

# Board Members Code of Governance

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<b>Equality Impact Assessment</b>	No	N/A	

## Version Control

Date	Owner	Version	Reason for Change
March 25	Chief Executive	3.0	Cyclical Review

## Summary of Changes

Section	Change
1.3	Mapped across to updated Regulatory framework. Added Standard 7 and additional compliance responsibilities in this space in relation to how we will seek to comply. <u>Aligned language and terminology to Regulatory Standards.</u>
6.1	Updated paragraph relating to training
6.2	Updated paragraph relating to monitoring of policy compliance
All	Changed ARK to Ark throughout
All	Tidied up language, formatting
All	Updated Appendix numbers to reflect updated Standing Order
All	Amended 'his/her' to 'their' throughout
Appendix 2	Updated Governance Structure to reflect current practice

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## 1.0 Statement

### 1.1 Definition

Ark define Governance as:

***The leadership, direction and control of an organisation to ensure that it achieves its agreed aims and objectives, and in doing so serves the public's best interests.***

Within Ark Housing Association, the Board of Management ('the Board') has ultimate responsibility for ensuring good governance throughout the organisation.

However, 'good governance' is about more than the role of the Board. It is also about:

- How well the Board and the Senior Leadership Teams work together, and
- How we work with our supported people, tenants, members, staff and other stakeholders to ensure that we are well run, accountable, and are meeting the needs for which we have been established.

### 1.2 Purpose of this Code

The purpose of this Code is to set out the governance standards we aim to achieve, and to describe how we will achieve them, so that we will:

- Uphold and promote the purpose, values and aims of the organisation;
- Meet our responsibilities;
- Act in accordance with our legal obligations;
- Observe high ethical standards.

It is important that Board Members are clear about their duties and responsibilities as members of the governing body of a Registered Social Landlord, of a care and support organisation, of a Registered Society, and as a Trustee of a registered charity in Scotland.

This Code aims to help Board Members in discharging their responsibilities. We recognise however that this Code on its own is not enough, and we will also provide training, support, assistance and advice to Board Members as required to provide and develop the necessary skills and experience etc. We will seek to ensure that membership of our Board is a worthwhile experience.

This Code seeks to ensure the highest standards in Ark's governance arrangements by complying with the Regulatory Standards of Governance and Financial Management ('the Regulatory Standards') published by the Scottish Housing Regulator.

In addition, in all our Codes, policies and procedures etc. we will comply with current law

and with current guidance and ‘good practice’ issued by the Scottish Housing Regulator, the Care Inspectorate, the Scottish Social Services Council, the Office of the Scottish Charities Regulator, the Financial Conduct Authority (with whom we are registered as a Registered Society but not as a provider of financial services) and any other branch of The Scottish Government or any other public body which impacts on our services.

### 1.3 Legal & Regulatory Framework

This Code is based on the seven Regulatory Standards published by the Scottish Housing Regulator - ‘Our Regulatory Framework’. These state that:

1. The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
2. The Association 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 Association 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 Association 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 interests of, and benefit, current and future tenants.

Each of these standards is developed in greater detail in the following sections, which also describe how we will aim to comply with each standard.

#### **Standard 1 - The governing body leads and directs Ark to achieve good outcomes for its tenants and other service users**

The key ‘good governance’ elements under this Standard are that:

- 1.1 The governing body sets the RSL’s strategic direction. It agrees and oversees the organisation’s business plan to achieve its purpose and intended outcomes for its tenants and other service users.
- 1.2 Ark’s governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

- 1.3 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to these Standards and the constitutional requirements set out below.
- 1.4 All governing body members accept collective responsibility for their decisions.
- 1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.
- 1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.
- 1.7 Ark maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

We acknowledge that the most important functions of the Board of Management are to set Ark's vision, mission statement, values and strategic direction, ensure continued financial viability and monitor the Ark's overall performance against agreed objectives, targets or standards.

We will seek to comply with this Standard through:

- Setting, and regularly reviewing our mission and values statements and our current strategy;
- Implementing, and regularly reviewing our Rules, Codes of Conduct, and Standing Orders;
- Setting clear remits and Standing Orders for the Board and any Sub-Committees;
- Reviewing all Board remits at least once every three years;
- Producing a comprehensive annual Business Plan that aims to continue progress in achieving our current strategy;
- Ensuring that Board Members are fully involved in discussing and approving the Business Plan and associated budgets;
- Ensuring that the Executive and Senior Leadership Teams provide the required reports and information to enable Board Members to review progress against planned outcomes at least quarterly;
- Establishing a comprehensive Scheme of Delegation of decision-making authority from the Board of Management to Sub-Committees and to the Executive and Senior Leadership Teams, together with clear reporting arrangements to the Board;
- Reviewing the Scheme of Delegation at least annually;
- Ensuring that the Board focuses on determining overall strategy and policy, and on monitoring the performance of senior staff in managing the organisation;
- Regularly reviewing the effectiveness of our reporting systems so that the Board can exercise effective monitoring and oversight without receiving excessive amounts of information about operational issues;

