

## **CODE OF GOVERNANCE FOR BOARD MEMBERS**

This Code is a guide for Board Members of Watling Gardens Tenant Management Organisation (WGTMO) to promote and to achieve best practice in Governance.

It encompasses core values common to Tenant Management Organisations (TMOs) in general and includes those that are unique to WGTMO. The Code is written to enable the elected Board to define their legal and other responsibilities in leading and managing the organisation and maintaining accountability to its membership, residents and external stakeholders and to issue guidelines for effective operation.

The Code of Governance is agreed and signed by all members of the Board

The Board recognises its obligations to all those with whom it has dealings including tenants, leaseholders, employees, contractors, Brent Council, external stakeholders and the wider community.

The Board supports and promotes the following core values:

1. **Self Help and Self-Responsibility:** The Board seeks to ensure that WGTMO is managed to encourage the maximum number of members of the community to identify with and to take pride in the Estate
2. **Democracy:** The Board is organised and operates in such a way as to ensure that WGTMO is open and accountable.
3. **Equality:** The Board is committed to combating discrimination on the grounds of race, ethnic or national origin, religion, age, disability or sexuality and is committed to the principles set out in its Equal Opportunities Policy.
4. **Honesty & Openness:** The Board seeks to promote a spirit of openness through full disclosure of operational and governance matters
5. **Social Responsibility and Caring for Others:** The Board seeks to ensure that the organisation is managed in such a way as to ensure that the mutual support of all members of the community is at the centre of its decision-making processes.

### **The Rules**

The Rules that set out the powers of the Board form part of the Constitution of the TMO. Copies of the Rules are available from the office and are sent to all members and prospective members.

### **The Board**

All Board Members share the responsibility for its decisions. Each member will act only in the interests of WGTMO and not on behalf themselves or any interest group. The essential functions of the Board include responsibilities to:

- Ensure compliance with the values and objectives of WGTMO.
- Ensure that policies that will enable WGTMO to achieve its objectives are drawn up, reviewed and agreed.
- Establish plans, which will enable WGTMO policies to be achieved.
- Establish a framework of delegation and systems of control.
- Monitor performance in relation to its plans, budgets, controls and decisions.
- Consider how WGTMO will carry out service reviews on a periodic basis, and how it will relate to the Council's review programs.
- Determine staffing arrangements to enable WGTMO to meet its objectives, appoint and supervise the most senior member of staff.
- Make decisions on all matters that might create significant financial or other risk to or which raise material issues of principle or policy.
- Report to its membership and to residents that WGTMO business is being conducted lawfully and according to accepted standards of performance and propriety.

### **Obligation of Board Members to:**

- Uphold the values and objectives of WGTMO
- Uphold WGTMO core policies (particularly those on equal opportunities).
- Contribute to and share responsibility for Board decisions.
- Prepare for and attend meetings, training sessions and other events that relate to the Board.
- Represent WGTMO on occasions.
- Declare any relevant interests.
- Respect confidentiality of information.
- Uphold this Code of Governance.

### **The Board Responsibility to ensure that:**

- All WGTMO members are aware of their right to stand for election to the Board.
- Training and support is available as necessary for new members of the Board.
- Effective arrangements are in place to maintain and enhance the skills and motivation of all members of the Board.

The Board will ensure that it has the ability to work as an effective team to take strategic decisions and an understanding of tenants and residents' issues and

concerns. It will ensure that it either has itself or has access to (either through co-options or through its staffing arrangements) various qualities and skills so that it can make effective decisions and monitor WGTMO performance.

WGTMO policies and standing orders state how urgent decisions will be taken. The Chair, or another delegated member of the Board, in conjunction with at least one other Board Member, will usually take urgent decisions.

For urgent decisions that fall outside the remit of existing WGTMO policies or which may prove to be contentious, the views of as many management committee members should be sought as possible. All urgent decisions taken should be reported to the next management committee meeting, and those consulted should be recorded in the minutes.

Decisions made at any Board meetings will, wherever possible, be based on documents circulated to Board Members in advance of meetings. Points for decision will be clearly identified in those documents. Decisions are to be recorded in the minutes of the relevant meeting, which will be publicly available for scrutiny.

The Board will set aside time annually for a full discussion about the effectiveness with which it is conducting its business.

