



WILLIAMSBURGH
HOUSING ASSOCIATION LTD

Williamsburgh Housing Association

Committee Member's Governance Handbook

Our Vision:

To be a leading and innovative provider of quality homes and housing services

Our Mission:

To provide and develop high quality affordable homes, and to maintain our commitment to continuous improvement in our service delivery and in the regeneration of our communities

Content

Part 1 – Introduction

Part 2 - History, Partners and Stakeholders

Part 3 – Aims, Objectives and Values

Part 4 – Scottish Housing Regulator

Part 5 - Williamsburgh HA's Committee Governance

Part 6 – Role of Committee Member

Part 7 - Committee Member's Induction

Part 8 – Annual Declaration of Interest

Part 9 – Committee Member's Code of Conduct

Part 10 – Whistleblowing Policy

Part 11 – Committee Structure and Delegation

Part 12 - Committee Recruitment, Retention and Succession Planning

Part 13 – Committee Member's Annual Appraisal Procedure

Part 14 - Governing Committee Remit, Office Bearers and Key Policies

Part 15 – Senior Staff's Terms of Reference

Part 16 – Glossary

PART 1 - INTRODUCTION

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

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

The handbook provides information on the background and purpose of Williamsburgh HA, the induction process for new members, our training and review programme, the Committee member's code of conduct, roles and responsibilities and regulatory requirements.

PART 2 - HISTORY, PARTNERS, STAKEHOLDERS

History of the Association

Williamsburgh Housing Association is registered under the Co-operative and Community Benefit Societies Act 2014, is a Scottish Registered Charity (SC035350) and registered with the Financial Conduct Authority (FCA) (1991RS) and a Registered Social Landlord (RSL) with the Scottish Housing Regulator (HAL207) in accordance with the Housing (Scotland) Act 2001. Our services are provided for the benefit of our tenants and other customers.

Williamsburgh was founded in 1979 to regenerate the sub-standard tenement housing that existed in the east end of Paisley at that time. This was achieved through a programme of comprehensive tenemental improvement (CTI) work and was so successful that it was then expanded to improve other areas of Paisley.

In addition to our CTI work, Williamsburgh has also delivered a number of new build development projects which grew our stock numbers to their current level of 1,639. We also extended our areas of operation out-with Paisley, to include communities in Johnstone, Renfrew and more recently, Kilbarchan.

All of the 1,639 rented properties are unencumbered, meaning that there is the ability to raise private finance on these properties in the future to either add to or improve our properties. We currently have 1,305 tenemental and 3334 new build properties.

Mainly as a result of the CTI programme, we provide factoring services to another 569 properties within our tenements to ensure they are kept to a high standard of repair and to protect the historic public investment in the properties through both social housing and owner's improvement grants

Factoring services are currently carried out through our subsidiary company Williamsburgh Property Services Ltd (SC290681).

We have a strong history of driving regeneration forward within our communities and plan to invest further in this area as the social and economic benefits to be gained will enhance and assist the provision of our housing and maintenance services.

Williamsburgh Housing Association is governed by the Management Committee, made-up of local residents and professional people and representation from Renfrewshire Council.

Committee Members are elected at the Annual General Meeting, normally held in September each year. More information is available on the Association's website at www.williamsburghha.co.uk

Williamsburgh Property Services also has a separate, largely independent governing Committee and all work is overseen by the parent, Williamsburgh Housing Association.

General contact details are:

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Cyril Street
Paisley PA1 1RW

Main Telephone 0141 887 8613

admin@williamsburghha.co.uk

Senior Staff members at date of publication are:

| | |
|----------------|--------------------------------------|
| Jonathan Grant | Chief Executive Officer |
| Lesley Ferrie | Head of Housing |
| Lisa Reynolds | Head of Property Services |
| Graham Scott | Development Manager |
| Lynne Ramsay | Head of Finance & Corporate Services |