- Empowering senior staff to manage the organisation effectively, within the framework of strategy, policies and controls established by the Board;
- Ensuring that all Board Members receive clear information, advice and ongoing training as required about their roles and responsibilities, and that new Board members receive appropriate induction and any other support required (for further details see the documents entitled 'Code of Conduct for Board Members' and 'Board of Management Member – Role Description');
- Providing Board Members with sufficient information and opportunities to gain first-hand experience of our activities so that they are able to form a clear view of how we operate;
- Ensuring, through this Code and associated material, that all Board Members are clear that they are collectively responsible for all decisions made by the Board of Management;
- Ensuring that all Board Members are clear about their legal responsibilities as Registered Social Landlord governing body members, and as charity Trustees;
- Ensuring that Board Members are clear that they must always act in a personal capacity and in the best interests of Ark, and not as representatives of any other organisation or interest group (for further details see the Code of Conduct for Board Members);
- Ensuring that any group structure established complies with current Scottish Government guidance;
- Where Board members are members of more than one Committee or Board under Ark's group structure (as approved by Board), ensuring that they are clear about their roles and responsibilities within the group, and of their overall obligation to act in the interests of Ark as a charity;
- Ensuring that the roles and responsibilities of the Chair and any other Office Bearers are clearly defined;
- Providing the Board of Management and Sub-Committees with independent objective professional advice in circumstances when it would be inappropriate for the Chief Executive or any other member of the Executive or Senior Leadership Teams to advise them;
- Ensuring that the Board reviews the effectiveness of current governance arrangements at least every three years and implements any changes required;
- Ensuring that all strategies, objectives and activities are consistent with our legal obligations as a housing association and charity.

**Standard 2 – Ark is open about and accountable for what it does. Ark 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.**

The key 'good governance' elements under this Standard are that:

- 2.1 Ark gives tenants, service users and other stakeholders information that meets their needs about the RSL, its services, its performance and its future plans.

- 2.2 The governing body recognises it is accountable to its tenants, and has a wider public accountability to the taxpayer as a recipient of public funds, and actively manages its accountabilities.
- 2.3 The governing body is open and transparent about what it does, publishes information about its activities and, wherever possible, agrees to requests for information about the work of the governing body and the RSL.
- 2.4 Ark actively seeks out the needs, priorities, views, concerns and aspirations of tenants, service users and stakeholders. The governing body listens to its tenants and service users and takes account of this information in its strategies, plans and decisions.
- 2.5 Ark is open, co-operative, and engages effectively with all its regulators and funders, notifying them of anything that may affect its ability to fulfil its obligations. It informs the Scottish Housing Regulator about any significant events such as a major issue, event or change as set out and required in the notifiable events guidance.

We will seek to comply with this Standard through:

- Regularly reviewing the effectiveness of our reporting systems so that the Board of Management can exercise effective monitoring and oversight without receiving excessive amounts of information about operational issues;
- Being as open as possible about the decisions we make, publicising these internally and externally as appropriate, while ensuring that we maintain confidentiality when required and in accordance with data protection principles;
- Involving tenants and service users in the formulation of our strategy and plans, through our tenant and service user participation strategies and service user consultation processes;
- Regularly seeking the views of service users and tenants on our performance;
- Ensuring that through consultation our staff have opportunities to contribute to the ongoing planning processes, and that our plans and current objectives are communicated clearly to them;
- Complying promptly with requests for information from regulatory authorities and our funders;
- Being open and co-operative with our regulators and funders, advising them promptly of any matters that may affect our ability to fulfil our obligations;
- Involving and consulting with our staff when making decisions that will affect them, and promoting a positive organisational and communication culture that encourages staff to contribute to such decisions where appropriate;
- Ensuring that the Board of Management and Executive and Leadership Teams are clear about what being accountable means, and to whom we are accountable in each area of our activities.

**Standard 3 - Ark manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.**

The key 'good governance' elements under this Standard are that:

- 3.1 Ark has effective financial and treasury management controls and procedures, to achieve the right balance between costs and outcomes, and control costs effectively. The RSL ensures security of assets, the proper use of public and private funds, and access to sufficient liquidity at all times.
- 3.2 The governing body fully understands the implications of the treasury management strategy it adopts, ensures this is in the best interests of the RSL and that it understands the associated risks.
- 3.3 Ark has a robust business planning and control framework and effective systems to monitor and accurately report delivery of its plans. Risks to the delivery of financial plans are identified and managed effectively. The RSL considers sufficiently the financial implications of risks to the delivery of plans.
- 3.4 The governing body ensures financial forecasts are based on appropriate and reasonable assumptions and information, including information about what tenants can afford to pay and feedback from consultation with tenants on rent increases.
- 3.5 Ark monitors, reports on and complies with any covenants it has agreed with funders. The governing body assesses the risks of these not being complied with and takes appropriate action to mitigate and manage them.
- 3.6 The governing body ensures that employee salaries, benefits and its pension offerings are at a level that is sufficient to ensure the appropriate quality of staff to run the organisation successfully, but which is affordable and not more than is necessary for this purpose.
- 3.7 The governing body ensures the RSL provides accurate and timely statutory and regulatory financial returns to the Scottish Housing Regulator. The governing body assures itself that it has evidence that the data is accurate before signing it off.

