



## **Governance Regulations**

## CONTENTS

<b>Governance Regulations</b>	Pages
<b>Introduction</b>	3
<b>1.0 Principle 1 - Mission &amp; Values</b>	3 - 6
1.1 Mission	
1.2 Resident & Tenant Focus	
1.3 Equality, Diversity & Inclusion	
1.4 Culture	
1.5 Integrity	
1.6 Accountability	
1.7 Reputation & Trust	
<b>2.0 Principle 2 - Strategy &amp; Delivery</b>	6 - 8
2.1 Strategy, Resources & Plans	
2.2 Structure	
2.3 Working with others	
2.4 The Chief Executive	
2.5 Workforce	
2.6 Performance	
2.7 Group Structure	
2.8 Joint Ventures & Partnerships	
<b>3.0 Principle 3 – Board Effectiveness</b>	8 - 15
3.1 Roles & Responsibilities	
3.2 Functions of the Board	
3.3 Board Composition	
3.4 Board election, selection & appointment	
3.5 Committees	
3.6 Board Remuneration	
3.7 Tenure & Renewal	
3.8 Conduct of Business	
3.8.1 Administration of Meetings	
3.8.2 Decision Making Process	
3.8.3 Conduct at Meetings	
3.9 Board performance, review & learning	
3.10 Member appraisal	
3.11 Compliance with the NHF Code of Governance 2020	
<b>4.0 Principle 4 - Control &amp; Assurance</b>	15 - 19
4.1 Audit	
4.2 Audit & Risk Committee	
4.3 Risk	
4.4 Compliance	
4.5 Whistleblowing & Confidential Concerns	
Appendix 1 Board Terms of Reference	20
Appendix 2 Audit & Risk Committee (ARC) Terms of Reference	21 - 27
Appendix 3 People & Remuneration Committee Terms of Reference	28 - 29
Appendix 4 Development Committee Terms of Reference	30
Appendix 5 Customer Panel Terms of Reference	31 - 34
Appendix 6 WHA Code of Conduct	35 - 38
Appendix 7 Board Membership & Remuneration Policy	39 - 44
Appendix 8 Board Appraisal Policy	45 - 48
Appendix 9 Shareholding Membership Policy & Procedure	49 – 55
Appendix 10 AGM Minutes Circulation Policy & Procedure	56 - 58

## **Governance Regulations**

### **Introduction**

The Board has ultimate responsibility for the control of the affairs of Westfield Housing Association Limited (WHA) ("the Association"), including Footsteps Nursery. It exercises this responsibility in accordance with the National Housing Federation's (NHF's) Code of Governance 2020, the main principles of which the Board has adopted, with derogations necessary to ensure compliance with the Rules of the Association (based upon the NHF's Model Rules 2015) and the needs of the Association.

The Board complies with the National Housing Federation's Code of Governance (2020), ensuring:

- The views and needs of residents, tenants and other customers are at the heart of strategic decision- making, as also reflected in the NHF's Together with Tenants Charter.
- There is robust oversight of measures to keep residents, other customers and staff safe.
- A firm grip of risk is maintained, including thoroughly testing the impact of potential risk scenarios on the organisation's future plans.

The Board also recognises its obligations under the regulatory framework for social housing in England, as set out by the Regulator of Social Housing (RSH). This includes meeting the expectations of the RSH's *Standards*, particularly in relation to governance, financial viability, tenant involvement, and health and safety.

Through this framework, the Board is committed to upholding high standards of governance, transparency, and accountability, both to its residents and to the Regulator of Social Housing.

The Association will work to four key principles underpinning the Code of Governance which are:

### **Principle 1, Mission and values:**

The Board sets and actively drives the organisation's social purpose, mission, values and ambitions, and through these embeds within the organisation resident/ tenant focus, inclusion, integrity, openness and accountability.

#### **1.1 Mission**

The Board will lead the organisation in the pursuit of achieving WHA's social purpose. The Board sets the mission and values and regularly reviews and reaffirms their relevance.

#### **1.2 Resident / Tenant Focus**

The needs and safety of WHA current, and future residents, tenants and other customers, are placed at the heart of the Board's decision-making.

- There are policies, frameworks and opportunities which enable, encourage and support residents and other customers to engage with, influence and contribute to strategic decision-making. There is a Customer Panel in place which has a direct link with the

Executive Team and Board members in line with its Terms of Reference (Appendix 1). WHA has a Board Member appointed for oversight of Customer Engagement.

- The Board will ensure they have access to the views and needs of the organisation's residents, tenants and other customers, including insight into their concerns, tenant satisfaction levels, complaints and general feedback, and uses this to inform decisions where appropriate.
- There are policies in place which reflect the safety of residents, tenants and other customers, as well as that of the workforce and the wider public. It is an over-riding priority, and the Board will regularly seek assurance on their operation through the quarterly reporting of key areas including but not limited to health & safety reporting, safeguarding reporting, Ofsted, RSH reporting, complaints, KPIs & HR feedback.
- WHA will regularly report to residents/ tenants on how our commitments to resident focus have been delivered through an annual report and regular customer / tenant newsletters.

### **1.3 Equality, Diversity, and Inclusion**

The Board will demonstrate a clear and active commitment to achieve equality of opportunity, diversity, and inclusion in all WHA activities, as well as in its own composition. It has policies and statements which meaningfully demonstrate this commitment and sets priorities and objectives for WHA to achieve.

- The Board will seek regular assurance on the practical delivery of these EDI commitments and objectives. This includes the systematic collection and analysis of disaggregated data, regular review of progress against EDI benchmarks, and incorporation of stakeholder feedback, particularly from underrepresented groups.
- Progress against these priorities will be tracked through established performance indicators and reported to the Board in a format that supports informed oversight and accountability. This will ensure that EDI is not treated as a standalone initiative but is embedded within the overall performance and risk management frameworks.
- WHA will annually publish information on how it is delivering against its EDI commitments and the progress made, through its Annual Report. This will include outcomes, challenges, and areas for improvement.
- To ensure EDI is integrated into governance performance reviews and decision-making, the Board will embed EDI-specific goals into leadership and senior management performance appraisals, link EDI outcomes to organizational planning and resource allocation, and regularly review the effectiveness of its own composition, behaviours, and decisions through an EDI lens. Governance reviews will incorporate specific metrics and qualitative insights to assess the Board's effectiveness in fostering an inclusive culture and equitable outcomes across the organization.

### **1.4 Culture**

The Board regularly considers and defines the culture and behaviours that will best enable WHA to deliver its mission and values.

- The Board will lead by example and promotes the culture of the organisation.

The Board will seek regular assurance that its desired culture and behaviours are being enacted in practice in alignment with the mission and values.

## **1.5 Integrity**

The Board, its members and the organisation, maintain high standards of probity and conduct.

- The Board has adopted a formal Code of Conduct to which all Members must adhere. (the Board has adopted the NHF Code of Conduct 2022 and this is reflected in WHA's updated Code of Conduct- see Appendix 6).
- The Board has clear policies and procedures for its members to identify, declare, record and manage any actual, potential or perceived conflicts of interest.
- There is a publicly available register for board and committee members' declarations of interest, which is reported annually to the Board, via the annual Governance Report. This report is available to members of the public on request.
- If there are any material conflicts of interest, then the individual concerned must withdraw from the Board discussions and decisions on relevant matters. In the case of a fundamental or ongoing material conflict, the Board will determine whether the person concerned should cease to be a Board member.

## **1.6 Accountability**

The Board operates openly and transparently, and demonstrates accountability to key stakeholders including residents, tenants, other customers, and partner statutory bodies.

- WHA will publish an Annual Report of the organisation's activities, performance and plans for future improvements, which is accessible to its key stakeholders and covers the matters referred to in the Code.
- WHA will systematically identify and regularly communicate with key stakeholders and receive feedback about their views, having regard to the communication and access requirements of the diverse groups and communities we serve.
- As part of our Customer Engagement Strategy, WHA is committed to creating meaningful opportunities for residents, tenants, and other customers to independently scrutinise our services and performance. We empower our customers to hold us to account through transparent processes and regular communication. These arrangements are routinely reviewed to ensure they continue to be effective and aligned with our engagement goals. In line with our adoption of the NHF Together with Tenants Charter, we actively support a Customer Panel that operates with a clearly defined annual scrutiny plan. Findings and recommendations from the Panel are reported to the Board, ensuring customer voices are embedded in our governance and continuous improvement processes, in line with its Terms of Reference (Appendix 5)
- WHA will publish clear and up-to-date information about the Board Members, Committees, and governance via the WHA website, as appropriate.
- WHA will respond in a considered open and transparent way, to requests for information about its work, activities, and decisions made by the Board; where this cannot be provided, clear reasons will be given as to why this is the case.
- In line with WHA Company Rules, the Association has a Shareholding Membership Policy. Shareholders are to act at all times in the interests of the Association and for the benefit of the

community, as guardians of the objects of the Association. The application process and role and responsibilities of shareholders for WHA are documented in the Policy.

- A policy and procedure for the admission of shareholding members shall be approved by the Board and publicised on the Association's website (Appendix 9). Approval of admission to shareholding membership shall be by the Board.
- The policy and procedure for the recruitment and expected standards of conduct of Board members shall be approved by the Board and publicised to the Association's shareholding members and on the Association's website.
- Board members shall be elected through a vote by eligible shareholding members at the Annual General Meeting in line with the Company rules.

### **1.7 Reputation and Trust**

The Board considers in its actions and decisions the importance of maintaining trust in the organisation and upholding its reputation.

## **Principle 2, Strategy and delivery**

The Board sets ambitions, plans and strategies which enable the organisation to fulfil its social purpose and remain viable and sustainable and exercises demonstrable and effective oversight of its delivery.

### **2.1 Strategy, Resources and Plans**

The Board sets the organisation's overall direction and strategy in line with the community benefit and constitutional purposes.

- The Board will set financially sustainable plans in the form of a Business Plan and accompanying financial plan to ensure that the organisation has the resources it needs to deliver its strategy.
- In setting such plans, the Board considers value for money, financial sustainability, carbon neutrality, environmental and social sustainability. An Annual Environmental, Social and Governance Report (ESG) and progress reports regarding the Value for Money Strategy will be reported to Board members.

### **2.2 Structure**

The WHA organisational and governance structure supports the delivery of the organisation's social purpose and strategic objectives.

- The Board, Committee, and staffing structures are designed to support effective delivery and oversight of strategy, are clearly set out and, are regularly reviewed to ensure they remain fit for purpose.
- The Board regularly considers whether the WHA purpose could be better achieved through changes to the organisation, governance or staffing structures.

## **2.3 Working with Others**

Within the WHA corporate strategy, consideration is given to whether, and how, active co-operation, collaboration, joint working, or formal partnership with other organisations, could enable it to deliver its social purpose and strategies more effectively and economically.

- Board will review through its annual meeting cycle/ strategic review days, the effectiveness of partnership and stakeholder engagement, the scope and depth of partnership working and ensure that there are no potential conflicts of interest. The mutual value of specific partnerships must be reviewed in terms of the links between key partnerships and the overall mission, values, and corporate priorities of WHA.

## **2.4 The Chief Executive**

The Chief Executive has delegated authority to oversee and manage operational delivery of the strategies set by the Board.

- The responsibilities of, and delegations to the Chief Executive, are clearly set out in the Delegations Framework as part of the Financial Regulations.
- The Chief Executive has a formal contract of employment. This and the remuneration under it, are reviewed regularly, with independent benchmarking advice as required.
- The Chief Executive has a job description which sets out key responsibilities and is reviewed by the Board at least every 2 years.
- The Chief Executive's remuneration package is set at a level which is proportionate to the WHA's size, complexity, level of risk, and resources; it is also aligned with the organisation's social purpose and wider reputation.
- If the Chief Executive's contract is to be terminated, any extra-contractual severance payments or benefits are approved by the Board, with the reasons, costs, and any reputational risks clearly recorded.
- There is a formal process for the Chief Executive's annual appraisal. This is carried out by the Chair and / or Vice Chair and reported to the People & Remuneration Committee.