Williamsburgh Housing Association Committee members at date of publication are:

| | |
|-------------------|-------------------------------------|
| John Scott | Chairperson |
| Mags MacLaren | Renfrewshire Council representative |
| Thomas Thomson | |
| Margaret Symons | |
| John Kerr | |
| Alison Ballantine | |
| Elaine McDermott | |
| David Eadie | Vice Chair |
| Catherine Henry | |

Williamsburgh Property Services board members at date of publication are:

Elizabeth Scott
Alan Lilley

Key Partners

FLAIR

Federation of Local Housing Associations in Renfrewshire and East Renfrewshire

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

I-FLAIR

As above but including two partners from Inverclyde

- Cloch HA – based in Greenock
- Oak Tree HA – based in Greenock

Renfrewshire Council

Strategic partner responsible for working in partnership on a wide range of matters but for housing specifically this includes the local housing strategy (LHS), Housing Needs and Demand Assessment (HNDA), the strategic housing investment plan (SHIP), Local Development Plan.

Key Stakeholders

Our customers

Are our tenants and residents together with our factored owners.

Scottish Housing Regulator

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

SFHA

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

GWSF

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

Chartered institute of Housing (CIH)

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

Employers in Voluntary Housing (EVH)

The Association's employer's body, EVH provides support to the Governing Committees in the specific role as "employer". Services are tailored to the individual needs of members, whatever the size or location. These services personnel issues, training and recruitment and also health and safety.

SHARE

SHARE is a long standing housing association training agency. While we are not members, we can access this resource for staff and Committee member training.

PART 3 AIMS, OBJECTIVES & VALUES

Key Organisational aims are summarised as follows:

At our Strategic Business Away Days, the Management Committee and staff team reviewed our **Strategic Objectives** and formulated Six key Strategic Objectives for Williamsburgh Housing Association.

- Deliver our Development and Planned Maintenance programmes
- Implement a new corporate image
- Implement a new corporate governance structure
- Implement and deliver a new community regeneration framework
- Review and overhaul of all policies
- Digitalisation of our services

Our organisational core values

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

Excellence

We will publicise information on how we are performing, welcoming challenge and feedback to continuously improve the effectiveness and relevance of the service we provide.

Accountability

Our Committee, in partnership with our senior management team will provide strong strategic leadership and oversight, ensuring tenant and other service user interests are protected and at the forefront of all that we do.

Integrity

We are fair, honest, just and transparent, and our behaviour is consistent with our values.

Equity

We see housing as a basic human right and will strive to ensure everyone has access to affordable housing.

Resilience

We will maintain our core purpose and integrity in the face of dramatically changing circumstances.

Committee members will be provided with a full copy of our Business Plan and supporting appendices each year.

Our Vision statement

To be a leading and innovative provider of quality homes and housing services

PART 4 SCOTTISH HOUSING REGULATOR

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

Regulatory Engagement

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

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

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

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

Our latest Landlord report and Engagement Plan can be found on their website here <https://www.housingregulator.gov.scot/landlord-performance/landlords/williamsburgh-housing-association-ltd>

Annual Returns

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

- Annual Assurance Statement, by October
- Annual Return on the Charter, by May
- Annual Return for the Energy Efficient Standard for Social Housing, by May
- Our annual financial statements and auditor's report, by September
- Our 5-year cash-flows, by June
- Our loan-portfolio return by June

Annual Assurance Statement

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

- New requirement to produce an Annual Assurance Statement
- New Regulatory Standards of governance and financial management
- Updated guidance on group structures
- New Notifiable Events guidance
- New Guidance for financial accounting, determination of accounting, financial viability and the reporting of information of material significance
- Updated advisory guidance on the Social Housing Charter
- Guidance on tenant consultations, regulatory reviews and appeals

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

Full guidance can be obtained by asking staff or downloading the documents at www.scottishhousingregulator.gov.uk

Regulatory Standards of Governance and Financial Management

Regulatory Standards

1. The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
2. The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
3. The RSL manages its resources to ensure its financial well-being and economic effectiveness.
4. The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
5. The RSL conducts its affairs with honesty and integrity.
6. The governing body and senior officers have the skills and knowledge they need to be effective
7. The RSL ensures that any organisational changes or disposals it makes safeguard the interest of, and benefit, current and future tenants.