We will seek to comply with this Standard through:

- Producing a comprehensive annual Business Plan that aims to continue progress in achieving our current strategy;
- Ensuring that Board Members are fully involved in discussing and approving the Business Plan and associated budgets;
- Providing Board Members with clear recommendations, referring as appropriate to our strategic objectives, financial considerations, legal and other obligations, options available, key risks, information on the views of service users and tenants, and on any implications for the services we provide;
- Ensuring that the Executive and Senior Leadership Teams provide the required reports and information to enable Board Members to review progress against planned outcomes at least quarterly;

- Providing Board Members with clear, timely and objective reports circulated in advance of meetings, that enable Board Members to review performance, including financial performance, against current plans, objectives and targets;
- Implementing effective systems for identifying, managing and mitigating the effect of the risks that may prevent us from achieving our objectives, including a comprehensive Risk Management Strategy, effective internal controls and a programme of internal audit.

**Standard 4 - The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.**

The key 'good governance' elements under this Standard are that:

- 4.1 The governing body ensures it receives good quality information and advice from staff and, where necessary, expert independent advisers, that is timely and appropriate to its strategic role and decisions. The governing body is able to evidence any of its decisions.
- 4.2 The governing body ensures that the RSL provides tenants, residents and service users with easy and effective ways to provide feedback and raise concerns, and ensures that the RSL considers this and provides a quick and effective response.
- 4.3 The governing body challenges and holds the senior officer to account for their performance in achieving the RSL's purpose and objectives.
- 4.4 The governing body identifies risks that might prevent it from achieving the RSL's purpose and has effective strategies and systems for risk management and mitigation, internal control and audit.
- 4.5 Ark as the parent within the group structure fulfils its responsibilities as required in the group structures guidance to:
  - a) Control the activities of and manage risks arising from its subsidiaries;
  - b) Ensure appropriate use of funds within the group;
  - c) Manage and mitigate risk to the core business; and
  - d) Uphold strong standards of governance and protect the reputation of the group for investment and other purposes.
- 4.6 Ark has an internal audit function. The governing body ensures the effective oversight of the internal audit programme by an audit committee or otherwise. It has arrangements in place to monitor and review the quality and effectiveness of internal audit activity, to ensure that it meets its assurance needs in relation to regulatory requirements and the Standards of Governance and Financial Management.

4.7 The governing body has formal and transparent arrangements for maintaining an appropriate relationship with Ark's external auditor and its internal auditor.

We will seek to comply with this Standard through:

- Ensuring that all decisions are made in accordance with our Rules, Standing Orders, Board and Sub-Committee remits and our Scheme of Delegation;
- Providing Board Members with sufficient information and opportunities to gain first-hand experience of our activities so that they are able to form a clear view of how we operate;
- Providing Board Members with clear, timely and objective reports circulated in advance of meetings;
- Providing Board Members with clear recommendations, referring as appropriate to our strategic objectives, financial considerations, legal and other obligations, options available, key risks, information on the views of service users and tenants, and on any implications for the services we provide;
- Providing reports that enable Board Members to review performance against current plans, objectives and targets;
- Regularly reviewing the effectiveness of our reporting systems so that the Board can exercise effective monitoring and oversight without receiving excessive amounts of information about operational issues;
- Where appropriate, 'benchmarking' our performance against that of similar organisations;
- Implementing effective systems for identifying, managing and mitigating the effect of the risks that may prevent us from achieving our objectives, including a comprehensive Risk Management Strategy, effective internal controls and a programme of internal audit.

#### **Standard 5 - The RSL conducts its affairs with honesty and integrity.**

The key 'good governance' elements under this Standard are:

- 5.1 Ark conducts its affairs with honesty and integrity and, through the actions of the governing body and staff, upholds the good reputation of the RSL and the sector.
- 5.2 Ark upholds and promotes the standards of behaviour and conduct it expects of governing body members and staff through an appropriate code of conduct. It manages governing body members' performance, ensures compliance and has a robust system to deal with any breach of the code.
- 5.3 Ark pays due regard to the need to eliminate discrimination, harassment and victimisation, and advance equality of opportunity and human rights, and fosters good relations across the range of protected characteristics in all areas of its work, including its governance arrangements.

- 5.4 Governing body members and staff declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position.
- 5.5 The governing body is responsible for the management, support, remuneration and appraisal of the RSL's senior officer and obtains independent, professional advice on matters where it would be inappropriate for the senior officer to provide advice.
- 5.6 There are clear procedures for employees and governing body members to raise concerns or whistleblow if they believe there has been fraud, corruption or other wrongdoing within the RSL.
- 5.7 Severance payments are only made in accordance with a clear policy which is approved by the governing body, is consistently applied and is in accordance with contractual obligations. Such payments are monitored by the governing body to ensure the payment represents value for money. The RSL has considered alternatives to severance, including redeployment.
- 5.8 Where a severance payment is accompanied by a settlement agreement the RSL does not use this to limit public accountability or whistleblowing. The RSL has taken professional legal advice before entering into a settlement agreement.