## **2.5 Workforce**

The Board will ensure that its workforce policies and practices support the success of the organisation and reflect its values and its commitments to equality, diversity, and inclusion.

- The Board will gain insight into the views of staff, such that their opinions and needs are understood through regular staff surveys and staff events/ meetings. These will influence the Board's decisions where appropriate.
- The Board through the People & Remuneration Committee, will determine the strategy for remuneration of the workforce, utilising market information and benchmarking data. This will be aligned to the organisation's size and complexity, and its social purpose and values.
- The Board will review policies on the safety and wellbeing of its workforce and review their effectiveness through information reported to the People & Remuneration Committee.

## **2.6 Performance**

The Board will have oversight of WHA performance.

- The Board will exercise active and regular oversight of the delivery of strategies and plans. This includes scrutinising key operational and financial performance information, together with information concerning resident/ tenants feedback and satisfaction levels, through the annual cycle of Board meetings.
- The Board has assurance that the reports it receives provide an accurate picture of performance, utilising benchmarking, internal and external audit, and other third-party assurance where appropriate.

## **2.7 Group Structure**

This does not currently apply to WHA, as the organisation is not part of a group structure. Should this change in the future WHA would ensure that all entities support and enhance the delivery of the Group Parent's mission and values.

## **2.8 Joint Ventures and Partnerships**

Any joint ventures or partnership vehicles, entered into with external counter parties, will only be those that support of the mission, objectives and values of WHA following robust due diligence processes.

## **Principle - Board Effectiveness**

The organisation is led by a skilled and diverse board which regularly reviews and capably manages its own performance and effectiveness and ensures that it complies with the Code of Governance.

### **3.1 Roles and Responsibilities**

The statutory and governance roles and responsibilities of the Board, its individual members, office holders and others who work to the Board, are clearly set out. The role and responsibilities of Board Members for WHA are documented in Appendix 7.

- The Board elects or appoints annually, a Chair with appropriate skills to be responsible for leading the Board and ensuring its effectiveness.
- The Chair of the Board does not Chair and is not a member of, the Audit and Risk Committee (ARC) and is not the Chair of the People and Remuneration Committee.
- The Executive are not members of the Board and only report to Board and its Committees,
- The Delegation Framework contained within the Financial Regulations is a clear and documented framework, setting out delegations to staff and Committees

### **3.2 Functions of the Board**

There is a record of the essential functions and other matters which are reserved for Board decision and cannot be delegated. In addition to matters set out in law, statute, regulations and in the WHA Company Rules, these include as a minimum:-

- Setting and ensuring compliance with the mission, values, and corporate priorities of WHA, ensuring its long-term success.
- Establishing a culture that is positive, focused on the needs of current and future residents, tenants, other customers, and other key stakeholders, and embeds equality, diversity, and inclusion throughout WHA.
- Ensuring that WHA operates effectively, efficiently, and economically.
- Providing oversight, support, direction and constructive challenge, to the organisation's Chief Executive and other Executives.
- Appointing and, if necessary, dismissing the Chief Executive.
- Appointing and if necessary, removing the Company Secretary.
- Satisfying itself as to the integrity of financial information, setting and approving each year's budget, business plan and annual accounts prior to publication.
- Establishing, overseeing, and regularly reviewing a framework of delegations to Committees and staff.
- Establishing and overseeing control and risk management frameworks to safeguard the assets, compliance, and reputation of WHA.
- Holding to account the Committees and senior staff for the exercise of any powers delegated to them.

### **3.3 Board Composition**

Board members have the attributes and time needed to govern effectively with each member exercising independent judgement in doing so.

- WHA determines documents and annually reviews the Board composition in the Board meeting cycle, to best suit the needs of WHA.
- The Board has between five and 12 members, (Rule D2) including any Co-opted Members.
- The Vice Chair supports the Chair with duties which include appraisal of the Chair, appraisal of the CEO, and assisting the Chair to ensure the effectiveness of the Board.

### **3.4 Board Election, Selection, and Appointment**

The Board has a diverse membership, with the collective skills and attributes needed to govern effectively. This process is detailed in the Board Membership & Remuneration Policy in Appendix 7.

- The Board understands, states, and regularly reviews the collective skills and attributes it requires to be effective.
- Prospective Board Members undergo an open and merit-based assessment process to establish their suitability.

- The membership of Board comprises of people with diverse backgrounds and attributes, having regard to the diversity of the communities WHA serves and, in line with the organisation's stated commitments to equality, diversity, and inclusion.
- People with direct lived experience of, or with insight into the communities served by WHA, will be meaningfully engaged and supported within the Governance Framework.
- WHA will publish information annually about the appointment of new Board Members, including information in respect of board composition relating to diversity, skills, and attributes of Board Members, including a short biography of each Board member to be published on the website.

### **3.5 Committees**

There are three subcommittees of the Board within WHA. These include the following: People & Remuneration Committee, Development Committee and an Audit & Risk Committee. They have been established to enable more detailed and effective scrutiny, control, or oversight of particular areas of the organisation's activity.

- Each Committee has formally recorded Terms of Reference, approved by the Board, (detailed in Appendices 1-4) They report to Board on their work and the exercise of any delegated authority.
- The membership of Committees is determined on the basis of the skills, attributes and diverse characteristics, which the Board determines to be appropriate.

### **3.6 Board Remuneration**

The Board does not currently pay non-executive Board Members. Permissible expenses/eligible costs can be reimbursed, and these are set out in Appendix 7. However, in addition pay is permissible for Board related duties, this is permitted by law and by the WHA Company Rules (Rule D23). If the Board determines that remuneration is appropriate, and in the best interests of the organisation, then the following must be applied: -

- An objective mechanism for setting payment determined by the People & Remuneration Committee using independent benchmarking advice.
- Aligned with the WHA social purpose and wider reputation.
- Proportionate to the organisation's size, complexity, level of risk and resources.
- Linked to the role's responsibilities, against which performance is reviewed.
- Regularly reviewed, drawing on external advice as necessary.
- Disclosed in the WHA annual accounts and statements and financial statements.

### **3.7 Tenure and Renewal**

Tenure for Board Members complies with the WHA Company Rules (Rules D10- D14) and is managed so as to enable the organisation to achieve an appropriately skilled, diverse and independent Board membership.

- The Board has a strategy for renewal and succession based on an agreed statement of the skills, qualifications, diversity, and other attributes required and detailed in the Board Membership & Remuneration Policy (Appendix 7).
- Where a member is at the end of a term of office and is eligible for re-appointment, this is subject to consideration of the Member's performance and skills, and the needs of the Board.
- Maximum tenure will normally be up to six consecutive years, comprising two terms of office as detailed in the Company Rules (Rules D10-D14), but where a member has served six years, and the Board agrees that it is in the best interests of WHA, their tenure may be extended up to a maximum of nine years subject to an annual review.

### **3.8 Conduct of business**

The Board and Committees conduct their business efficiently through an agreed annual agenda/ work plan of Business, based on an appropriate level and quality of information.

- The Board appoints (and is responsible for the removal of) a Company Secretary who is accessible to all Board and Committee Members and accountable to the Board for advising on governance matters. The Operations Director currently has this role at WHA.
- Board and Committee meetings must be quorate in line with Company Rules (Rule D15) with Board meetings requiring a minimum of three Board members to be quorum. Committee meetings are quorate in line with the relevant terms of reference for the specific committee.
- Scheduled Board and Committee meeting agendas, are based on the agreed work plan / governance plan for the year. With reports/ documents being circulated well in advance (ideally 7 calendar days in advance and not less than 5 calendar days prior to a scheduled meeting, unless with approval of the Chair / Vice Chair of the Board or relevant Committee Chair), with decisions and the main reasons for them being recorded in the minutes and any required actions noted in the accompanying action tracker.
- Urgent decisions between Board meetings are taken in accordance with predetermined and formally recorded arrangements as per the Delegation Framework within the Financial Regulations and include items covered under Chair's Action and decisions made via E-Governance (which is either via email or the current Governance software- Convene).
- Meetings are fully inclusive and accessible, with adjustments made as necessary, so that all Members can attend and participate.
- WHA enables and facilitates agile governance and, where appropriate, meetings can be conducted remotely. Arrangements are made and support provided, so that all Members can fully participate and contribute.
- Disputes and grievances involving members of the Board can be raised, and the Disputes and Grievance procedure determines how they are actioned and responded to.

#### **3.8.1 Administration of meetings:**

- The Board shall meet for the transaction of business at least three times every calendar year in accordance with the Rules (D26/27/28).

- The Board may establish sub-committees and working groups to support the performance of its duties. Committees may include, but not be limited to, an Audit and Risk Committee, Development Committee and a Remuneration & People Committee. The terms of reference for each committee shall be approved by the Board. (Noted in Appendices 1-4). Each sub-committee shall have a Chair appointed in line with the relevant Committee Terms of Reference.
- Working groups shall be established to consider and support specific operational issues (e.g. Chief Executive recruitment). Any such groups shall have Terms of Reference approved by the Board, or as delegated to the CEO.
- Agendas for each Board and sub-committee meeting shall be prepared by the Corporate Services Officer, relevant Chair, in consultation with the Chief Executive and/ or Executive Director as appropriate and circulated to all Board or sub-committee members with the notice of the meeting at least 7 calendar days prior to the meeting.
- Meeting papers are to be provided at least 5 calendar days prior to the meeting, and by exception where this is not possible, an explanation given and appropriate timescale agreed for papers to be considered and any subsequent approvals to be made in agreement with the Chair of the Board or appropriate Committee Chair.
- The minutes of any Board or sub-committee meeting will be confirmed at each subsequent meeting by a resolution of members present. The minutes of any sub-committee will be presented to a subsequent Board meeting for notification and recommendations for decisions requiring Board approval.
- The approved minutes are to be signed by the Chair of the subsequent meeting.
- All decisions made by the Board or sub-committee shall be formally minuted. Minutes shall contain sufficient information to enable a Board member not in attendance to understand the decision and the reasons for the decision being made. Minutes shall not be verbatim accounts of meetings.
- The Company Secretary is to arrange for the keeping and safe custody of minutes so that their correctness can be easily verified.

### **3.8.2 Decision-making process**

- A decision shall be made through one of the following processes:
- At a formal meeting of the Board, through a show of hands of those present. Approval requires a simple majority of those present (ensuring that the meeting is quorum) and voting and the Chair shall have a casting vote.
- Through electronic responses to an e-mail circulation of a “decision-sheet/e-gov email” or via the appropriate Governance Software adopted by WHA i.e. Convene. Approval requires a three-quarters majority of those circulated (ensuring that this is quorum) and the Chair shall have a casting vote. If three or more Board members request a decision to be considered at a formal Board meeting, then the item shall not be decided upon until such a discussion has taken place. Matters for decision in this way shall be circulated between formal Board meetings. All decisions reached in this way shall be reported to the

next formal Board meeting for ratification. The purpose of this mechanism is to create time for debate on more important matters at formal Board meetings.

- Where a decision is required that requires urgent Board approval and that decision cannot be postponed until the next scheduled meeting of the Board, then the Chief Executive (or, in their absence, the Director of Operations, or Director of Finance & Business Support) shall submit an “Urgent Decision Request” to the Chair (or in their absence, the Vice Chair), supported as appropriate by additional documentation. The Chair or Corporate Services Officer shall circulate the request to all Board members, stating a date by which a response is required. Upon receipt of sufficient responses to form a quorate decision, the Chair shall inform the Chief Executive or appropriate Executive Director in the CEO’s absence of the Board’s decision. All decisions reached in this way shall be reported to the next formal Board meeting for ratification.
- Where there is immediate threat to the health and safety of tenants, other customers, staff or members of the public, or where the financial viability of the association is at immediate risk, then a decision may be made by any two of the Chair, Vice Chair and Chief Executive (Or an Executive Director in the CEO’s absence). All decisions reached in this way shall be reported to the next formal Board meeting for ratification.
- Items for Board comment or information may be circulated by e-mail or the appropriate Governance software in use by WHA i.e. Convene explaining the purpose of the item and, where appropriate, the date by which comments are required.