Notifiable Events

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

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

Examples of notifiable events include:

Governance and organisational issues:

- Any material change to assurance statements
- membership calls a Special General Meeting
- removal of Governing Body members; resignations for non-personal reasons; membership falls below 7;
- serious complaints, allegations, investigation, or disciplinary action about a Committee members;
- breach of Code of Conduct by governing Committee members
- resignation or dismissal of the senior officer;
- severance payments to and/or settlement agreement with a staff member
- serious complaints/allegations/disciplinary about senior officer;
- the senior office is absent (or partially absent) for an extended period of time
- major change or restructuring within the RSL or Group
- potentially serious breaches of statutory or common law duties including equalities and human rights
- any legal proceedings taken against the RSL which may have significant consequences for the RSL in the event of success
- receipt of intimation that a claim has been submitted to an employment tribunal
- serious failures in governance within subsidiary;
- disputes with other alliance/consortium/partnerships
- breaches of charitable obligations or no longer meeting the charity test
- whistleblowing

Performance and service delivery issues:

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

Financial and funding issues:

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

Complaints and Significant Performance Failures

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

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

PART 5 WILLIAMSBURGH HOUSING ASSOCIATION'S – COMMITTEE GOVERNANCE

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

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

Key to our delivery of our business strategy objectives is strong governance and financial management. To achieve this, we have identified key principles that will guide and shape how we will achieve strong and effective governance.

1. Provide leadership and strategic direction

Supporting principles:

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

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

2. Achieve high performance

Supporting principles:

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

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

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

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

e) Chairperson: Members should make proper arrangements for the support and appraisal of the Chairperson.

3. Exercise control

Supporting principles:

- a) Compliance: Members must ensure the organisation complies with its rules, relevant legislation, financial covenants and regulatory requirements.
- b) Internal control: Members should maintain and regularly review internal controls, performance reporting and policies.
- c) Prudence: Members must act prudently to protect the assets and property of the organisation.
- d) Manage risk: Members must regularly review risks and take action to mitigate risks identified.
- e) Equality and diversity: Members must ensure they uphold and apply the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

4. Review and renewal

Supporting principles:

- a) Performance appraisal: Members should regularly review and assess their own individual and collective performance.
- b) Renewal and recruitment: Members should have a renewal strategy with recruitment open and focused on creating effective and diverse Management Committee members.
- c) Review: Members should periodically carry out strategic reviews of all aspects of the organisations work.

5. Integrity and honesty

Supporting principles:

- a) Conflict of interest: Members should identify and promptly declare any actual or potential conflicts of interests.
- b) No personal benefit: Members must not benefit from their position, beyond what is allowed by the law
- c) Ethical standards: Members act according to high ethical standards, maintain independence of decision making and professional relationships with senior staff
- d) Probity: Members should ensure clear guidelines for receipts of gifts or hospitality.

6. Open and accountable

Supporting principles:

- a) Communication and consultation: Members should ensure regular and effective communication with key stakeholders.
- b) Openness and accountability: Members should ensure openness and accountability about its work and governance of the organisation

PART 6 ROLE OF COMMITTEE MEMBER

Purpose

1. Provide strategic direction to ensure good outcomes for tenants and service users.
2. Scrutinise and monitor performance and manage risk.
3. Act in accordance with the rules, organisational values, strategic objectives, legislation and regulatory duties.