We will seek to comply with this Standard through:

- Ensuring that Board Members uphold and promote Ark's values, which are:
  - Trust
  - Respect
  - Integrity
  - Understanding
  - Equality
- Ensuring that Board Members uphold and apply the principles of equality and diversity in all areas of our work and comply with the Equality, Diversity, Inclusion & Human Right Policy;
- Upholding and applying the relevant 'good governance' values contained in Performance Standards in all areas of our work;
- Ensuring that all Board Members are committed to upholding the standards of conduct described in our Code of Conduct for Board Members, and that they are clear about how breaches of that Code will be investigated and dealt with;
- Ensuring that all members of staff are committed to upholding the standards of conduct described in our Code of Conduct for Staff Members, and that they are clear about how breaches of the Code and/or related policies and procedures will be dealt with under our disciplinary procedures;
- Implementing a 'whistleblowing' policy that complies with current regulations and good practice, enabling both Board Members and staff to raise concerns about any of our activities.

- Ensuring that all Board Members and members of staff comply with the law, current guidance and our policies regarding the receipt of payments and benefits;
- Implementing clear arrangements for declaring, recording and managing conflicts of interest involving Board Members or members of staff.

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

The key 'good governance' elements under this Standard are that:

- 6.1 Ark has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. Ark formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.
- 6.2 The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the Ark's purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled.
- 6.3 Ark ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.
- 6.4 Ark encourages as diverse a membership as is compatible with its constitution and actively engages its membership in the process for filling vacancies on the governing body.
- 6.5 Ark ensures all new governing body members receive an effective induction programme to enable them to fully understand and exercise their governance responsibilities. Existing governing body members are given ongoing support and training to gain, or refresh, skills and expertise and sustain their continued effectiveness.
- 6.6 If Ark decides to pay any of its non-executive members, then it has a policy framework to demonstrate clearly how paying its members will enhance decision-making, strengthen accountability and ownership of decisions, improve overall the quality of good governance and financial management and deliver value for money.
- 6.7 The governing body is satisfied that the senior officer has the necessary skills and knowledge to do their job. The governing body sets the senior officer's objectives,

oversees performance, ensures annual performance appraisal, and requires continuous professional development.

We will seek to comply with this principle through:

- Agreeing the overall range of skills, knowledge and experience needed by the Board of Management to achieve high standards of governance;
- Annually assessing the skills etc. of current Board Members, identifying any gaps with regard to governance issues and agreeing a strategy to fill these through new appointments and/or training existing Board Members;
- Where necessary, co-opting individuals with specific skills etc. onto the Board of Management;
- Providing a comprehensive induction programme for new Board Members, tailored to individual needs, aiming to ensure as clear an understanding as possible of their governance responsibilities;
- As part of our organisational learning and development strategy, providing ongoing training opportunities for Board Members and the Senior Leadership and Executive Teams to maintain and develop their skills etc. in governance issues;
- Every year undertaking a review including:
  - How effectively the Board and individual Members are performing their governance roles and responsibilities;
  - The working relationships between Board and the Senior Leadership and Executive Teams, in particular in relation to standards of communication and reporting;
  - How effectively we are attracting and retaining the balance of Board Members required;
- Ensuring that any changes agreed following each performance review are implemented;
- Seeking to balance the need to retain experienced Board Members with the need to appoint new Members with relevant skills etc.;
- Having a strategy for attracting new Board Members with the necessary skills etc. to replace those who resign or retire, and for identifying and training potential future Office Bearers;
- Ensuring that the Senior Leadership and Executive Teams have the skills, experience and knowledge to fulfil their roles and responsibilities, and that they access training opportunities to develop their skills etc.

**Standard 7 - Ark ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.**

**Where an RSL is considering organisational or constitutional change, or acquisition or disposal of land or assets:**

The key 'good governance' elements under this Standard are that:

- 7.1 The governing body discusses and scrutinises any proposal for organisational change and ensures that the proposal will benefit current and future tenants.
- 7.2 Ark ensures that its governance structures are as simple as possible, clear and allow it to meet the Standards of Governance and Financial Management, Constitutional Requirements, and Group Structures guidance.
- 7.3 Ark ensures adequate consultation with, and support from, key stakeholders including tenants, members, funders (who may need to give specific approval) and local authorities as well as other regulators.
- 7.4 The governing body is satisfied that the new (or changed) organisation will be financially viable, efficient and will provide good outcomes for tenants.
- 7.5 Ark establishes robust monitoring systems to ensure that delivery of the objective of the change and of commitments made to tenants are achieved (for example in relation to service standards, operating costs and investment levels).
- 7.6 Ark seeks consent/notify OSCR of changes to their constitution and other changes as appropriate.
- 7.7 The governing body ensures that disposals, acquisitions and investments fit with the RSL's objectives and business plan, and that its strategy is sustainable. It considers these taking account of appropriate professional advice and value for money - whether as part of a broader strategy or on a case-by-case basis.
- 7.8 Ark complies with regulatory guidance on tenant consultation, ballots and authorisation.
- 7.9 Ark notifies the Regulator of disposals in accordance with regulatory guidance.
- 7.10 Ark only agrees fixed or floating charges where the assets are used to support core activities. This should exclude providing security in relation to staff pensions.