### **Sub Committees**

The Board will periodically review the Sub-Committees.

Each Sub-Committee will have clear terms of reference and written responsibilities agreed by the Board and should report regularly to the Board.

Sub committees will comprise of members of the Board and up to two other persons as the Board sees fit. Paid staff and/or Council representatives may be in attendance at sub-committee meetings. There will be a minimum of three Board Members Committee members on any sub-committee.

Sub-Committee members will be prepared to sign a declaration of confidentiality, where it is necessary.

In the case of dispute, decisions made by the Board will override those of any sub-committee.

### **Responsibilities of the Chair**

The following duties are the responsibility of the Chair, but some of these duties may be delegated to other Board Members:

- Ensuring that all Board are given the opportunity to express their views before any important decision is taken
- Managing the efficient conduct of all meetings.
- Establishing a constructive working relationship and ensuring proper support exists, between the Board and the most senior member of staff.

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- Ensuring that the Board receives professional advice when it is needed, either from staff or external sources.
- Ensuring that the Board delegates sufficient authority to its sub-committees, Board Members, members of staff and others to enable business to be carried out effectively between meetings and also ensuring that the Management Committee monitors the use of delegated powers.
- Ensuring that the TMO complies with the recommendations of this Code,
- Representing the TMO on occasion
- Taking decisions that are delegated to the Chair.
- To ensure proper arrangements are made to apprise the most senior member of staff.
- Ensuring through training or co-options that the Board has the skills, knowledge and experience to carry out its duties.

### **Employment of Staff**

Clear working arrangements between members of staff and the Board are a key element of governance. Responsibility for strategic decision-making cannot be devolved to members of staff. WGTMO, through its Board, remains accountable for all decisions, to its members and to statutory external bodies.

The Board will ensure that it receives information necessary to perform its duties, and in particular, that it receives advice and support on matters relating to compliance with its rules, the law, the need to remain solvent and on establishing and maintaining proper systems of control. This support could be through employment of staff, or through some other method, but the Board should satisfy itself that it has access to appropriate levels of support where necessary.

All directly employed members of staff will have a written contract of employment and an Employee handbook that is updated periodically to incorporate changes in law.

The Board should ensure that there is a Staff Liaison Officer (who will normally be the Chair unless the Board decide otherwise) to appraise and make recommendations about the remuneration and terms and conditions of employment of staff. In certain circumstances (recruitment, disciplinary and grievance procedures) the Board may set up a staff subcommittee, which will include the Chair at least two other members of the Board. It will not include paid staff, although the most senior member of staff may provide advice. The proceedings of the staffing subcommittee or considerations of the staff liaison officer should be considered confidential, although methods used to determine remuneration levels should be clear and transparent.

### **Responsibilities of the Estate Manager**

The Estate Manager is accountable to the Board for all staffing matters, and will have responsibility for recruiting, and managing all other staff.

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The duties of the Estate Manager are to:

- Manage all dealings relating to operational affairs in accordance with the values, objectives and policies, and the specific decisions of the Board.
- Help the Board draft and review TMO policies and strategy.
- Draw the Board's attention to matters of importance that it should consider and decide upon.
- Ensure that the Board is given the information necessary to perform its duties and, in particular, that it receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent.
- Ensure that proper systems of control are established and maintained.
- Supervise the preparation of documents for consideration by the Board
- Assist the Board in the proper conduct of its business.
- Recruit, lead and manage staff and ensure that their performance is appraised.
- Represent the TMO if directed to do so by the Management Committee.

### **Openness**

WGTMO accepts an obligation to account its actions in an open manner, and commits to publish information about performance in addition to the prescribed reports on finances.

The TMO will publish an Annual Report of its activities and performance, which will be circulated to members, residents and the Council. This report will include details of:

- Performance in relation to areas of TMO's responsibilities.
- Performance in relation to areas of Council retained responsibilities, where appropriate.
- Any conclusions from best value reviews of services.
- Finance Report.
- Community activities and membership issues within the TMO (including information about how tenants and residents can become Board Members.
- Listings of current Board Members, and about how members can stand for election to the Board.
- Details of staffing.

The TMO will seek to comply with outside requests for information wherever practicable.

### **Accountability**

The Board is legally accountable for the business of WGTMO.