### **3.8.3 Conduct at meetings**

- Board members shall at all times conduct themselves in accordance with the WHA Code of Conduct (Appendix 6), which has adopted the NHF Code of Conduct 2022 (Appendix 6a).
- Board members shall at all times comply with the relevant policies on conduct and probity designed to protect the reputation, effective governance and viability of the Association. These may include, but not be limited to:
  - Board Code of Conduct
  - Declarations of Interest
  - Gifts and Hospitality Policy
  - Bribery and Anti-fraud Policy
  - Whistle-blowing Policy

Debate will be conducted through the Chair. The Chair shall facilitate and encourage all members to have opportunity to contribute to debate. The Chair shall determine when a debate on a matter should be ended and whether a vote is required.

In the event of misconduct or behaviour which obstructs business, the Chair shall either:-

- Put a motion to the meeting that the offending Board member leave the meeting;  
or
- Adjourn the meeting according to his/her discretion.

- Attendance at Board or Committee meetings shall be reported to the board annually. A member absent for 3 consecutive meetings in one twelve month rolling period, without special leave of absence from the Board may cease to be a Board member in accordance with the Rules (D7.5).
- The Board works to an agreed Appraisal Policy and process for the assessment of Board Members' performance and contribution to the governance of the association not less than every two years). All Board members are expected to participate in their own assessment and of the Board collectively.

### **3.9 Board Performance, Review and Learning**

The Board reviews, seeks to improve and report on, its performance in an annual governance review, usually in the form of a Board Away Day / designated Board meeting and / or agenda item. The governance review will support Board and Committees when reviewing performance and effectiveness.

The Board and Committees will annually (with a formal review involving an independent external facilitator as appropriate at least every three years), consider their effectiveness and assess how they conduct their business, including items noted below:-

- Composition, skills, experience, and diversity.
- Effectiveness in role-modelling the desired culture, values, and behaviours of WHA.
- Identify the Board's ability to scan the operating environment, think strategically and adapt as necessary
- Review the effectiveness of board relationships and the board's effectiveness as a team
- Assess the effectiveness of Board processes and the level and quality of information that the Board receives
- Review the learning and development needs of the Board as a whole
- Address whether the Board provides enough support, scrutiny and challenge to the Executive Team and managers.
- Review how well the Board performs its key roles (including committees) and how successful it has been – including looking at the impact of decisions it has made
- Review of the governance structure including delegations, compliance with key governance documents, regulations, legislation, systems, policies, strategies and good practice as referred to in this Code.
- Timing and frequency of meetings.
- Format of agenda, quality and scope of reports, minutes, and communications.
- Effectiveness of decision-making, including how the views and needs of key stakeholders, including residents, tenants and other customers, have informed

decisions.

- Assess how the board demonstrates accountability to and is viewed by key stakeholders and partners, such as tenants, staff, regulators, investors, local authorities etc.
- Compliance with this Code and legal duties.
- Evidence of a clear plan to support continuous improvement of the board to meet the challenges faced by the organisation
- All of the points noted above should be extended to all formal committees that exist within the Governance structure.

### **3.10 Member Appraisal**

Board will undertake a full, rigorous and documented appraisal process for all Members of the Board and Committees, including the Chairs and Vice Chairs, ideally carried out annually (and at least every two years as a minimum).

- The appraisal of the Board's Chair is led by the Vice Chair and informed by the views of all Board Members.
- There is an appropriate process for responding to under-performance by individual Board Members, and to any conduct which may breach policies or codes.
- Board learning and development requirements to be reviewed as part of the appraisal process, including the attendance of networks and conferences as relevant, and the Board skills matrix is to be updated.

### **3.11 Compliance with the NHF Code of Governance 2020**

The WHA Company Rules supports the NHF Code of Governance 2020. A Compliance Statement of the Code will be published with the Annual Report following each annual review of compliance. Should WHA become non-compliant with the Code, the reasons for non-compliance, and the steps/ actions being taken to address the non-compliance will be provided and closely monitored by the Board.

## **Principle 4 -Control and assurance**

The Board actively manages the risks faced by the organisation, and obtains robust assurance that controls are effective, that plans and compliance obligations are being delivered, and that the organisation is financially viable.

### **4.1 Audit**

The Board has formal and transparent arrangements, ensuring that WHA is financially viable and maintains both a sound system of internal audit and controls, together with an appropriate relationship with its external auditors.

- The Board receives information and ensures there are robust internal controls and systems for business and control assurance in place, which are reviewed annually.

- The Audit & Risk Committee ensures there are arrangements for effective internal control assurance and audit functions, utilising internal and external auditors as well as receiving third party assurance where appropriate.
- WHA uses external auditors that are independent and effective, and their appointment is reviewed at least every three years.

#### **4.2 Audit & Risk Committee (ARC)**

The Audit & Risk Committee exercises independent scrutiny and challenge to provide the Board with assurance within an agreed work programme.

- The Audit & Risk Committee meets at least three times a year and its minutes and recommendations are presented to Board for review.
- The Committee exercises oversight of the internal and external audit functions, as well as other areas of business, as determined by Board in the Committee's terms of reference and within their scheme of delegation.
- The Committee has at least one member that has recent and relevant financial experience, knowledge and skills to ensure a good understanding of current best practice and relevant accounting/ financial regulations.

#### **4.3 Risk**

The Board retains ultimate responsibility for risk management and ensures that appropriate risk management arrangements are in place.

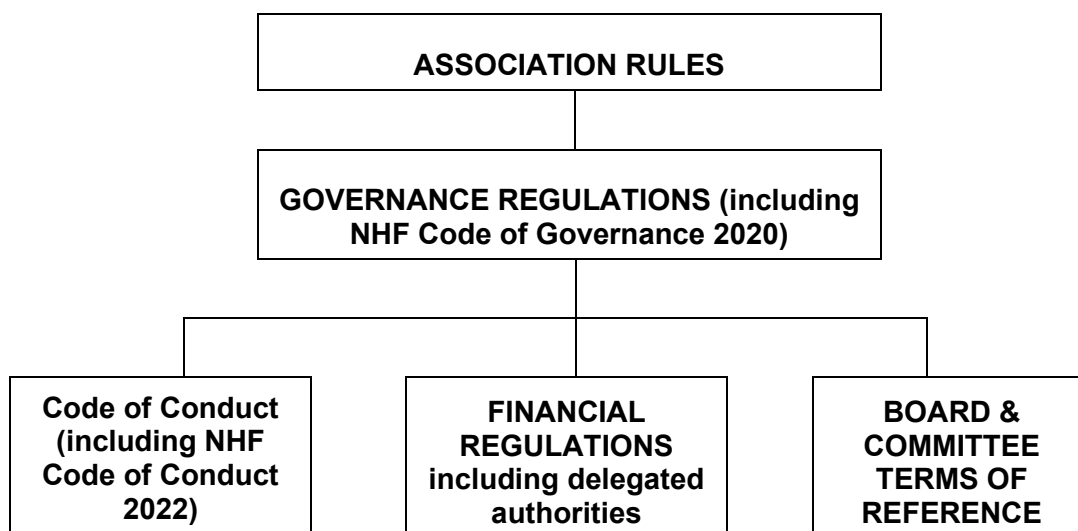
- The Board may delegate the detailed scrutiny and evaluation of risk to the Audit & Risk Committee.
- The Board has a suitable risk management framework in place; it understands the organisation's risk profile and the effectiveness of key controls.
- The Board will establish and document its risk appetite, which will be reflected in corporate priorities, risk strategy and the Business Plan.
- The Board will ensure that WHA is resilient to the risks it may face, with appropriate mitigations and a suitably comprehensive, tested, up-to-date Business Continuity Plan.
- The Board includes members with skills, knowledge and experience, appropriate to the level and type of risks faced by WHA.
- The Board will regularly review the risks WHA face and how they are being managed; this includes the risks associated with activities carried out across the whole organisation and associated formal partnerships.
- The Board regularly participates in stress-testing its plans, to identify the risks (or combination of risks) which may pose a material threat to the viability of the business and ensure that appropriate mitigations are in place.

- The WHA Annual Report includes a statement about the risk management work of the Board, including its understanding of principal and emerging risks and how these are being managed or mitigated.

#### **4.4 Compliance**

The Board will retain ultimate responsibility for the organisation's compliance with all legal, statutory, regulatory, and constitutional requirements, in line with WHA's mission and values.

- The Board has a robust internal control framework and will receive regular assurance regarding the effectiveness of key controls, including controls to ensure compliance.
- The Board has regular assurance regarding compliance, including those requirements relating to the health and safety of residents, tenants, other customers, and employees, together with safeguarding.
- The Board will publish an annual statement within its annual report setting out its approach to compliance and internal control via the website.
- The Rules of the Association represent the objects and formal constitution of the Association. The Rules of the Association can only be amended through a meeting of shareholding members at a general meeting properly convened and held in accordance with the Rules.
- Nothing in the Governance Regulations, Delegated Authorities/ Financial Regulations shall override conditions imposed by Statute. Where conditions or instructions issued by the Regulator for Social Housing (or any successor that delivers its regulatory functions), Relevant Government Departments, Financial Conduct Authority or the Financial Reporting Council contradict the provisions of these Regulations, the Board shall determine whether or not to vary these Regulations. Nothing in internal procedures will override the principles embodied in the Governance Regulations, Delegated Authorities and Financial Regulations. Items covered by these Regulations shall take precedence over the NHF Code of Governance.
- The Governance Regulations, which incorporate the NHF Code of Governance 2020, Code of Conduct, Terms of Reference of the Board and its Committees, the Financial Regulations and the Delegated Authorities, outline how the Association will be controlled and run. The Board is responsible for approving and amending these documents.
- The Financial Regulations and the Delegated Authorities cover the arrangements for supervision and control of the finances, assets, and other resources of the Association. The Board retains ultimate responsibility for the organisation's compliance with all legal, statutory, regulatory and constitutional requirements and is responsible for ensuring that these arrangements are effective. The Audit and Risk Committee (ARC), via the work programme approved for the Internal Auditors (and as appropriate via other approved third-party professional expertise), monitors this effectiveness.
- The inter-relationship of governing documents is as follows:-



#### 4.5 Whistleblowing and Confidential Concerns

WHA has clear and well-publicised arrangements for members of staff, Board members and others associated with the organisation to raise confidential concerns with the Chair of the People and Remuneration Committee via the Disputes and Grievance Procedure and/ or Whistleblowing policy/ procedure. Such serious concerns could include but are not limited to issues relating to conflicts, ethics and probity. If there are serious concerns that cannot appropriately be raised through the usual channels, such issues will be dealt with through proportionate and independent investigation as necessary.

- WHA has appropriate whistleblowing and HR related policies and procedures in place, which will be reviewed annually (unless otherwise stipulated within the corporate policy review cycle) by the People and Remuneration Committee, in their annual policy review cycle.
- Board and/or the People and Remuneration Committee receives an account of matters raised under these policies, and actions taken in response.
- If a Board Member has concerns about the Board or the organisation that cannot be resolved, these concerns are shared with the Board and formally recorded.

#### To be completed by Corporate Services Officer

##### Document Control

<b>Business Owners (name &amp; job title)</b>	Debbie Fox, Acting CEO & Company Secretary, Heather Wilson, Corporate Services/HR Officer.
<b>Policy Author (name &amp; job title)</b>	CEO/Heather Wilson, Corporate Services/HR Officer
<b>Date Reviewed</b>	5 <sup>th</sup> April 2025 & presented to ARC for recommendation of approval by Board – 22 <sup>nd</sup> April 2025.
<b>Reviewed By</b>	ARC for recommendation for approval by Board
<b>Next Review Due</b>	April 2026 or earlier if required
<b>Effective Date</b>	

## Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
30/06/2025	1.2	DF/HW	Reference to the Housing Regulator added following feedback from ARC on 22 <sup>nd</sup> April 2025.
14/04/2025	1.1	HE	Complete re-write in line with adoption of NHF Code of Governance 2020 & Conduct 2022 + updates following Board Meeting of 5 September 2024 & feedback from Governance IA – October 2024.