We will seek to comply with this principle through:

- Ark's governing body will rigorously review all proposals for organisational or constitutional change. This includes assessing the strategic rationale, tenant impact, and long-term benefits. Decisions are made transparently, with documented minutes evidencing scrutiny and alignment with tenant interests.

- Maintaining governance structures that are clear and streamlined and avoid unnecessary complexity. Structures will be aligned with regulatory guidance, including the Standards of Governance and Financial Management and will be regularly reviewed to ensure they remain fit for purpose and responsive to organisational needs.
- Meaningful consultation with Tenants and service users, through forums, surveys, and direct engagement.
- Before any change is approved, Ark's governing body will review financial modelling and risk assessments, ensuring the change will enhance efficiency, service quality, and tenant outcomes.
- Implementing robust monitoring frameworks to track delivery of change objectives, commitments made to tenants (e.g., service standards, investment levels), performance indicators are reported to the board and shared with stakeholders.
- As a charitable RSL, Ark will seek consent or notify OSCR of constitutional.
- Ensuring that all acquisitions, disposals, and investments align with its business plan and strategic objectives, decisions are informed by professional advice (legal, financial, valuation) and value for money is a core consideration in all transactions.
- Ark will fully comply with Regulatory guidance on tenant consultation and ballots, ensuring tenants are well-informed, supported, and able to participate meaningfully in decisions affecting them.

## 2.0 Scope

This Code applies to all Board Members and to their corporate conduct as members both of the Board and of any Sub-Committee(s) to which they may be appointed.

No new Board Member, whether elected or co-opted, may act as such until he or she has signed and delivered to the Chief Executive the form stating their acceptance of this Code (Appendix 1).

## 3.0 Roles & Responsibilities

There is a range of standard expectations which underpin all policies. Read more about standard [role and responsibilities](#) in addition, the following specific responsibilities apply to this policy.

The Chief Executive is responsible for ensuring that each Board member has stated their acceptance of this Code, prior to taking up their formal position.

## 4.0 Related Policies, Procedures & Documentation

G02 Board Members Code of Conduct

G04 Membership of the Association Policy

G06 Standing Orders Policy

G07 Board Members Training and Development Policy

G11 Entitlements, Payments & Benefits Policy

G11a Entitlements, Payments & Benefits Procedure

G13 Openness and Confidentiality Policy

G15 Computer System, Security, Email and Internet Policy

G34 Equality Policy

G42 Board Members Training Procedure

G43 Board members Expenses

HS01 Health and Safety Policy

Ark's [Rules](#).

[Ark's Vision, Mission & Values](#)

## 5.0 Board Members Code of Governance

This Code is supported by the following documents:

- Code of Conduct for Board of Management Members
- Chair - Role and Responsibilities (Appendix 3)
- Depute Chair - Role and Responsibilities (Appendix 4)
- Secretary - Role and Responsibilities (Appendix 5)
- Sub-Committee Chair - Role and Responsibilities (Appendix 6)
- Board of Management Member - Role Description (Appendix 7)
- Code of Conduct for members of staff

## 6.0 Training & Monitoring Requirements

### 6.1 Training

As part of Ark's commitment to strong governance, all newly appointed Board members will be required to formally sign off the organisation's Code of Governance during their induction process. This ensures alignment with Ark's values, regulatory standards, and governance expectations from the outset. In addition, tailored training and development will be provided to support Board members in understanding their roles and responsibilities, enabling them to contribute effectively to strategic decision-making and oversight.

### 6.2 Monitoring

Ark will monitor adherence to its governance policies, including the signing of the Code of Governance, through regular Board performance reviews and individual appraisals. These will be led by the Chair and will include reflection on each member's understanding and application of governance principles. The appraisal process will identify any training needs and ensure that Board members continue to uphold the standards expected of their role, contributing effectively to the organisation's strategic leadership and accountability.

## Appendix 1 – Board Member Declaration

### ARK HOUSING ASSOCIATION LIMITED

#### CODE OF GOVERNANCE FOR BOARD OF MANAGEMENT MEMBERS

#### BOARD MEMBER DECLARATION

As a Board member of Ark Housing Association Ltd. I acknowledge and accept the Association's Code of Governance.

I will seek to uphold and apply the principles described in this Code, both when participating in meetings of the Board of Management or of any Sub-Committee I may be appointed to, and in any other activity I am involved in as a Board Member on behalf of the Association.

I will support the decisions and action required to achieve the standards described in this Code.

Signed \_\_\_\_\_

Date \_\_\_\_\_

Name \_\_\_\_\_  
(please print)

## Appendix 2 - Structure

### ARK HOUSING ASSOCIATION

#### CURRENT BOARD & SUB-COMMITTEE STRUCTURE



## Appendix 3 – Chair Role & Responsibilities

### INTRODUCTION

The Association's Chair has a particular role and responsibilities, both with regard to the functioning of the Board and in acting on behalf of the Association.

The Chair will be elected by the Board at their first meeting following each annual general meeting. To be elected as Chair a Board Member must:

- Have been a member of the Board for at least 2 years;
- Be nominated and seconded by two other elected Board Members;
- Indicate their willingness to stand for election.