Major Tasks

1. Set the strategy for the future by approving the Association's strategic plan, action-plans and key performance indicators.
2. Maintain the financial viability of the Association by approving the financial forecasts.
3. Approve and monitor procedures and controls relating to the setting of the annual budget, on-going management of the budget and borrowing arrangements.
4. Ensure major risks are regularly reviewed and understood and appropriate controls are in place to minimise any adverse effect on performance.
5. Monitor the quality of services and levels of tenant satisfaction.
6. Approve all strategies and policies and business development projects.
7. Set and monitor service standards that are critical to the success of the strategic plan and viability of the business.
8. Ensure the best use of resources and the provision of value for money services.
9. Act as an employer for staff in the context of pay, conditions of services and pensions.
10. Work collaboratively with senior management to ensure the success of the business including providing support, constructively challenging staff and holding staff to account.
11. Prepare for meetings by reading the agenda and papers in advance.
12. Attend meetings and contribute positively and constructively to discussion.
13. Make decisions that are in the best interests of the Association.
14. Attend training as recommended by senior staff.
15. Ensure the Association promotes equality and diversity across all aspects of the business.
16. Act with professionalism, integrity and honesty while observing confidentiality requirements.

Skills/Experience

1. Good knowledge and understanding of challenges and priorities of Williamsburgh HA, and the wider communities within which we operate.
2. Commitment to the Association's purpose, values and strategic objectives.
3. Good listening and communication skills.
4. Ability to develop and maintain constructive working relations with Committee Members, staff and other partner organisations.
5. Awareness and commitment to equality and diversity.
6. Enthusiastic and committed.
7. Ability to commit time and effort to attend monthly meetings and other ad hoc meetings.

Restrictions on Committee Members

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

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

Committee Membership will cease under Rule 44, if:

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

There are additional requirements for WHA Committee members as Charitable Trustees.

PART 7 COMMITTEE MEMBER'S INDUCTION

Prospective members will meet with the Chief Executive and/or Chairperson initially to ascertain their interest and skills/experience to allow a recommendation to the Committee

Initially, this would allow prospective members to observe full Committee meetings before final approval to join the Committee unless nominated for election at the AGM.

The induction programme will include two separate information sessions, a familiarisation (online or physical) tour of Williamsburgh HA stock and a six month review session.

All Committee Members must be shareholding members of the Association before joining. Allocation of a Committee 'buddy' will also be discussed and Committee members will also receive an annual appraisal to assess skills, experience and development needs. Appraisals are conducted by the Chairperson.

Session 1:

This session will include an overview of Williamsburgh Housing Association's history, the structure of the organisation, the strategic plan and financial forecasts, governance principles and the role of Committee Members.

Prospective Committee members will discuss arrangements for training and possible induction via FLAIR Academy; becoming initially 'observers' and where full membership to the Committee progresses, arrangements for obtaining electronic paperwork via iPads.

Sessions 2:

This session will focus on the external environment and cover national and local housing and regeneration policy, regulatory framework, funding and key partners and the role of our subsidiary company, Williamsburgh Property Services. Separate sessions will be arranged for Committee members to spend some time with each departmental head; to provide an overview of key department priorities and services.

On-going support:

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

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

Key Principles of Governance:

Committee members and staff are committed to achieving the highest standard of governance. The following key and supporting principles will guide and shape how you, as a committee member, will achieve strong and effective governance.

1. Provide leadership and strategic direction

Supporting principles:

- a) Role of Committee: Members understand their role and responsibility for directing the business by ensuring it is solvent, well-run and delivers the strategic objectives and organisational purpose.
- b) Strategic direction: Members focus on strategic direction and avoid becoming involved in day-to-day operational matters.

2. Achieve high performance

Supporting principles:

- a) Duties and responsibilities: Members understand their duties and responsibilities.
- b) Information and advice: Members should ensure they receive the advice and information to make informed and effective decisions.
- c) Skills and experience: Members should have the skills, experience and knowledge to run the organisation effectively.
- d) Development and support: Members should ensure that they receive the necessary induction, training and support needed to effectively discharge their duties.
- e) Director: Members should make proper arrangements for the supervision, support and appraisal of the Director

3. Exercise control

Supporting principles:

- a) Compliance: Members must ensure the organisation complies with its rules, relevant legislation, financial covenants and regulatory requirements.
- b) Internal control: Members should maintain and regularly review internal controls, performance reporting and policies.
- c) Prudence: Members must act prudently to protect the assets and property of the organisation.
- d) Manage risk: Members must regularly review risks and take action to mitigate risks identified.
- e) Equality and diversity: Members must ensure they uphold and apply the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

4. Review and renewal

Supporting principles:

- a) Performance appraisal: Members should regularly review and assess their own individual and collective performance.
- b) Renewal and recruitment: Members should have a renewal strategy with recruitment open and focused on creating an effective and diverse Committee.
- c) Review: Members should periodically carry out strategic reviews of all aspects of the organisations work.