## **APPENDIX 1: BOARD - TERMS OF REFERENCE**

1. The Board has overall control of the activities of the Association but delegates day-to-day responsibility for carrying out those activities to the Chief Executive. The matters specifically reserved for Board approval are set out below and in the Delegated Authorities contained within the Financial Regulations.
2. The Board shall:
  - 2.1 Establish and approve the strategic direction of the Association, including its mission and values, strategic objectives and business plan.
  - 2.2 Ensure compliance with the Association's objects, in particular that the Association maintains its strong community and customer focus;
  - 2.3 Establish a culture that is positive, focused on the needs of current and future residents, other customers and key stakeholders, and embeds equality, diversity, and inclusion in the organisation.
  - 2.4 Ensure appropriate systems of control exist to ensure the health and safety of tenants, other customers, staff, Board members and those working in partnership with the Association;
  - 2.5 Ensure a risk management framework and appropriate systems of control exist to protect the assets and reputation of the Association;
  - 2.6 Ensure appropriate systems of control and reporting exist to enable the Board to evaluate whether the Association is operating effectively, efficiently and economically;
  - 2.7 Satisfy itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication;
  - 2.8 Providing oversight, support, direction and constructive challenge to the organisation's Chief Executive and other executives;
  - 2.9 Appoint, direct and, if necessary, dismiss the Chief Executive;
  - 2.10 Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff;
  - 2.11 Holding to account the organisation's committees and senior staff for the exercise of any powers delegated to them;
  - 2.12 Review these Governance Regulations at least every two years and approve amendments to them as necessary.

**AUDIT AND RISK COMMITTEE TERMS OF REFERENCE**

**APPENDIX 2**

<b>Purpose</b>	To provide the Board with assurance as to the effectiveness of the Association’s risk and internal control frameworks; financial reporting and accounting issues in the Association and oversee both internal and external audit functions.
<b>Chair</b>	The Committee chair will be appointed by the Board. In the chair’s absence, the remaining members present can elect a chair who must be a non-executive director/ Board member/ Co-optee.
<b>Secretary</b>	The Company Secretary or their nominee. Agenda and reports to be circulated to committee members (and other attendees if appropriate) at least 5 working days before the meeting. Minutes will record proceedings, resolutions, those present/in attendance and will be circulated to the Committee and all members of the board and subsidiary committees. Confidential Items, not for general circulation will be redacted or not circulated as appropriate.
<b>Term of office</b>	A term of office for committee members will be 3 years but can be extended in accordance with the Governance Framework & Rules.
<b>Reporting</b>	Minutes of the committee meetings will be circulated to the Board. A Committee Member or Chair will be responsible for reporting to the Board on the work of the Committee after each meeting. The report shall include: the significant issues that it considered in relation to the financial statements, and how these were addressed any significant issues considered in relation to risks its assessment of the effectiveness of the external audit process, the approach taken to the appointment or re-appointment of the external auditor, length of tenure of audit firm, when a tender was last conducted and advance notice of any re-tendering plans; An assessment of Internal Control based on the work of internal audit and other assurance reports; and any other issues on which the board has requested the committee’s opinion; and  The Committee will produce a report to be included in the WHA annual report about their activities.

<b>Authority</b>	<p>To act in accordance with its terms of reference taking into account statutory and regulatory requirements and best practice;</p> <p>To ask for any information it requires from any WHA colleague in order to perform its duties;</p> <p>To take external legal or other professional advice on any matter within its terms of reference;</p> <p>To annually review its own performance, composition and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board;</p> <p>In relation to all the matters for which the Committee has responsibility, the Committee has the power to approve all documentation which it considers necessary; authorise a signatory or signatories to sign or execute such documentation on behalf of WHA; authorise the use of company seals for WHA and signatories to attest such seals in relation to such documentation or otherwise to authorise execution of any document requiring execution as a deed; and authorise any person to do any act, matter or thing which the Committee consider in its absolute discretion is appropriate in relation to its powers.</p>
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<b>AUDIT AND RISK COMMITTEE</b>	
<b>MEMBERSHIP</b>	<p><b>Up to 4</b> Non-Executive Directors with a minimum of 3 and up to a maximum of 2 co-opted members, approved by Board. At least one member of the Committee will have competence in accounting/and or auditing and committee members as a whole shall have competence relevant to the sectors WHA operates in.</p> <p>The WHA <b>Chair will not</b> be a member of the Committee.</p> <p>Attendees will comprise the CEO, Director of Operations, Director of Finance &amp; Business Support and Secretary and any other by invitation.</p>

<b>MEETINGS</b>	Meetings of the Committee shall be held at least 3 times a year with dates set and agreed by Board for any calendar year at the end of the previous year. Only members of the Committee have the right to attend meetings. Alongside attendees, others may be invited to attend for all or part of any meeting.
<b>QUORUM</b>	ARC Members, two of whom must be a Board Member/ Co-optee.
<b>APPROVAL OUTSIDE OF THE MEETING CYCLE</b>	A resolution agreed by email by at least 2 ARC Members, both of whom must also be a Board Member/ Co-optee, shall be valid and effective as if it had been passed at a properly called and constituted meeting of the Committee.
<b>EXTERNAL ADVICE &amp; TRAINING</b>	May appoint Advisors or seek external legal or other professional advice on any matter within its terms of reference. The Committee shall have access to sufficient resources to carry out its duties and be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
<b>PLANS AND POLICIES</b>	<p>Keep under review and advise Board on the effectiveness of the following policies:</p> <ul style="list-style-type: none"> <li>Money Laundering Policy;</li> <li>Whistleblowing Policy;</li> <li>Governance Regulations and Financial Regulations of WHA (including financial authorisation limits at Executive level and above);</li> <li>Anti-Fraud Policy;</li> <li>Probity Policy; and</li> <li>Authorised Expenditure Levels and Orders Procedure.</li> </ul> <p>The Committee may from time to time address other policies as delegated by the Board.</p> <p><b>Review and make recommendations to the Board:</b></p> <ul style="list-style-type: none"> <li>Risk Management Policies and Frameworks and the strategic Risk Register;</li> <li>Governance Framework and policies; and</li> <li>Delegation framework</li> </ul>

<b>FINANCIAL REPORTING</b>	<p><b>Monitor</b> and review the integrity of the financial statements of the Association, including the annual report and accounts, reviewing significant financial reporting issues and the judgments, which they contain.</p> <p><b>Review</b> and challenge where necessary; significant financial returns to Regulators; the consistency of, and any changes to, accounting policies on a year on year basis making <b>recommendations to the Board</b> on any proposed significant changes in accounting policies or practices; the methods used to account for significant or unusual transactions where different approaches are possible; whether the Association has followed appropriate accounting standards and made appropriate estimates and judgments considering the views of the external auditors; the clarity of disclosure in the Association's financial reports and the context in which statements are made and all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).</p>
<b>INTERNAL CONTROLS AND RISK MANAGEMENT</b>	<p><b>Review and approve, and make recommendations to the Board on</b>, the statements to be included in the annual report concerning internal controls and risk management and advise the Board whether the Annual Report, taken as a whole is fair, balanced and understandable and provides the information necessary for stakeholders to assess the Association's achievement of its strategy objectives and value for money.</p> <p><b>Keep under review</b>, and report to / <b>make recommendations to the Board</b> in relation to, the adequacy and effectiveness of the Association's internal financial controls and internal control and risk management systems which will include:</p> <ul style="list-style-type: none"> <li>Reports on risk management and updates on the Association's strategic risk register and control frameworks</li> <li>the Association's risk processes including risk appetite</li> <li>The risk management framework and its operation</li> <li>Any legal action being taken by or against the Association which could have a material impact financially on WHA'S reputation.</li> </ul>

<p><b>COMPLIANCE, WHISTLEBLOWING &amp; FRAUD</b></p>	<p><b>Whistleblowing</b> - review the arrangements for colleagues to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. Ensure that these arrangements allow proportionate and independent investigation, with unfettered access, of such matters and appropriate follow up action.</p> <p><b>Probity</b> – Consider and make a recommendation to the Board on any contracts proposed to be granted to Board members (or Connected Persons) (see Probity Policy). Ensure that a record is kept of any such contracts.</p> <p><b>Fraud</b> - review and advise Board on the policy for detecting fraud and oversee the fraud register.</p> <p><b>Bribery</b> - review the adequacy and effectiveness of the prevention of bribery systems and controls.</p> <p><b>Anti-money laundering responsibilities</b> - lead on risk management, internal control, probity and whistleblowing, including making sure there are appropriate and effective systems in place to prevent, detect and report instances of money laundering; make sure a MLRO has been appointed;</p> <p><b>Declarations of Interest</b></p>
<p><b>STATUTORY AND REGULATORY COMPLIANCE</b></p>	<p><b>Statutory and regulatory</b> - monitor through internal audit reports the Association’s compliance with all relevant law and statutory and regulatory requirements including those of the Regulator of Social Housing and the Financial Conduct Authority.</p> <p>This includes: providing assurance to the Board on self-assessment of performance against the Economic Standards and in particular the Governance &amp; Financial Viability standards in the Regulatory Code and compliance against the relevant Governance Code, providing assurance to the Board on compliance with all relevant law, annual Regulatory Plan together with summaries of the various regulatory reviews.</p>

<p><b>INTERNAL AUDIT</b></p>	<p><b>Monitor and review</b> the effectiveness of the Group’s internal audit function in the context of the Group’s overall risk management system.</p> <p><b>Approve</b> - the appointment and removal of the internal auditors, including their remuneration and terms of engagement approving the letter of engagement for the internal auditors. Ensure internal audit is sufficiently resourced and has appropriate access to information to enable it to perform its function effectively and in accordance with relevant professional standards. Ensure the function is free from management or other restrictions. Internal auditors will be given the right of direct access to the Board Chair and to the Audit Committee.</p> <p>The annual internal audit plan to ensure it is aligned to the key risks of the business.</p> <p><b>Review</b> and assess the progress of the annual internal audit plan. Receive regular reports on work carried out and monitor management’s responsiveness to the findings and recommendations of the internal auditor.</p> <p><b>Monitor-</b> the performance of internal auditors and the effectiveness of their work including meeting with internal audit at least once per year without the presence of management to discuss effectiveness.</p>
<p><b>EXTERNAL AUDIT</b></p>	<p><b>Consider and make recommendations to the Board</b>, (to be approved at the AGM), regarding appointment, re-appointment and removal of the Association’s external auditor. Oversee the selection process for a new auditor. If an auditor resigns investigate the issues leading to this and decide whether any action is required.</p> <p>The Committee shall consider whether to re-tender the external audit at least once every 5 years, taking into account all relevant guidance regarding the rotation of external auditors.</p> <p><b>Oversee</b> the selection process for a new external auditor.</p> <p><b>Approve</b> the letter of engagement for the external auditor.</p> <p><b>Pre-approve</b> any non-audit services.</p>