WGTMO is accountable to its membership through General Meetings. The Board seeks to ensure that its membership has an opportunity to express opinions and vote on key strategic issues, and abides by and implements day-to-day policies on the basis of decisions made at its General Meetings

WGTMO is accountable to tenants and leaseholders on matters listed in the Management Agreement with the Council.

WGTMO is accountable to the wider community and consideration will be given, especially in relation to any wider non-housing activities it pursues.

WGTMO has a contractual accountability to Brent Council through its Management Agreement, and will seek to maintain their relationship with the Council, where both parties seek to encourage and support one another.

Specifically the Board is accountable to residents through:

- Communications via a website, newsletters, notices and letters detailing the activities of the TMO.
- An Annual General Meeting and periodic General Meetings
- Monthly Board meetings which are also open to all members. The only exception to this being when the Board needs to hold a closed meeting to discuss confidential matters.
- Consultation exercises and meetings carried out on all schemes and proposals that take place on the estates.
- Satisfaction surveys that are carried out to ensure that resident's views are taken into account on key issues.

### **Membership**

Membership is open to all lawful residents of Watling Gardens aged over 18

The Board seeks to ensure that:

- All residents are encouraged to become involved in the running of WGTMO
- All tenants and residents receive information about membership
- No barriers exist to any resident becoming involved in the running of WGTMO, particularly in relation to Equal Opportunities issues.

### **Equality of Opportunity**

The TMO policy for is available at the Office. This policy promotes equal opportunities in all areas of work including:

- The provision of services.
- Membership with opportunities for involvement in the running of the TMO.
- Staff recruitment, training and conditions of service.
- The buying of goods and services and contracting procedures.

### **Audit Procedures**

WGTMO will ensure the following standards:

- its external auditors must be independent and effective;
- there is a proper procedure for the selection and periodic review of the appointment of external auditors;
- WGTMO will have effective internal controls;

- WGTMO will comply with any recommendations from external or internal auditors;

### **Conduct & Probity**

WGTMO has a Code of Conduct for Board Members aimed at upholding high standards of probity and ethics.

The Board, will from time to time review:

- The stated values of WGTMO and how they are implemented in practice
- The implementation of this Code of Governance, and its underlying principles
- The codes of conduct adopted by WGTMO for its Board
- The policies and procedures of WGTMO relating to hospitality, gifts and other matters of business ethics.

Board Members will ensure that their private and personal interests do not influence their decisions, and that they do not use positions of responsibility to obtain personal gain of any sort that does not apply equitably to all members.

Board Members will be meticulous about declaring conflicts of interest.

Board Members must ensure that their tenancy or lease is conducted in accordance with their agreements. In the event that a Board member is not in line with and or subject to legal action with regard to any breaches of tenancy or lease then that member must resign their position on the Board.

When the Board discusses an item which poses a conflict of interest for any member or other person present, that person must declare the interest.

If the conflict is clear and substantial the member must offer to withdraw and, if invited to remain, refrain from voting on the matter. Where such a conflict is likely to reoccur on a frequent basis, the management committee member must offer to resign.

Board Members will regard matters specifically concerning their individual circumstances as a clear and substantial conflict.

Board Members or paid staff who are members of other housing or not-for-profit organisations, or provide goods or services to other housing or not-for-profit organisations, must declare conflicts of interest arising in the normal way. However, such employment or membership does not automatically mean that the member cannot attend and vote at general meetings, or cannot become a member of the Board or sub-committee.

WGTMO has a policy on the receipt of hospitality and gifts by Board Members and staff to ensure that:

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- Personal gifts with a significant monetary value are not accepted;
- Hospitality is not accepted if it could be seen as a way of exerting an improper influence over WGTMO's decisions;
- Gifts and hospitality are formally recorded in a register, apart from inexpensive items, such as working meals or free calendars.

WGTMO has a policy on the offering of hospitality to ensure that:

- No gifts of a significant monetary value are given or offered;
- Hospitality is not offered if it could be seen as lavish, or as a way of exerting an improper influence over the decisions of another person or organisation;
- All hospitality offered is formally recorded in a register, apart from inexpensive items, such as working meals.

The Board will ensure that proper arrangements are made for the referral and determination of individual cases raising issues of ethics or probity.

I agree to abide to this Policy

Name \_\_\_\_\_

Position \_\_\_\_\_

Date \_\_\_\_\_