5. Integrity and honesty

Supporting principles:

- a) Conflict of interest: Members should identify and promptly declare any actual or potential conflicts of interests.
- b) No personal benefit: Members must not benefit from their position beyond what is allowed by the law
- c) Ethical standards: Members act according to high ethical standards, maintain independence of decision making and professional relationships with senior staff
- d) Probity: Members should ensure clear guidelines for receipts of gifts or hospitality.

6. Open and accountable

Supporting principles:

- a) Communication and consultation: Members should ensure regular and effective communication with key stakeholders.
- b) Openness and accountability: Members should ensure openness and accountability about its work and governance of the organisation.

PART 8 ANNUAL DECLARATION OF INTEREST FORMS

For Williamsburgh Housing Association to ensure openness, transparency and accountability, all Committee members and staff are required to abide by our approved Code of Conduct.

This sets out our expectations of behaviour and standards and to ensure this Code is adhered to, staff and Committee members are required to complete a declaration of interest form.

This should be completed at least annually but any changes that affect this during the year must also be updated. Declarations of interest are a standing agenda item at Committee meetings.

All declarations are managed in accordance with the Code of Conduct, updated into our Register, and where necessary specific instructions are provided to staff to ensure the declarations are managed effectively.

Where there are however, significant personal interests or perceived issues, the Chief Executive and Chairperson will agree what actions should follow. In extreme cases, this could mean Committee members resigning from their positions and staff members giving due consideration to how a conflict can be resolved.

PART 9 COMMITTEE MEMBER'S CODE OF CONDUCT

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

It outlines the key principles to be followed by Committee members and staff to uphold the highest standards of governance and ethical behaviour in our actions and in delivering our activities.

Each Committee member and staff member has a personal responsibility to uphold these standards.

The seven standards demonstrate honesty, integrity and probity. All Committee members and staff members are required to make themselves familiar with the Code and sign acceptance of the Code annually.

PART 10 WHISTLEBLOWING POLICY

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

As employees are often the first to realise that there may be something seriously wrong, the Association expects those who have serious concerns about any aspect of the Association's work to come forward and speak up without fear of reprisal.

Thus, the Association recognises that it is an important aspect of accountability and transparency to provide a mechanism to ensure that no employee, governing Committee member or stakeholder of the Association or its subsidiary feel at a disadvantage in raising legitimate concerns.

PART 11 COMMITTEE STRUCTURE and DELEGATION

THE GOVERNING COMMITTEE, SUB-GROUPS and WORKING GROUPS

Williamsburgh Housing Association is registered under the Co-operative and Community Benefit Societies Act 2014, is a Scottish Registered Charity (SC035350) and registered with the Financial Conduct Authority (FCA) (1991RS) and a Registered Social Landlord (RSL) with the Scottish Housing Regulator (HAL207) in accordance with the Housing (Scotland) Act 2001.

The Committee comprises of no less than 7 and no more than 12, (including co-optee) places, normally made up of Association tenants, local residents, owner occupiers and specific business professionals. Day to day management is the responsibility of the staff of Williamsburgh Housing Association, headed by the Chief Executive and the Senior Management Team.

The Committee's central role, as defined by the remit and standing orders is to direct the organisation's work – that is to determine strategic direction, overall expenditure and policy. In addition, a number of sub-committees operate to allow operational business to be delegated and taken forward.

These sub-committees are defined below. What is important is that the Management Committee and senior staff work together constructively, professionally and effectively as a team – this is a requirement of Regulatory Standards.

Development Sub committee

The Development Sub Committee will monitor, review and oversee all aspects of the Association's development programme.