	<p><b>Oversee</b> the relationship with the external auditor including:  approval of their remuneration, whether fees for audit or non-audit services are paid, and considering whether the level of fees is appropriate to enable an adequate audit to be conducted;  approval of their terms of engagement, including any engagement letter issued at audit and the scope of the audit;  assessing annually their independence and objectivity, qualifications, expertise and resources (taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements) and the audit relationship, which will include a report from the external auditor on their own internal quality procedures, methodology used in testing particular areas of the accounts and changes in approach from prior year.  assessing annually the effectiveness of the audit process and the overall performance of the external auditors, including any threats to the auditor’s independence and the safeguards applied to mitigate those threats, including the provision of any non-audit services</p> <p><b>Review</b> and be satisfied with the scope and planning of the External Auditor’s work, and any significant changes to its audit plans to <b>approve</b> these on behalf of the Board.</p> <p><b>Meet regularly</b> with the external auditor, including once before the audit (planning) and once after the audit (reporting). Meet at least once a year, without management present, to discuss the auditor’s remit and any issues arising from the audit.</p> <p><b>Review</b> - and approve the <b>annual audit plan</b> and ensure that it is consistent with the scope of the audit engagement. The <b>findings of the audit</b> with the external auditor to include: -  a discussion of any major issues which arose during the audit  any accounting and audit judgements  levels of errors identified during the audit  the effectiveness of the audit process including an assessment of the quality of the audit, handling of key judgements by the auditor and the auditor’s response to questions from the Committee  monitor the implementation of approved recommendations relating to the external audit reports and audit management letter  any <b>representation letter(s)</b> requested by the external auditor before they are signed by Board  the <b>management letter</b> and management’s response to the auditor’s findings and recommendations  the level of co-ordination with the activities of the internal audit function.</p>
<p><b>GENERAL</b></p>	<p><b>Insurance</b> – consider and review the annual report on the insurance portfolio, and risks covered and excluded, and advise Board.</p>

## APPENDIX 3

### **PEOPLE & REMUNERATION COMMITTEE TERMS OF REFERENCE**

1. The Committee shall comprise up to a minimum of three members appointed by the Board. Quorum shall be two members.
2. The Chair of the Board must not also Chair the Remuneration Committee.
3. The Committee shall meet as often as required to fulfil its terms of reference, but not less than once a year.
4. The minutes and the recommendations of the People & Remuneration Committee shall be reported/ presented to the Board.
5. The Chair of the Board must not also Chair the Sub-Committee. The Chair shall be elected by the Committee and approved by the Board.
6. Committee members shall declare any situation that is or has the potential to be a conflict of interest.
7. The functions of the People & Remuneration Committee shall be to:
  - 7.1. Ensure an effective Appraisal process is in place to appraise the performance of the Chief Executive, such appraisal to be carried out at least annually by the Chair of the Board, or Vice Chair in their absence
  - 7.2. Recommend to the Board the level and structure of remuneration for the Chief Executive & Executive Team, including any pension or other entitlements
  - 7.3. Ensure that contractual terms on termination, and any payments made, are fair to the individual and to the Association, and having regard to the reputation of the social housing sector
  - 7.4. Ensuring that any severance payments made to any member of the Executive Team, including the Chief Executive, are in accordance with employment regulations. Compensation packages require Board approval as does the cessation of the Chief Executive's position & Executive Directors positions.
  - 7.5. Recommend to the Board the level and structure of remuneration for the Chair of the Board and other Board and committee members
  - 7.6. Keeping abreast of remuneration in other organisations determining and agreeing with the Board the remuneration of the Executive Team including the Chief Executive.
  - 7.7. Seek assurance at least every three years through external benchmarking that remuneration packages including staff benefits remain fit for purpose and in line with the sector reference and make recommendations to Board in respect of any changes in this respect.

- 7.8. Review and make recommendations for Board approval any significant proposed organisational restructure changes, including any significant proposed changes to Executive Management job roles that impact upon the budget / financial plans.
- 7.9. Review and make recommendations to Board in respect of proposed key HR related policies
- 7.10. Have oversight of the main companywide staff surveys and seek assurance from the Executive Team in respect of progress with any continuous improvement actions .
- 7.11. Review & Monitor HR related KPIs as approved by the Board
- 7.12. Review and recommend to Board the annual staff pay review/ award
- 7.13. To be appraised of HR / employment related matters that pose a significant potential risk and/ or detriment to the Association and to make recommendations and feedback to the Board as appropriate, in line with applicable legislation, Governance and Financial Regulations.

Reviewed - September 2024

## APPENDIX 4

### **DEVELOPMENT SUB COMMITTEE - TERMS OF REFERENCE**

1. The Sub-Committee shall comprise up to four members appointed by the Board.
2. Quorum: Three members must be in attendance for a Sub Committee meeting to be quorate.
3. Decisions of the Committee shall be made by a show of hands of those present. Approval requires a simple majority of those present and voting and the Chair shall have a casting vote.
4. Appointments will be made by the Board to ensure that there is a cross-section of relevant experience and knowledge.
5. Sub-Committee members shall work together as a team for the purpose of achieving positive outcomes that will benefit the entire community and Westfield Housing Association.
6. The Chair of the Board must not also Chair the Sub-Committee. The chair shall be elected annually by the Committee and approved by the Board.
7. Committee members shall declare any situation that is or has the potential to be a conflict of interest.
8. The Sub-Committee shall meet as often as required to fulfil its terms of reference, but not less than once a year.
9. The minutes and recommendations of the Sub-Committee shall be presented to the Board.
10. The functions of the sub-committee shall be to:
  - To consider/appraise proposed schemes. This consideration to include housing needs and alignment with local strategic priorities; scheme design & unit mix; compliance; scheme costs and viability; risks
  - After appraising a development to make recommendations to the Board
  - To approve funding bids to Homes England for development within the affordable housing programme
  - Feedback recommendations and decisions to Board.
  - To decide, where necessary, the names of new developments built.

Version 1 : April 2022

## APPENDIX 5

### CUSTOMER PANEL TERMS OF REFERENCE

<p><b>Purpose</b></p>	<p>Westfield Housing Association’s (WHA) Customer Engagement Strategy states, ‘we want to put our customers right at the heart of all the decisions we make about how we manage our homes and services now and into the future.’</p> <p>The Customer Panel is one of the ways through which we can do this. The Panel is a representative group of tenants who meet regularly with staff. It monitors, evaluates, scrutinises and influences WHA’s performance, priorities and service provision, and also considers any funding applications to support community projects and activities, making a real difference to the service provided to tenants. It plays a key role in ensuring WHA meets tenant’s needs and expectations.</p> <p>The Panel provides a forum for tenants to put forward ideas and influence decisions about how the Association manages and maintains its homes and delivers its services. By working closely with Board, the Panel will have a direct influence which will help to identify priorities from a customer perspective and help decide how money is spent on homes and services.</p> <p>The Panel will hold WHA to account for its decisions and performance, recognising where the Association does well and where there is a need for improvement.</p>
<p><b>Membership and inclusion</b></p>	<p>The Panel will:</p> <ul style="list-style-type: none"> <li>• Have a membership of up to 10 tenants.</li> <li>• One co-opted resident (not tenant), where this will bring added value to the panel</li> <li>• Appoint new members, in discussion with WHA, aiming to have a membership that is representative of all tenants.</li> <li>• Promote the Panel to others.</li> <li>• Welcome views from all parts of the community.</li> <li>• Be open, inquisitive, and work together.</li> <li>• Respect and support each other.</li> <li>• Adopt the National Housing Federations (NHF) Together with Tenants Charter.</li> </ul> <p>The following will not be eligible to be a member of the Panel:</p> <ul style="list-style-type: none"> <li>• Any tenant who is in breach of their tenancy agreement, where the breach has led to legal action being taken by the landlord</li> <li>• Anyone who is a vexatious complainant</li> <li>• Anyone who is motivated to join the Panel simply to address their own personal grievances with the landlord</li> </ul>
<p><b>Chair</b></p>	<p>A Chair will be elected from existing Panel members for a three-year term via self-nomination, followed by a closed ballot of Panel members. The post is eligible for re-election for a second three-year term.</p>

	Election of Vice Chair will follow the same process.
<b>Frequency of Meetings</b>	The Panel will meet every 2-3 months throughout the year in line with the agreed annual work plan/ priorities, more frequently if required.  Non-attendance by any Committee member for 3 consecutive meetings, will automatically remove that member from the Panel.
<b>Quorum</b>	A minimum of 3 members.
<b>Voting</b>	Every member will have one vote. A vote of the Committee may only be carried if the majority of the members present vote in favour. In the case of equal votes, the Chair shall be entitled to a casting vote.

<b>Panel role</b>	
1	Be a critical friend and partner to WHA.
2	Understand and comment on the operation of WHA.
3	Carry out service reviews to benefit both tenants and WHA.
4	Influence and challenge the priorities set by WHA.
5	Work in the best interests of tenants and WHA.
6	Seek out tenants' views and represent those views to WHA.
7	Ensure that residents' feedback including complaints is being considered and acted on and that learning is being gained from feedback.
<b>Panel Main Duties</b>	
8	Develop and agree an annual plan of scrutiny work and/or reviews, taking account of suggestions from the Board and Executive Team. Carry out at least 1 scrutiny review a year.
9	Receive and review information such as: <ul style="list-style-type: none"> <li>• Customer satisfaction</li> <li>• Complaints (including lessons learnt)</li> <li>• Key performance indicators</li> <li>• Tenant Satisfaction Measures (TSMs)</li> <li>• Reports on matters on which tenants views are sought</li> </ul> <p>Consider and comment on the information provided discussing and agreeing any appropriate follow up actions.</p>
10	Receive Board agendas in advance of Board meetings with the opportunity to provide feedback, request further information and request further/ future agenda items.

11	A Board member will be invited to attend a Panel meeting as and when required to share information. In addition, The Panel will attend Board and/or ARC Committee meetings as and when agreed with the Board, Committee Chair and CEO to present reports of findings, with recommendations, make representations and participate in discussions more generally on agreed items of mutual interest.
12	Work together with Board to consider priorities and strategic plans where they impact tenants.
13	Consider applications made to the Neighbourhood Investment Fund.
14	Promote the work of the Customer Panel through regular updates in the Residents Newsletter and on WHA's website and Facebook page.
15	Provide feedback on customer facing policies.
16	Produce an annual report of activities.
17	Participate in training to assist with being a Panel member, including undertaking an induction programme.
18	Review these terms of reference every 2 years.
19	Consider any other tasks that may be requested of the Panel by the Board and/or Executive Team.
<b>Support for the Panel: Westfield HA will:</b>	
20	Provide administrative support to the Panel including taking notes of the meeting actions and outcomes and sharing them with tenants, board and staff.
21	Support the Panel with a place to meet, staff support, a budget and other resources (such as training, loan of IT kit etc.).
22	Provide timely, clear and accurate paperwork and information.
23	Ensure that service review recommendations are submitted to the appropriate staff and following their input to the Executive Team and/or Board or relevant Committee.
<b>General Requirements: Members of the Panel will:</b>	
24	Comply with the Customer Panel Code of Conduct and the NHF Together with Tenants charter. If the Panel and/or staff are concerned about behaviour or actions of any member of the Panel, we will firstly talk through any concerns to try to find a resolution and, if it continues or is of significant concern, we will ask the member to leave the Panel.
25	Comply with WHA's Data Protection and Information Security Policy.
26	Work in line with WHA's Equality and Diversity Policy.
27	In the event of a serious dispute between the Customer Panel and staff/the Board, an independent mediator will be appointed to undertake mediation to resolve the dispute. Any final decision will be subject to Board approval.

28	A Customer Panel Member shall declare any interest, whether personal or in any other activity they represent, that they consider could affect or influence their approach to a matter under discussion.
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Reviewed December 2024 – Version 2

# Westfield Housing Association

## Code of Conduct

### 1.0 Policy Statement

As outlined in the introduction to the National Housing Federation's Code of Conduct 2022, *"it is vital for the reputation of social housing that everyone who works for, or represents, a housing association is held to the highest standards of conduct."*

Westfield Housing Association (WHA), including Footsteps Nursery Provision, has adopted the NHF Code of Conduct 2022 (Appendix 5a), as it stands without any amendments as our Code of Conduct and have ensured compliance. The Code is split into four main parts, as summarised below:

- Acting in the best interest of WHA and its residents.
- Behaving with integrity.
- Conducting yourself professionally and treating others well.
- Protecting yourself, others and the environment.

The application of the NHF Code of Conduct 2022 is supported by WHA's policies and procedures.

### 2.0 Background and Purpose

It is vital for WHA's reputation that everyone who represents or works for the Association is held to the highest standards of conduct.