The Chair may be re-elected for a maximum total period of 5 years, following which they may not be considered for the position until a further year has passed. They may however be considered for the position of Depute Chair. If after serving 5 years as Chair, the individual can serve up to 5 years as Depute Chair, if they are elected to do so by the Board. The total period an individual can serve as either Chair or Depute Chair is 10 years, after which they cannot be elected again as Chair or Depute Chair.

The Board of Management retains the right to alter this agreement with a majority vote by the Board members.

The election process is described in Appendix 9 to the Standing Orders.

### RESPONSIBILITIES

The Chair should have:

- a) A good knowledge and understanding of the Association's organisation, Rules and of how it operates;
- b) An understanding of Association finances;
- c) Previous experience of chairing meetings;
- d) The ability and willingness to assume a public role, including representing the Association at a wide variety of events and meetings.

The primary responsibilities of the Chair are to:

- a) Provide leadership to the Board of Management, including maintaining a positive working relationship with the Chief Executive;
- b) Ensure the efficient and proper conduct of the business of the Board of Management;

- c) Be available for signing documents, when required;
- d) Act on the Board's behalf when required, under delegated authority.

These responsibilities are considered in greater detail below.

### **Providing leadership to the Board of Management**

The Chair will fulfil this responsibility by:

- Representing the Association to other organisations, authorities and agencies when required and presenting constructive views on Ark's behalf;
- Regularly reviewing the composition, skills and effectiveness of the Board of Management and recommending action to fill any gaps in skills and/or improve effectiveness;
- In conjunction with the Chief Executive, regularly reviewing the Association's Board and Sub-Committee structure to ensure that this maximises the effective use of Board Members' and senior staff time, continues to reflect the organisation's priorities and business needs, and recommending changes to the structure when required;
- Ensuring, in conjunction with the Chief Executive, that new Board Members receive all the information and induction training they need, according to their individual backgrounds and experience;
- Ensuring, in conjunction with the Chief Executive, that there is an ongoing training and development programme that meets the needs of current Board Members;
- Ensuring that the Board of Management receives appropriate professional advice when required;
- Ensuring that when a vacancy occurs, the post of Chief Executive is filled with the minimum of delay and in accordance with current employment legislation, good practice and Ark's recruitment policy;
- Ensuring that, in conjunction with the Executive Sub-Committee and taking into account relevant external factors, the remuneration of the Chief Executive and Directors is set at a level that reflects their responsibilities and is at least comparable with similar posts in other organisations;
- Ensuring that, in conjunction with appropriate Board Members, the annual appraisal of the Chief Executive is carried out and that the results are reported to the full Board;
- Seeking to achieve a positive working relationship with the Chief Executive, providing ongoing support and guidance to the Chief Executive as required, and, where necessary, initiating any action under our Disciplinary Policy with regard to the Chief Executive.

### **Ensuring the efficient and proper conduct of the Board of Management's business**

The Chair will fulfil this responsibility by:

- Chairing all annual and special general meetings of the Association, in accordance with our Rules;
- Where elections to the Board are held at an AGM, ensuring that these are carried out in accordance with our Rules;
- Ensuring that, in conjunction with the Chief Executive, that agendas, Board papers and reports are issued on time, and that they clearly state when matters require decisions, or are for information only;
- Chairing all meetings of the Board of Management, in accordance with our Standing Orders;
- Ensuring that all Board Members present have the opportunity to state their views on important matters requiring a decision, and that sufficient time is allowed for discussion on important matters;
- Deciding on any points of order arising at Board meetings;
- Keeping general order at Board meetings and ensuring that everyone present is given a fair hearing;
- Deciding on all matters of order and relevancy and, at their discretion, altering the order of business at any stage of the meeting;
- Deciding at the start of each meeting whether or not to allow additional items to be added to the agenda;
- Ensuring that Board Members present have been given the opportunity to ‘declare an interest’ in any items on the agenda and determining the appropriate action to be taken in each case, including asking the Member concerned to leave the room for that item;
- Taking the appropriate action regarding any actual or potential breach of the Board Members’ Code of Conduct occurring at a meeting;
- Exercising a second and deciding vote in the event of a tie in any vote by the Board.

### **Acting under delegated authority on behalf of the Board of Management**

The Chair will have delegated authority to act on behalf of the Board as follows:

- Through regular contact with the Chief Executive, ensuring that the Association’s business is conducted efficiently and accountably between Board meetings;
- Signing cheques or documents as required by statutory regulations, or under our Financial Regulations and specific policies;
- Initiating any investigation required under the Board Members’ Code of Conduct;
- Chairing panels hearing appeals by members of staff against disciplinary action or decisions made under the grievance procedures (unless prevented from doing so due to previous involvement in the matter);
- In conjunction with the Chief Executive and other Board members as required, taking decisions in the event of emergency situations that occur out with the regular cycle of

Board meetings, and reporting on such decisions to the Board for ratification at the next meeting;

- Representing the Association at meetings of other organisations, agencies etc. as required and ensuring that the Association's interests are promoted at every opportunity.

## **GENERAL**

In exercising their responsibilities, the Chair may seek the advice and support of the Depute Chair or other Office Bearers, and may be guided by the advice of the Chief Executive. However the Chair will remain solely responsible for the decisions that lie within the responsibilities of the post, and their decisions in these matters will be final.