Finance & Audit Sub committee

The Finance & Audit Sub Committee will monitor, review and oversee all aspects of the Association's annual internal audit programme, financial planning, reporting and forecasting including all annual financial returns.

Maintenance Sub Committee

The Maintenance Sub committee will monitor, review and oversee all maintenance services to ensure that they are delivered to the agreed standards, managed against the approved budgets and that all legal and regulatory requirements are met.

Housing Management Sub Committee

The Housing Management Subcommittee will monitor, review and oversee provision of all housing services to tenants and to ensure that they are delivered to the agreed standards, managed against the approved budgets and that all legal and regulatory requirements are met.

The purpose of the Sub-Committees is to oversee delegated responsibility for more detailed work while reporting ultimately recommendations to the full governing Committee for final approval.

Williamsburgh Property Services Ltd

WPS Ltd oversees all aspects of the provision of factoring services to our owners

Part 12 COMMITTEE RECRUITMENT, RETENTION AND SUCCESSION

It is important that the Williamsburgh Housing Association regularly reviews the recruitment, retention and development of all Committee members.

Skills and experience are reviewed annually and plans set in place for the onward development of Committee members to reach their potential. Where this includes taking on Office Bearer positions, and conveners for sub-committees, all Committee members will be invited annually to take part in the succession of these key posts.

Recruitment of new members is vitally important and each year a Committee profile will provide details of under representation for highlighting to members at the AGM.

We will use the recently established FLAIR Academy to recruit and retain new Committee members – this Academy includes detailed matching and induction of interested individuals across the housing sector and locally to join one of our 6 Associations. 8 workshops are provided to provide an overview of key areas of Committee responsibility.

FUTURE STRATEGIC DIRECTION – options appraisal

During 2019, the Committee worked with an external consultant to consider future succession planning of our Chief Executive post alongside the requirements to consider options for our future direction.

The Committee looked at a range of options and the Committee agreed that there were no significant drivers for us to consider any partnerships unless WHA remained the parent company and that the organisation should retain its independent status.

SUCCESSION PLANNING FOR MANAGEMENT COMMITTEE MEMBERS

The Association has a succession planning policy in place.

PART 13 COMMITTEE MEMBER'S ANNUAL APPRAISAL PROCEDURE

Introduction

In advance of the appraisal, Committee Members should review the Committee Member's role profile and remit for Chairperson and Vice Chair.

Each Committee Member should be prepared to discuss their own contribution as well as how the Governing Committee has functioned and performed over the past 12 months.

Prior to the review meeting being arranged, Committee members will be required to complete a self-assessment questionnaire and this should be forwarded to the Chief Executive prior to the review meeting.

Committee members are also required to complete an Equal Opportunities Monitoring Form, Declaration of Interest and sign an Updated Code of Conduct.

Purpose of Appraisals

Committee Member appraisals provide an opportunity to:

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

Themes for the coming year

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

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

Structure of Individual Meetings

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

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

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

Notes will be taken to identify each member's training requirements. When all the individual meetings have taken place, the outcomes will be pulled together in order that all the key issues can be identified and a training plan developed.

PART 14 MANAGEMENT COMMITTEE'S REMIT, OFFICE BEARERS AND KEY POLICIES

The full Management Committee has the collective responsibility for ensuring the success of Williamsburgh Housing Association and its compliance with all legal and regulatory obligations.

In practice, this means that the Management Committee will set the strategic direction for the business, scrutinise and monitor performance, and manage and mitigate risk.

This includes overseeing (at arms-length) the work of the subsidiary, Williamsburgh Property Services Ltd.

Williamsburgh Housing Association has a detailed approved remit for the conduct of Committee meetings. The following provides a summary of the duties of individual members in taking part.

Summary Role and Duties of the Management Committee:

Governance

1. Approve and review the governance structure
2. Establish a framework of delegation to Committee members and staff
3. When applicable, approve appointment (and if necessary removal) of governing Committee Members
4. Review Governing Committee performance, individual Committee Member performance and arrangements for succession planning
5. To consider any matter referred to it by a General Meeting
6. Establish a framework for internal control and risk management
7. Appoint, and if required, remove Chief Executive and other senior management, and approve remuneration for the Chief Executive
8. Account for its activities to shareholders at an AGM and call general meetings as required in accordance with the Rules.