This policy aims to ensure:

- Standards are set for conduct and probity across WHA.
- No-one is unfairly advantaged or disadvantaged because of their connection to WHA.
- Both the organisation and individuals involved are protected from any appearance of impropriety where none has occurred.

By complying with the Code and demonstrating the values of WHA in our everyday work or involvement, we can ensure that we work to the highest standards, work co-operatively as a team, and that WHA achieves its vision and a workplace where everyone is welcome, valued and has a place.

### **3.0 Who this Code applies to**

- WHA's colleagues (whether permanent, fixed term, temporary, secondments, student placements, apprentices – full-time or part-time staff).
- Board members (this includes board members, committee members and co-optees).
- Shareholding members.
- Involved residents (who are formally involved in delivering, evaluating, monitoring or scrutinising WHA's activities).
- Contractors (including sub-contractors, consultants and agents).
- Volunteers.

### **4.0 WHA's Commitment**

As an organisation, we will:

- Make the NHF Code of Conduct 2022 and additional guidance available to colleagues, board and committee members, shareholding members, tenant engagement panel members, volunteers and contractors.
- Ensure all new colleagues and all of the above will receive the NHF Code and our Policy and guidance as part of their induction or confirmation of role process.
- Ensure all colleagues and board and committee members sign to confirm receipt and understanding of the Code.
- Engage with each other in a professional manner, treat each other with dignity and respect, demonstrating integrity and avoiding any bias or improper influence.
- Take any breaches of the code seriously and act on them accordingly.

To ensure accountability, this policy and the NHF Code of Conduct 2022 will be available on the WHA and Footsteps Nursery websites.

### **5.0 Breach of the Code of Conduct**

Breaches of the Code are always taken seriously. Failure to comply with the Code may be an employment or governance disciplinary matter subject to the outcome of an investigation. The Code cannot cover every situation someone may face in their role with WHA, who may find themselves faced with difficult situations or an unexpected dilemma. In situations such as these, or if general advice or guidance is sought, the individual can contact the Chief Executive Officer, Operations Manager/Company Secretary, Nursery Manager/Deputy Nursery Manager, Corporate Services/HR Officer and Finance & Business Support Director.

Breaches will be dealt with via the relevant conduct and probity policies and procedures.

All material breaches of the NHF Codes of Governance or Conduct or this policy will be brought to the attention of the WHA Chair then WHA Board together with an action plan to rectify the position and avoid any recurrence.

If an individual is in doubt about a possible breach of the Code or misconduct, should report their concerns or seek advice in good faith and based upon being honest, open and transparent and will be supported by WHA.

## **6.0 Reporting & Risk**

The Audit & Risk Committee and Board will receive an annual report on performance against the policy objectives; these will include:

- Compliance with the NHF Code of Governance 2020
- Compliance with the NHF Code of Conduct 2022
- Summary of material breaches of this policy

Reporting of any material breaches will be presented to Audit & Risk Committee and Board when they occur.

## **7.0 Equality, Diversity & Inclusion**

WHA will ensure that this policy is applied fairly and that there is no direct or indirect discrimination against any person or group of people on grounds of their age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race, religion or belief, sex or sexual orientation or other ground set out in our Equality, Diversity and Inclusion Policy.

## **8.0 Legal Framework/References**

NHF Code of Conduct 2022 -see Appendix 5a  
NHF Code of Governance 2020  
NHF 2015 Model Rules (adopted as the rules of Westfield Housing Association Ltd)

## **9.0 Linked Documents**

WHA Governance Regulations  
WHA Financial Regulations / delegations  
Staff Handbook (WHA includes Footsteps Nursery)  
Declarations of Interest Register  
Anti-Fraud Policy & register  
Anti-Bribery Policy  
Whistleblowing Policy  
Confidentiality Policy  
Recruitment & Selection Policy  
Board Membership & Remuneration Policy  
Equality, Diversity & Inclusion Policy  
ICT Security Policy  
Procurement Policy  
Standards of Conduct & Probity (Board/Committee)  
Standards of Conduct & Probity (Staff)  
WHA Contractor Code of Conduct  
Shareholding Member Annual Declaration Form

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**To be completed by Corporate Services Officer**

Document Control

<b>Business Owner (name &amp; job title)</b>	Heather Wilson, Corporate Services/HR Officer & Debbie Fox, Acting CEO
<b>Policy Author (name &amp; job title)</b>	Heather Wilson, Corporate Services/HR Officer
<b>Date Reviewed</b>	28 August 2024 & 14/4/25
<b>Reviewed By</b>	Board & ARC members
<b>Next Review Due</b>	April 2026 – as complete re-write & 2 yearly thereafter
<b>Effective Date</b>	

Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
28/08/2024 & 14/04/25	1.0	HW & HE	Complete re-write in line with adoption of NHF Code of Conduct 2022

**NB: Please refer to Appendix 6a- see attached NHF Code of Conduct 2022 - [here](#).**

## Board Membership & Remuneration Policy

### 1. Policy Statement

This document outlines Westfield Housing Association's Policy in respect of recruiting, electing and remunerating Board Members.

### 2. Board membership roles and responsibilities

- 2.1. The role and responsibilities of each Board member, and of the Board collectively, is to:
  - i. Establish and approve the strategic direction of the Association, including its Vision and Values, Strategic Objectives and Business Plan.
  - ii. Ensure compliance with the Association's objects, in particular that the Association maintains its strong community and tenant focus;
  - iii. Establish a culture that is positive, focused on the needs of current and future tenants and their communities, other customers and key stakeholders, and embeds equality, diversity and inclusion in the organisation;
  - iv. Ensure appropriate systems of control exist to ensure the health and safety of tenants, other customers, staff, Board members and those working in partnership with the Association;
  - v. Contribute to the development and oversee the implementation of the Association's strategies and policies, including equality, diversity and inclusion;
  - vi. Ensure a risk management framework and appropriate systems of control exist to protect the assets, staff, tenants, customers and reputation of the Association;
  - vii. Ensure appropriate systems of control and reporting exist to enable the Board to evaluate whether the Association is operating effectively, efficiently and economically;
  - viii. Satisfy itself as to the integrity of financial information and setting and approving each year's budget, business plan and approval of annual accounts prior to publication;
  - ix. Keep up-to-date with own specialist area of knowledge or expertise and with other relevant matters, including any Lead/Champion role and responsibilities;
  - x. Contribute to sub-committees and/or project groups as required;

- xi. Participate in annual individual and group appraisal of Board performance;
- xii. Uphold the values and objectives and act as an ambassador for the Association;
- xiii. Provide oversight, support, direction and constructive challenge to the organisation's Chief Executive and other executives;
- xiv. Appoint, direct and, if necessary, dismiss the Chief Executive;

### **3. Board qualities, skills and experience**

- 3.1. The Board shall ensure that it has the necessary range of qualities, skills and experience to enable it to uphold the Association's values, direct the Association's work and set the Association's strategic direction and policies in accordance with the Board's Terms of Reference (Appendix 1).
- 3.2. The Board shall annually appraise its collective qualities, skills and experience that it collectively and individually requires to fulfil its duties, in line with the Board Appraisal Policy (Appendix 8) and NHF Code of Governance 2020.
- 3.3. Following the annual appraisal process, the Board will agree an annual Board Learning & Development Plan, providing either collectively or individually, identified learning and development needs to enable Board to fulfil its duties, monitoring progress as part of Board Meetings.
- 3.4. Where a lack of skill or experience is identified, the Board may co-opt an appropriately skilled person or persons onto the Board if the Association has been unable to recruit a Board Member/s with such skills and experience.

### **4. Composition of the Board**

- 4.1. The Board shall comprise not less than five and not more than twelve members, included co-opted members.
- 4.2. The Association values highly its community bases and tenants are able to apply in line with the recruitment process and demonstrate they can fill any identified skills and responsibilities. Under the Rules of the Association no more than one-half of the Board members may be tenants.

### **5. Election and Retirement**

- 5.1. Board members shall be elected by Shareholding Members at each Annual General Meeting, in accordance with the Rules of the Association. Board members are elected for a three-year term and may serve for a maximum of two consecutive terms (i.e. six years in total), but where a member has served six years, and the Board agrees that it is in the organisation's best interests, their tenure may be extended up to a maximum of 9 years.
- 5.2. Under the Rules of the Association, not less than one-third of Board Members must retire from office each year; these shall be the longest serving Members since last elected or re-elected.

- 5.3. A member who has absented themselves from three consecutive meetings of the Board without special leave of absence may cease to be a Board member in accordance with the Rules of the Association.

## **6. Recruitment to the Board**

- 6.1. Board receives an annual update noting terms and tenures of Board Members to ensure the Association maintains the required level of Board Members.
- 6.2. In line with points 6.1 and 3.2 above, Board shall seek to recruit additional Board Members.
- 6.3. Recruitment will be through an open and transparent process. Board will agree where to advertise, not limited to national housing publications (Inside Housing), the Association's social media sites, LinkedIn, Cumbria Council for Voluntary Service and through other professional networks.
- 6.4. Board shall determine the recruitment process, including where to advertise, the recruitment pack, which will detail: the qualities, skills and experience we need, the role of Board Members, terms & conditions and commitment required, and the recruitment process and how to apply and closing and interview dates.
- 6.5. The Board Chair and/or Vice Chair and Chief Executive of the Association will shortlist and interview the candidates.
- 6.6. Pre-appointment checks will be completed by the Association for successful applicants prior to election.

## **7. Expenses incurred in performing Board duties**

- 7.1. Board membership is a voluntary role for which no remuneration is made.
- 7.2. However, the Association does not wish Board members or other volunteers to be out of pocket as a result of their contribution to the Association's activities. Expenses incurred in carrying out approved duties may be claimed as follows:
  - a. *Travel to Meetings*: Reasonable travel costs will be reimbursed. Mileage is reimbursed at Approved Mileage Allowance Payment (AMAP) rates. Taxis may be used when there is no alternative. In addition, the cost of other ancillary and essential costs incurred, such as parking expenses may be claimed.
  - b. *Meals and refreshments*: Reasonable expenses may be claimed for refreshment if none is provided and the member is away from home over three hours.
  - c. *Caring responsibilities*: Board or committee members who incur childcare or other care costs to enable them to carry out approved duties will be entitled to have reasonable costs reimbursed subject to the prior agreement of the Chair.
  - d. *Conferences and Training*: Course and conference fees and accommodation booked by the Association will be paid direct. Otherwise they may be claimed on production of a booking form or receipt. Travelling expenses for such events will also be met.

## INDIVIDUAL AND COLLECTIVE REQUIREMENTS FOR BOARD MEMBERS

### Personal Quali ties (all Board Members)

#### **Board members must:**

Have high standards of integrity and business ethics and demonstrate commitment to equality, diversity and inclusion

Be open, honest and trustworthy

Commit time and effort to the role

Set a positive culture and treat others with respect

Work as a team player and have good communication skills

Come well prepared for Board Meetings and contribute to board discussions and decision making

Be independent, inquisitive and provide constructive challenge

Be competent in the use of information and communication technology (ICT)

Be ambassador for WHA, act in the best interests of the Association at all times and uphold WHA's values in everything they do

Have a commitment to developing as a Board Member

Adhere to WHA's Code of Conduct and the NHF's Code of Conduct 2022.