The Chair will be offered appropriate training to help him/her develop their skills with regard to the responsibilities of the post.



## Appendix 4 – Deputy Chair Role & Responsibilities

### INTRODUCTION

The Association's Depute Chair will be elected by the Board of Management at their first meeting following each annual general meeting of the Association. To be elected as Depute Chair a Board Member must:

- Have been a member of the Board for at least 1 year;
- Be nominated and seconded by two other elected Board Members;
- Indicate their willingness to stand for election.

The Depute Chair may be re-elected for a maximum total period of 5 years, following which they may not be considered for the position until a further year has passed. They may however be considered for the position of Chair. If after serving 5 years as Depute Chair, the individual can serve up to 5 years as Chair, if they are elected to do so by the Board. The total period an individual can serve as either Chair or Depute Chair is 10 years, after which they cannot be elected again as Chair or Depute Chair.

The Board of Management retains the right to alter this agreement with a majority vote by the Board members.

The election process is described in Appendix 9 to the Standing Orders.

### RESPONSIBILITIES

The Depute Chair should have:

- a) An adequate knowledge and understanding of the Association's organisation, Rules and of how it operates;
- b) An understanding of Association finances;
- c) Some experience of chairing meetings, or be willing to undertake any training required.

The primary responsibilities of the Depute Chair are to:

- a) Be able and willing to take over the Chair's duties (sometimes with short notice), both in chairing meetings and in public events;
- b) Be available for signing documents, when required;
- c) Act on the Board's behalf when required, under delegated authority.

For further details of the responsibilities, see the Roles and Responsibilities of the Chair.

The Depute Chair will be offered appropriate training to help him/her develop their skills with regard to the responsibilities of the post.

## Appendix 5 – Secretary Role & Responsibilities

### **INTRODUCTION**

The Association's Secretary is the Chief Executive.

### **RESPONSIBILITIES**

The Secretary's duties and responsibilities are specified in the Association's Rules, in particular Rule 59.

In summary, these are to:

- a) Ensure that all annual and special general meetings of the Association, and all meetings of the Board of Management and any Sub-Committees, are called with the required notice;
- b) Ensure that the required reports and papers are issued to Association Members or Board/Sub-Committee Members prior to each meeting, with the required notice;
- c) Ensure that minutes of each meeting are taken and subsequently approved;
- d) Prepare and submit all annual returns required by statutory authorities;
- e) Keep the Register of Association Members and any other registers required by the Rules or determined by the Board.

For further details, see the Association's Rules.

## Appendix 6 – Subcommittee Chair Role & Responsibilities

### INTRODUCTION

A Sub-Committee Chair will be appointed by the Board at the first Board meeting following each annual general meeting. In the event that a Sub-Committee Chair vacancy arises between AGMs, for example through the resignation of a Sub-Committee Chair from the Board, the Board will appoint a new Sub-Committee Chair at the first business meeting following that resignation. The mechanism for such appointment will be as set out above. To be appointed, an individual must:

- Have been an elected member of the Board of Management for at least 1 year;
- Be nominated and seconded by two other elected Board Members;
- Indicate their willingness to stand.

A Sub-Committee Chair may be re-appointed for a maximum of 5 years in succession, following which he or she may not be considered for the position for at least one year.

### RESPONSIBILITIES

A Sub-Committee Chair should have:

- a) An adequate understanding of the Association's organisation, Rules and of how it operates, with particular reference to the remit of their Sub-Committee;
- b) An understanding of Association finances;
- c) Some experience of chairing meetings or be willing to undertake any training required.

The primary responsibilities of the Sub-Committee Chair are to:

- a) Provide leadership to the Sub-Committee, including maintaining a positive working relationship with the Chief Executive and/or with the Director(s) whose responsibilities are covered by the Sub-Committee's remit;
- b) Ensure the efficient and proper conduct of the Sub-Committee's business;
- c) Be available for signing documents, if required;
- d) Act on the Sub-Committee's behalf when required, under delegated authority.

The Sub-Committee Chair will fulfil these responsibilities by:

- Seeking to achieve a positive working relationship with the Chief Executive and/or with the relevant Director(s)/ Officer(s);
- Ensuring that Sub-Committee members receive any induction, training and information they may need to enable them to fulfil their roles, according to their individual backgrounds and experience;
- Ensuring that the Sub-Committee receives any external professional advice, when required;
- Ensuring that, in conjunction with the Chief Executive or relevant Director(s), that agendas, Sub-Committee papers and reports are issued on time, and that they clearly state when matters require decisions, or are for information only;
- Chairing and keeping general order at all meetings of the Sub-Committee, in accordance with our Standing Orders;
- Ensuring that all Sub-Committee Members present have the opportunity to state their views on important matters requiring a decision, and that sufficient time is allowed for discussion on important matters;
- Deciding on all matters of order and relevancy and, at their discretion, altering the order of business at any stage of the meeting;
- Deciding at the start of each meeting whether or not to allow additional items to be added to the agenda;
- Ensuring that Sub-Committee Members present have been given the opportunity to 'declare an interest' in any items on the agenda and determining the appropriate action to be taken in each case, including asking the Member concerned to leave the room for that item;
- Reporting to the Chair of the Board of Management any actual or potential breach of the Board Members' Code of Conduct occurring at a meeting;
- Exercising a second and deciding vote in the event of a tie in any vote by the Sub-Committee;
- Liaising as required with the Chief Executive and/or relevant Director(s)/Officer(s) between Sub-Committee meetings, on matters covered by the Sub-Committee's remit;
- Signing cheques or documents as required by statutory regulations, or under our Financial Regulations and specific policies;
- In conjunction with the Chief Executive, relevant Director(s)/ Officer(s) and other Sub-Committee members as required, taking decisions on matters covered by the Sub-Committee's remit in the event of emergency situations that occur out with the regular cycle of Sub-Committee meetings, and reporting on such decisions to the Sub-Committee or Board of Management for ratification at the next meeting;
- Representing the Association at meetings of other organisations, agencies etc. as required and ensuring that the Association's interests are promoted at every opportunity.