Statutory Duties

1. Approve the annual performance report and year-end financial statements prior to publication
2. Approve regulatory returns prior to submission
3. Ensure affairs are conducted lawfully and in accordance with accepted standards of performance and propriety
4. Ensure that legal and regulatory obligations are met as a landlord, employer and steward of public funds

Strategy

1. To determine Williamsburgh HA's purpose, strategic objectives and values
2. Approve the strategic plan including the long term financial forecasts
3. Approve an organisational approach to performance management and reporting
4. Approve expansion of the business into new activities

Operational

1. Approve annual operating and capital budgets
2. Approve any significant changes to accounting policies or practices
3. Monitor and review performance in relation to approved plans and budgets
4. Make decisions on all matters that might create significant financial or other risk to the business
5. Ensure Williamsburgh HA maintains effective relationships with government, local authorities, regulatory bodies, other statutory bodies and partner organisations

OFFICE BEARERS/terms of office

Chairperson: To be appointed

Vice Chair: To be appointed

Convenors of Sub Committees – suspended at present

GOVERNANCE/KEY POLICIES (Reference documents made available)

Chairperson's Role Description

Vice Chair's Role Description

Secretary's Role Description

Committee Member's Role

Chief Executive Job Description

Committee Member's Code of Conduct

"Working together" Code of Conduct

Letter of Appointment

Committee Member details

Declaration of Interests Form

Anti-Bribery Policy

Committee Member's Expenses Policy

Committee Membership Policy

Disclosure of Interests Policy

Entitlements, Payments & Benefits

Gifts & Hospitality Policy

Fraud Policy

Whistleblowing Policy

Rules

Standing Orders

Remit of Management & Sub Committees

Scheme of Delegation

Other Key documents:

Business Plan

5 Year Financial plans

SHR ARC Return

Annual Budget

Annual Report on Charter

30- year Financial Plan

SHR's annual Landlord Report,

SHR's annual Engagement Plan

Freedom of Information – this came into force from 11th November 2019 for all Registered Social Landlords like Williamsburgh Housing Association and our subsidiary, however, the provision of services for factoring of owner occupied properties is not covered by the FOI legislation.

We have made a lot of information already public on our website

PART 15 SENIOR MANAGEMENT TEAM – TERMS OF REFERENCE

INTRODUCTION

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

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

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

MEMBERSHIP

The SMT consists of:

- Chief Executive, Jonathan Grant
- Head of Finance & Corporate Services, Lynne Ramsay
- Head of Housing, Lesley Ferrie
- Head of Property Services , Lisa Reynolds
- Development Manager, Graham Scott

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

PRINCIPLES OF WORKING

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

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

MEETINGS

The SMT will normally meet once a week. SMT meetings will normally take place on a Tuesday morning.

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

Specifically members will:

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

PART 16 Glossary

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

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

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

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

AOCB Any other competent business: allows Committee Members to inform other members of developments, events not included in the agenda.

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

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

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

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

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

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

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

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

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

Current Assets Cash, investments and debtors.

Debtors Money owed to us but not yet paid.

Depreciation - is the reduction in value of any asset.

Existing Use - undertaken to assess amount of private finance that may be raised if required. Based on costs and income.

Fixed Assets - housing properties.

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

Gross Rental Income - total rent receivable.

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

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

HMRC - Her Majesty's Revenue and Customs. (AGM)
Cover
Valuations (EUV)

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

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

Liquidity - capital available for investment and spending.

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

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

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

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

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

Net Rent Receivable - total rent receivable less voids.

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

Operating Surplus - turnover less total operation costs.

Other Fixed Assets - Office, furniture and equipment.

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

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

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

Real Rent Increases - percentage increase over and above RPI.

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

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

Share Capital - members with a £1 share.

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

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

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

Turnover - total income excluding interest receipts.

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

Transfer to Major repairs Repair's Provision