### Skills (the Board collectively)

#### **The Board must:**

Understand and relate to the local community and to all stakeholders (e.g. tenants, residents, applicants for housing, nursery parents, the local authority, funders and partner agencies)

Focus on outcomes for tenants, nursery parents, communities and the Association

Demonstrate good governance and high standards of probity and business ethics

Think strategically and be able to establish policy and long-term strategy

Exercise critical reasoning and problem-solving skills

Understand and be able to interpret financial information

Understand and oversee the management of the risks that face the Association

Understand the role of technology in service delivery

Adhere to WHA's code of Governance, NHF Code of Governance 2020 & the Company Rules

## Experience (the Board collectively)

### The Board must have collective experience of:

Community influence and connections (including lived experience)

Social housing issues

Sector regulatory/governance experience/charitable sector

Housing and property/asset management

Property development

Health & Safety

HR/ legal/ managerial experience

Business management & development

Financial / Accountancy / Audit experience

Education/ Early Years provision

Data Management, GDPR, ICT/Cyber Security

## 8.0 Legal Framework/References

**The Regulator for Social Housing**

**WHA Model Rules 2015**

**NHF Code of Conduct 2022**

**NHF Code of Governance 2020**

## 9.0 Linked Documents

**Governance Regulations**

**WHA Code of Conduct**

**Board Appraisal Policy**

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**To be completed by Corporate Services Officer**

### Document Control

<b>Business Owner (name &amp; job title)</b>	Debbie Fox, Acting CEO
<b>Policy Author (name &amp; job title)</b>	Debbie Fox, Acting CEO and Heather Wilson, Corporate Services/HR Officer
<b>Date Reviewed</b>	June 2025
<b>Reviewed/Approved By</b>	ARC and Board – 21 <sup>st</sup> July and 7 <sup>th</sup> August 2025
<b>Next Review Due</b>	2 years - June 2027
<b>Effective Date</b>	August 2025

## Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
June 2025	4.0	DF/HW	Updated in line with Board recruitment & selection campaign, June 2025
April 2025	3.0	HE	Additional skills/knowledge required of Board Members and recommendations from Governance Internal Audit – October 2025.
February 2022	2.0	DF	Board Terms of References removed & replaced with new Appendix 1 – Individual and Collective Requirements for Board Members
January 2019	1.0	NV	Full re-write – separate policy created following approval of the wider Governance Regulations and Governance Review.

# Westfield Housing Association

## Board Appraisal Policy

### 1.0 Policy Statement

To ensure Westfield Housing Association complies with its regulatory and legal responsibilities relating to the Appraisal of Board Members both individually and as a whole.

### 2.0 Purpose

To outline the purpose, policy, process and timescales for Board Appraisals.

The Board performs 3 major roles in the organisation: it provides direction (ie sets the strategic direction of the association), it controls (ie monitors the management) and it provides support and advice (advisory). Board appraisal and evaluation examines these roles of the Board and the entailing responsibilities and assesses how effectively these are fulfilled by the Board. The Appraisal will cover key areas to assess the skills, knowledge and experience of the Board as a whole and of individual members.

#### (i) The Board as a whole

As set out in the NHF's Code of Governance 2020, Board and Committees should consider their effectiveness annually and assess how they conduct their business. This can take the form of a discussion at a Board Meeting or Away Day, or another form as the Board or Committee sees fit, eg completion of an Assessment Form, completion of an Assessment Form followed by a discussion at a Board Meeting or Away Day.

A formal effectiveness review of the Board is required at least every 3 years and this was last completed in 2021. The formal review involves more structured consideration, preparation of a report to the Board (with or without external assistance) and an action plan to map required changes over time. The Board may wish to engage the help of an independent third party to demonstrate transparency and invite challenge to how governance is organised.

This collective review of effectiveness is distinct from the individual appraisals for Board Members which the code also requires should take place.

#### (ii) 1-1 Individual Members

The Code of Governance 2020 sets out that a full, rigorous and documented appraisal process for individual members of the Board and Committees, including Chairs, need to be carried out at least every 2 years. Westfield is committed to carrying this out annually.

Individual appraisals should review the skills and contribution of individuals and the Board as a whole, and include an assessment of the Chair and Vice-Chair.

**(iii) Peers**

Westfield HA is committed to a 3-tier approach to Board Appraisals. So in addition to the full Board Appraisal and the 1-1 Individual Board Members' Appraisals, there are Peer Appraisals. These will encourage a culture of feedback and recognition and as well as boosting collaborative working.

**3.0 Definitions**

**NHF** - National Housing Federation

**Peer Appraisals** - Board Members appraising and evaluating fellow Board Members.

**4.0 Responsibilities**

It is the responsibility of all Board Members to engage fully in the Appraisal processes and to do so in a timely manner.

The Chair is responsible for carrying out the individual 1-1 Board Members Appraisals in a timely manner.

The Vice-Chair and Chief Executive Officer are responsible for carrying out the individual 1-1 Board Member Appraisal for the Chair. NB if the Board agree to it, the Chair may be appraised by Vice-Chair and 2 other Board Members.

The Corporate Services Officer will assist with the administration of the Appraisal processes as required and will be responsible for the secure, confidential storage of the completed Appraisals.

The Corporate Services Officer will update the Appraisal forms and self-assessment forms in collaboration with the Chair, and as required.

The Corporate Services Officer will draw up a corporate training plan and individual training plans based on the outcomes of the Appraisals to enhance Board Members' contribution and the effectiveness of the Board as a whole.

**5.0 Reporting/Timescales**

Board Appraisal to take place annually in May eg at the Board Meeting or Away Day

Peer Appraisals to take place annually in June

Individual 1-1 Appraisals to take place in July

Formal effectiveness review of the Board every 3 years – next due in 2024 (May).

The Appraisals will cover individual Board Members' contribution to the Association; performance of Board Members eg attendance at meetings and training; individual training and development needs; effectiveness of Board composition; training and development needs of the whole Board.

## 6.0 Training and Development

Training and development needs as compiled from the Appraisals can be addressed in a number of ways, such as:

- (i) **Internally** – training and awareness sessions for the Board delivered by Westfield Housing Association staff and/or consultants; policy briefings, strategy development events.
- (ii) **Externally** – attendance at relevant conferences and seminars; attendance at relevant courses and workshops; attendance at relevant NHF and related forums.

### 6.1 Corporate Training and Development Plan

The training and development plan for the Board as a whole will be set out annually with:

- Training/development topic;
- Source of training
- Expected outcomes
- Anticipated costs
- Dates

The annual plan will be presented to the Board for approval.

### 6.2 Individual Training and Development Plans

The training and development plan for individual Board Members will be set out in draft following the appraisal process for agreement with the Member concerned. They will then be collated and presented to Board for approval based on the following information:

- Training/development topic
- Source of training/development
- Expected Outcomes
- Anticipated Costs
- Dates.

## 7.0 Legal Framework/References

NHF Code of Governance 2020

## 8.0 Linked Documents

NHF Code of Guidance 2020  
Individual Board Member Appraisal Form  
Individual Board Member Self-Assessment Form  
Board Training Plan

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**To be completed by Corporate Services Officer****Document Control**

<b>Business Owner (name &amp; job title)</b>	Heather Wilson, Corporate Services/HR Officer
<b>Policy Author (name &amp; job title)</b>	Pamela Stainton, PT Corporate Services/HR Officer
<b>Date Reviewed</b>	October 2022
<b>Next Review Due</b>	October 2024
<b>Effective Date</b>	29 November 2023

**Document History**

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
29 Nov 2022	1.0	P Stainton	New Policy

# Westfield Housing Association

Appendix 9

## Shareholding Membership Policy and Procedure

### 1.0 Policy Statement & Framework

- 1.1 This policy sets out the Board's approach to shareholding membership to Westfield Housing Association (WHA), and the application and approval process (which is in accordance with our Rules).

The Association is a registered society under the Co-operative and Community Benefit Societies Act 2014 operating under Charitable Rules and has adopted the National Housing Federation (NHF) set of Model Rules (2015). Under Rule A2 the fundamental Object of the Association is that it should operate 'for the benefit of the community. Its charitable objects shall be to carry on for the benefit of the community'. Shareholders hold a constitutional role in sustaining the objects of the Association and in overseeing the application of the Rules through the Annual General Meeting AGM.

Through this policy we aim to ensure that people and organisations who share our ethos have the opportunity to participate in our activities. We are controlled by Shareholding Members (Shareholders) who agree to be bound by the obligations on them as set out in the Association's Rules and when acting as shareholders will always act in the interests of the Association and for the benefit of the community as guardians of the Objects of the Association.

This policy explains the role of our Shareholders, sets out the basis of their admittance and their involvement in the Association thereafter and the circumstances in which Shareholding membership will end.

### 2.0 Policy Objectives

- 2.1 The key objectives of this policy are:

- To ensure the process for admitting and expelling Shareholders is transparent.
- To set clear eligibility criteria for Shareholding membership.
- To set out the responsibilities and expectations of Shareholders.
- To ensure that the approach to Shareholding membership is in accordance with the Association's Rules. The Board has discretion as to who to admit as Shareholders and to agree its policy for recruiting shareholders.
- To provide a level of accountability and responsibility towards the needs and views of the communities to which the Association provides services.

- 2.2 It is the Association's policy to encourage a limited number of key stakeholders, including residents in our local communities, to become Shareholders because this:

- Adds value to the organisation by drawing on a wider pool of expertise and knowledge, including those with direct experience of the Association's services.

- Develops a group of people who are interested in the Association and its activities and from whom new Board Members might be drawn; and
- Can help increase accountability to the community and other key stakeholders.

### **3.0 Scope**

- 3.1 This policy applies to the Association's current and future Shareholders only and governs admissions, exclusions, rights and obligations.
- 3.2 A Shareholder of the Association is a person or body whose name and address are entered in the Register of Shareholders.

### **4.0 Eligibility and Composition of Membership**

- 4.1 Applicants for Shareholding Membership must have as their principal motivation a desire to further the Association's aims and objectives. Shareholders must agree to be bound by the obligations set out in the Rules (our constitution) and must sign a declaration (Appendix 1) on taking up their share stating that they will act in the best interests of the Association and for the benefit of the community, and as guardians of our purpose (to provide social housing and related services). Members must ensure that their personal interests do not adversely affect the best interests of the Association in any way.
- 4.2 In addition, Shareholding Membership will also be open to persons with an interest in the local area or tenants of the Association, subject to the eligibility criteria set out in this policy, and subject to a maximum number as determined by the Board. All applicants for shareholding membership should be able to demonstrate that they have, and would continue to have, a long-term interest in, and willingness to support the Association and its aims and objectives.
- 4.3 In applying the above determinations, the maximum number of Shareholding Members for each category, as determined by the Board, is as follows:
- Board members: up to 12 shares
  - Committee members: up to 4 shares
  - Retired Board/Committee members: up to 4 shares\*
  - Individuals with an interest in the local area including tenants of the Association and local residents: up to 10 shares. Where the Member no longer demonstrates the requisite interest or is no longer a tenant or local resident, they may be required to relinquish their Shareholding.

Currently the number of Individual Shareholding Members exceeds ten. Consequently, no new individual members will be admitted until such time as the number falls to less than 10 members. Existing Shareholders appointed prior to the date of this policy may retain their shareholding membership of the Association until such time as it is ended in line with the Rules and this policy.

\*Retired Board/Committee members will be accepted for a tenure up to a maximum of 3 years, after which time the membership will end. Thereafter, eligibility for future membership will cease.

- 4.4 No member can hold more than one share, and each share carries one vote only at General meetings.

4.5 Those ineligible to become Members include:

- A minor
- A person previously expelled from being a Shareholder
- A member of staff
- Former members of staff (within one year of leaving the Association's employment)
- Close relatives of current or former members of staff (parents, grandparents, child, grandchild).
- Those who owe money to the Association.
- Tenants who are in breach of their tenancy agreements and who fail to rectify the breach within a reasonable timeframe.
- A person who in the written opinion of a medical practitioner is physically or mentally incapable of exercising their rights as a Shareholder and may remain so for more than 3 months.
- A person who has been convicted of an indictable offence which is not spent.
- A person who has been convicted of any other offence which in the opinion of the Board either brings the Association into disrepute or is incompatible with the role of Shareholder.
- A person who has been removed as a Board or Committee member in accordance with Rule D8.

## **5.0 Applications for membership**

5.1 The Board will consider from time to time whether it is necessary to review the Shareholding Membership and to recruit new Members, subject to the composition of Membership set out above.

5.2 Applications to become a member should be made in writing, using the Association's Shareholder Membership Application Form (Appendix 2). The application should set out the reasons for applying, how the criteria for admission to membership are met and electronic payment of the sum of £1 (which shall be returned if the application is not approved). The form should be returned to the Company Secretary at the Association's registered office.