## **GENERAL**

In exercising their responsibilities, the Sub-Committee Chair may seek the advice of the Chief Executive and relevant Director(s)/ Officer(s). However the Chair will remain solely responsible for the decisions that lie within the responsibilities of the post, and their decisions in these matters will be final.

The Sub-Committee Chair will be offered appropriate training to help him/her develop their skills with regard to the responsibilities of the post.

## Appendix 7 – Board of Management Role & Responsibilities

### INTRODUCTION

- 1.1 As a member of the Board of Management of Ark Housing Association you, along with the other Board Members, are ultimately responsible for the work we carry out.
- 1.2 This document describes the main aspects of your role and responsibilities. It is consistent with the principle set out in the Regulatory Standards, that ‘Ark’s governance policies and arrangements set out the respective roles, responsibilities and accountabilities of Board Members and senior officers’.
- 1.3 It is also consistent with the Guidance on Scottish Charity Trustee duties issued by the Office of the Scottish Charity Regulator (OSCR), which sets out the formal responsibilities of trustees in ensuring that a housing association acts in line with its charitable objectives.
- 1.4 In the remainder of this document we describe the primary responsibilities of the Board of Management, the role of a Board Member and what this may involve in practice.
- 1.5 This document should be read in conjunction with the Codes of Governance and of Conduct for Board of Management Members, both of which provide additional information about your role and responsibilities.

### 2.0 BOARD OF MANAGEMENT - RESPONSIBILITIES

- 2.1 The primary responsibilities of the Board of Management are to:
  - a) Provide leadership to the Association and determine our strategy;
  - b) Exercise overall control over our activities and ensure we comply with all requirements.

These responsibilities are considered in greater detail in the following sections.

## **Leadership and strategy**

2.2 The Board's key responsibilities under this heading are to:

- Determine Ark's central purpose, values and culture, ensure that these are consistent with our Rules (constitution) and that they are published widely within and out with the organisation;
- Determine and keep under review Ark's strategic direction and our business objectives;
- Develop and maintain an understanding of the environment within which Ark operates, and take this into account when deciding our strategy and objectives;
- Establish a framework for the development, approval and review of plans and policies to achieve our business objectives;
- Ensure that we have the resources required to meet our objectives;
- Identify and manage the risks associated with our strategy;
- Decide on and keep under review any partnerships or alliances with other organisations to achieve our objectives;
- Build up strategic links with external bodies in support of our strategy and objectives;
- Foster positive relationships with senior staff, supporting and enabling them to carry out their strategic and leadership duties.

## **Control and compliance**

2.3 The Board's key responsibilities under this heading are to:

- Establish and oversee a framework for delegation to Office Bearers, Sub-Committees and staff;
- Establish and regularly review systems of internal and external control, including Standing Orders, external audit, internal audit, financial control and performance reporting;
- Establish and oversee a framework for the identification and management of risk, to protect the Association and its assets;
- Ensure the Association remains financially solvent, approve the annual budget and any revisions, and approve the annual accounts prior to publication;
- Monitor the Association's performance against plans, budgets, controls and targets, taking into account the results of customer surveys and the performance of comparable Associations;
- Establish and oversee a framework for the employment of staff;
- Appoint, support, appraise and (if necessary) dismiss the Chief Executive and Directors, and determine their remuneration;

- Ensure that the Association meets all its statutory obligations (as identified in reports from officers, auditors and relevant professional advisers, as well as through Board Members' induction and training) and acts in accordance with its Rules, the requirements of the various regulatory authorities and accepted good practice standards, in every area of its activities;
- Regularly assess the effectiveness of the Board of Management.

### **3.0 BOARD MEMBER - ROLE**

3.1 As a Board Member, we expect that you will:

- Share and accept collective responsibility for the decisions that have been properly made by the Board, as you are equally responsible in law for all decisions made;
- Contribute constructively to the work of the Board;
- Act only in the interests of the Association, our service users, tenants and staff, and not on behalf of any other organisation or interest group, even if you have been appointed or nominated by another organisation etc.;
- Comply with the Code of Conduct for Board Members, a copy of which has been given to you, and which describes in greater detail your individual role and responsibilities.

3.2 We also expect that you will be willing to commit the necessary time to prepare for and attend meetings etc.