includes detailed matching and induction of interested individuals across the housing sector and locally to join one of our 6 Associations. 8 workshops are provided to provide an overview of key areas of Board responsibility.

Further details can be found at the above succession planning document.

### **FUTURE STRATEGIC DIRECTION – options appraisal**

During 2018, the Governing Board worked with an external consultant to consider future succession planning of our Chief Executive post alongside the requirements to consider options for our future direction. The Board looked at a range of options including joining a group structure as a subsidiary, merger with a similar association, growth through our current structure and remaining independent. Given the current position of the Association, the Board agreed that there were no significant drivers for us to consider any partnerships unless BHA remained the parent company and that the organisation should retain its independent status. This was strengthened by the fact that at present, Barrhead Housing Group was the only community controlled local housing association operating in East Renfrewshire and this demonstrated a history of community involvement and engagement at local level that Board members wished to retain.

### **SUCCESSION PLANNING FOR GOVERNING BOARD MEMBERS**

The Board undertook a governance review during 2017/18 to allow for a succession plan to emerge for future Office Bearer positions. This plan allowed for the Board to work on the skills and experience of current Board members to ensure targeted recruitment of new members, and a smooth transition of new Office Bearers. The Board agreed fixed one term office positions for Vice Chair and Chairperson positions of 3-5 years, and through the appraisal process a more formal arrangement was undertaken to review the 9-year Rule and allow for talent and ambition to come forward to allow individual Board personal development.

It is however recognised that the governing Board has no tenant members remaining on the governing Board and despite efforts, no tenant members have come forward as potential members. Recognising the importance of the Board hearing the tenants' views, recruitment to the Tenant Scrutiny Panel is continuing to be strengthened and promoted to potential tenants for the future. The tenant scrutiny panel is also open to retiring Board members to join.



## **PART 13 BOARD MEMBER'S ANNUAL APPRAISAL PROCEDURE**

### **Introduction**

In advance of the appraisal, Board Members should review the Board Member's role profile, remits for Chairperson, Vice Chair and Office Bearer's role. 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 and this should be forwarded to the Chief Executive 5 days prior to the review meeting.

Board members, as part of the Annual Appraisal process, should also complete an Equal Opportunities Monitoring Form, Declaration of Interest and sign an Updated Code of Conduct.

### **Purpose of Appraisals**

Board Member appraisals provide an opportunity to:

- Reflect on your contribution over the past year and provide feedback.
- Consider any challenges you may have had over the past year and how these may be resolved going forward.
- Discuss your future plans in terms of your membership of, and contribution to, the Board including the 9-year Rule and nominations for Office Bearer positions.
- Identify any personal development, support or training needs you may have.
- Discuss any specific performance issues (e.g. poor attendance, conflicts of interest, code of conduct, etc).

### **Themes for the coming year**

Each year, the appraisal process (including the form) will focus on specific themes which will be reviewed on an annual basis. This will be reflected in the appraisal paperwork, but will include:

- the skills of our current Board Members, identifying gaps and specific training needs
- the role profile for Board Members, updating it to align with the business plan
- succession planning for the Board, including appointment of office bearer

### **Structure of Individual Meetings**

The review meetings are designed to be a two-way conversation, rather than an interview. They will be led by the Chair of the governing board, reviewed by the Vice Chair and the Chief Executive will provide administrative support.

The focus of the individual meeting will be on the Board Member's role as a member of the governing body, rather than the Board as a whole. At least once every three years, a full review of Board collective responsibility and decision making will also take place.

The Chair will ask some questions and will refer to the completed appraisal form during the conversation. It is therefore important that the form is completed and returned by the deadline.

Notes will be taken to draft individual Personal Development Plans. When all the individual meetings have taken place, the outcomes will be pulled together in order that all the key issues can be identified and an action plan and training plan developed. This will then be submitted to the Board.

## **PART 14 GOVERNING BOARD'S REMIT, OFFICE BEARERS AND KEY POLICIES**

The full Governing Board has the collective responsibility for ensuring the success of Barrhead Housing Group 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. This includes overseeing the work of the subsidiary, Levern Property Services including approving a Business Plan, overseeing the operational work, and receiving all relevant reports on LPS business. 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

### **OFFICE BEARERS/terms of office**

Chairperson, David McCready, appointed in August 2018 (3-5 year term)  
Vice Chair, John Hamilton, appointed in August 2018 (3-5 year term)  
Convener of Staffing and Health and Safety, Tommy Reilly, appointed Aug 2018  
Convener of Audit and Risk, Drew McKinney, appointed Aug 2018  
Convener of Development, Chris Baird, appointed Aug 2018

The above Office Bearers meet Quarterly.

### **GOVERNANCE/KEY POLICIES (key documents on dropbox)**

BHA Rules  
Group Standing Orders  
Role and duties of Chairperson  
Role and duties of Secretary (Director of Corporate Services staff member)  
Role and duties of Vice Chairperson  
Role and responsibilities of Office Bearer Group  
Group delegated authorities to Chief Officer  
Protocol for support to Chief Officer  
Policy of dealing with a serious complaint against the Chief Officer  
Board recruitment and retention  
Co-Opted Board members  
Membership Policy  
Policy on Board member expenses  
Policy on Entitlements, payment and benefits – ‘connected people’  
Declaration of interest - annual update and management of conflicts  
Code of Conduct  
Whistleblowing policy  
Notifiable Events Policy  
Board Appraisal and Skills Assessment Policy (and annual forms for completion – Code of Conduct, declaration and Equal Opportunities)

#### **Other Key documents:**

Business Plan, 5 years 2019-2024  
Annual Budget, approved February  
Performance Reports (Annual on Charter/quarterly reports) by October  
Asset Management Strategy, updated annually  
30-year Corporate Financial Plan, updated annually

SHR’s annual Landlord Report, August  
SHR’s annual Engagement Plan, March

**General Data Protection Regulations** – an updated policy development from May 2018, with a range of policy documents

**Freedom of Information** – this will come into force from 11<sup>th</sup> November 2019 for all Registered Social Landlords like Barrhead Housing Association and our subsidiary, However, the provision of services for factoring of owner occupied properties is not covered by the FOI legislation. BHA started work on the SFHA/GWSF's Publication scheme in 2016 called 'Open All Hours' and we have made a lot of information already public on our website – this will be developed going forward.

## **PART 15 SENIOR MANAGEMENT TEAM – TERMS OF REFERENCE**

### **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

### **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

In addition to the SMT, the following management team members support the work of the SMT:

- Property Services Manager, Janice Peters
- Customer Services Manager, Jen McCann
- Corporate Services Manager, Iain MacLean

Management team members will take part in the SMT operational meetings and in SMT meetings as required.

The Chief Executive is accountable to the governing Board and the departmental Directors to the Chief Executive. 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.

## **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

## **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

## **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:

- Apologies
- Minute of previous meeting (action plan)
- Matters arising
- Governance matters, including Board papers/agenda items
- Corporate finance matters
- Staffing
- Performance, Risk and complaints
- Customer Services
- Property Services including Health and Safety
- Date of next meeting
- The agenda will highlight the operational issues, and for alternate meetings the strategic issues for discussion.

The weekly diary **SMT** meeting will take place every Tuesday morning and will include:

- Key up-dates – setting of departmental Directors meetings depending on priorities for week/month ahead
- Weekly priorities/pressures – support from SMT colleagues
- Forward Planning – agenda planning for Board meetings, consultation events, administration issues, etc.
- 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.

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 16 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 Any 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.

**Turnover** - total income excluding interest receipts.

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

**Transfer to Major repairs** Repair's Provision