5.3 Applicants must demonstrate that becoming a shareholder will not result in an unacceptable conflict of interest, either due to a personal relationship, employment or connection with another organisation, or involvement in activities in conflict with the Association's aims and objectives.

5.4 All applications will be considered by the Association's Board which has absolute discretion in determining whether to accept or reject any application.

5.5 Each application will be considered at an early Board meeting. It may be necessary for an applicant to be interviewed by the Board Chair and the Chief Executive (or as delegated); this will be decided at the Board meeting considering the application.

5.6 If the application is approved the name and address of the member will be entered in the Register of Shareholders (Appendix 3), and a share certificate issued (subject to the payment of £1 having been received). The share carries no right to interest, dividends or bonus payments.

5.7 If the application is refused, the reason for refusal will be given in writing to the applicant.

5.8 Any appeal against the decision of the Board should be made in writing to the Chair at the Association's registered office.

## **6.0 Shareholder's Role**

6.1 A Shareholder can:

- attend and vote at the Annual General Meeting (AGM) and other General Meetings of Shareholders.
- receive the statutory accounts and annual report.
- approve the auditors.
- elect Board members.

6.2 The Association will liaise with Members to ensure that Shareholding membership delivers added value. This could include:

- consulting with individual members in relation to their known areas of expertise and interest
- inviting individual members to contribute to policy development reviews or service development workshops in relation to their known areas of expertise and interest.
- consulting members on Association's Business Plan and policies; and
- ensuring that members are kept up to date on activities, e.g. through forwarding copies of reports/publications and newsletters.

6.3 The role of Shareholders is to always act in the best interests, and to further the objectives, of the Association. It is expected that Shareholders promote the Association's objectives in the wider communities that Westfield serves, in line with the NHF Model Rules 2015

## **7.0 Shareholder Meetings**

7.1 All Shareholders must use their best endeavours to participate in General Meetings and other events organised by the Association to which Shareholders are invited.

7.2 Shareholder meetings are generally called by the Board. All General Meetings other than Annual General Meetings are Special General Meetings. At least one month's notice will be given for the AGM and a minimum of two weeks' notice for other General Meeting.

7.3 There must be a quorum at any General Meeting. A quorum is a minimum of five members, of which at least two must be present in person.

7.4 Shareholders will vote at the AGM and other General Meeting on proposals made by the Board.

7.5 A Shareholder unable to attend a General Meeting may appoint a proxy to attend and vote on their behalf. Notice of a proxy must be received by the Company Secretary no later than 48 hours before the date of the General Meeting. The notice must detail the name of the proxy.

## **8.0 Shareholders and the Board**

8.1 The Board is made up of a minimum of 5 and maximum of 12 Members appointed by members at the Annual General Meeting after being considered and put forward by the Board in line with the WHA's Board Recruitment Policy.

8.2 Except for co-optees and employees, only Shareholding Members can be Board Members. All Board Members must be Shareholding Members. All persons appointed as Non-Executive Directors to the Board will at the same time take up Shareholding Membership if they do not already hold such Membership.

## **9.0 Shareholder Restrictions**

9.1 Shareholders should be aware that under Section 122 of the Housing and Regeneration Act they and their close relatives are prevented from obtaining gifts, dividends and bonuses from Westfield. This applies to:

- A current or former Westfield Shareholder
- A member of the family of a current or former Westfield Shareholder.

9.2 If a payment is made in breach of this policy, Westfield has the right to recover the wrongful gift or payment as a debt from the recipient. The Regulator may also require Westfield to take action to recover such a wrongful gift or payment.

## **10.0 Ending of Shareholding Membership**

10.1 In line with the NHF Model Rules 2015, a Shareholder's Membership ends under the following circumstances:

- If they die (note: their share cannot be transferred to another person).
- If they are expelled as a result of conduct detrimental to Westfield and in accordance with Rule C15.
- If they give notice to end their membership to the Company Secretary which shall be effective immediately (unless they are one of the last five remaining Shareholders, in which case they must provide at least one month's written notice).
- They do not attend in person or appoint a proxy in respect of, nor deliver written apologies in advance for two consecutive Annual General Meetings.
- If they cease to be eligible under any exclusions to membership in Rule D8 (see 4.5 above)
- If they are a resident and in the opinion of the Board are in material or serious breach of their tenancy agreement or are subject to a possession order or are in breach of a suspended possession order or are subject to any of the following types of court order: anti-social behaviour order, anti-social behaviour injunction, demoted tenancy, or closure order.
- If they are a resident and cease to be a resident (unless it is a temporary situation due to works to their home or another matter requiring temporary vacation of the home).
- They fail to sign the annual undertaking as set out in Appendix 4.

10.2 Where a Shareholder is also a Board Member, their share will automatically be cancelled upon their retirement or resignation unless continuing membership is requested, and the Board, in its absolute discretion agrees that they should remain as a shareholding member, subject to vacancies for Retired Board/Committee members (point 4.3). A decision that a former Board member can continue as a

Shareholder will be informed by the eligibility criteria for membership (see section 4) and will be an exception rather than a norm.

10.3 A Shareholder review is undertaken annually. As part of the notice of the AGM Shareholders are asked whether they wish to remain a Shareholder and to complete the Shareholder Member's Declaration Form (Appendix 4). They will be given one month to respond with a reminder issued after two weeks. Where a Shareholder fails to respond, or to return a completed Declaration Form within the required time, their membership will be ended.

10.4 Where a member ceases to be a Shareholder, the share will be cancelled.

### **11.0 Expelling Shareholders**

11.1 In line with the NHF Model Rules 2015, there may be occasions when a Shareholder's conduct is not in line with the Association's values and/or where they have failed to act in line with the Shareholder's Members Declaration and in the best interests of WHA. In these circumstances the Board may seek to expel the member concerned. A Shareholder may only be expelled by a Special resolution at a special General Meeting called by the Company Secretary provided that the following rules apply to the process:

- The Board must give the Shareholder at least one month's notice in writing of the General Meeting. The notice to the Shareholder must set out the particulars of the complaint of conduct that is deemed detrimental to the Association and must request the Shareholder attend the meeting to answer the complaint.
- At the General Meeting called for this purpose the Shareholder's shall consider the evidence presented by the Board and by the Shareholder (if any). The meeting will take place even if the Shareholder does not attend.

11.2 If the resolution to expel the Shareholder is passed in accordance with this rule, the Shareholder shall immediately cease to be a Shareholder.

### **12.0 Equality, Diversity and Inclusion**

12.1 Westfield will not directly or indirectly discriminate against any person or group of people because of their race, religion, gender, marital status, sexual orientation, disability or other grounds set out in our Equality, Diversity and Inclusion Policy.

12.2 When applying this policy Westfield will:

- Aim to attract a cross section of our communities.
- Consider requests for specific assistance related to protected characteristics and providing them where reasonable and practicable.
- Ensure the application and review processes are fair and transparent.

### **13.0 Monitoring and Review**

13.1 Reports will be provided annually to the Board giving details of the Register of Shareholders (Appendix 3).

13.2 This policy will be reviewed every three years or more frequently if good practice, legislation or regulation changes, or if the Rules are changed.

## 14.0 Linked Documents

New Shareholding Member's Declaration Form (Appendix 1)  
Shareholding Membership Application Form (Appendix 2)  
Register of Shareholders (Appendix 3)  
Shareholding Members: Annual Declaration Form (Appendix 4)

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### To be completed by Corporate Services Officer

#### Document Control

<b>Business Owner (name &amp; job title)</b>	Debbie Fox, Acting CEO/Company Secretary and Heather Wilson, Corporate Services/HR Officer
<b>Policy Author (name &amp; job title)</b>	Debbie Fox, Acting CEO/Company Secretary and Heather Wilson, Corporate Services/HR Officer
<b>Date Reviewed</b>	January 2025
<b>Reviewed By</b>	Board
<b>Next Review Due</b>	January 2027
<b>Effective Date</b>	31 <sup>st</sup> March 2026

#### Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
31 Mar 26	2.2	HW	AGM Minutes Circulation Policy & Procedure added as Appendix 10, following approval by Board at their meeting on 11 <sup>th</sup> March 2026.
31 March 2025	2.1	HW	Minor updates to the Policy relating to retired Board/Committee Members and process to request to remain a Shareholder, subject to vacancies for ex-Board Members being available and referencing the 2015 Model Rules throughout the Policy, following feedback from Board on 11 <sup>th</sup> February 2025.
14 Dec 2023	2.0	DT	Complete review and re-write.

# Westfield Housing Association

## AGM Minute Circulation Policy & Procedure

### 1.0 Policy Statement

This policy outlines the responsibilities of key stakeholders, the timelines for drafting and distributing AGM minutes, and the approved methods for sharing these documents with members or relevant parties. By adhering to this policy, the organisation ensures that AGM outcomes are communicated effectively, that members remain informed about strategic decisions and resolutions, and that an accurate historical record of the organisation's governance activities is maintained.

### 2.0 Purpose

The purpose of this Annual General Meeting (AGM) Minute Circulation Policy is to establish a clear, consistent, and transparent process for documenting, reviewing, approving, and distributing the official minutes of the AGM. Accurate and timely circulation of minutes is essential to maintaining good governance, ensuring regulatory compliance, and upholding the principles of accountability and transparency within the organisation.

### 3.0 Scope

This policy applies to all individuals involved in the preparation, review, approval, and distribution of Annual General Meeting (AGM) minutes. It governs the processes for creating, storing, and circulating AGM minutes to members, directors, and other authorised stakeholders. The policy covers all AGM-related documentation regardless of format, including digital and printed records. It also applies to both internal and external circulation practices to ensure consistency, accuracy, confidentiality, and compliance with organisational governance requirements.

### 4.0 Content

Minutes will include attendance, quorum confirmation (Rule C23), all resolutions with outcomes (Rule C31), and summaries of reports in line with WHA's Model Rules.

### 5.0 Responsibilities

- The Company Secretary with assistance from the Corporate Services/HR Officer will administer the Procedure.
- Shareholding Members and Officers of WHA have a duty to maintain confidentiality of the Minutes and information contained.
- Board Members will have the discretion to approve any recommended redactions of commercially sensitive information prior to circulation of the draft minutes. The final set of draft minutes will be unredacted and included in the AGM Pack for the following meeting.

## 6.0 Procedure

### 6.1 Timelines

- Draft minutes produced within **30 days** of the AGM.
- To be presented to the next Board meeting following the AGM for noting.
- To continue to be included as standard in the following year's AGM invitation pack.

### 6.2 Shareholder Comments

Shareholders may submit factual corrections either in person at the AGM or on the AGM Proxy Form enclosed in the AGM Invitation Pack and returned to the Association by the date specified in the Pack for approval by Members at the AGM.

### 6.3 Formal Approval

Formal approval remains at the **next AGM**, consistent with current practice.

### 6.4 Record Keeping

Final minutes will be stored with the Association's governance records. Shareholders may request copies under general transparency principles (not mandated by Rules).

## 7.0 Legal Framework/References

Charitable & Community Benefit Societies Act 2014.  
WHA Model Rules 2015  
NHF Code of Governance 2020

## 8.0 Linked Documents

WHA Governance Policy  
WHA Shareholding Membership Policy & Procedure

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### To be completed by Corporate Services Officer

#### Document Control

<b>Business Owner (name &amp; job title)</b>	Debbie Fox, Company Secretary
<b>Policy Author (name &amp; job title)</b>	Heather Wilson, Corporate Services/HR Officer
<b>Date Reviewed</b>	11 <sup>th</sup> March 2026
<b>Reviewed/Approved By</b>	Board – 11 <sup>th</sup> March 2026
<b>Next Review Due</b>	February 2027
<b>Effective Date</b>	11 <sup>th</sup> March 2026

#### Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
11 <sup>th</sup> March 2026	1.0	HW	New AGM Minute Circulation Policy & Procedure