



Self-Assessment against Adopted Code of Governance for the year 2018/19

Contents

A. Compliance with this code	2
B. Constitution and composition of the board.....	4
C. Essential functions of the board.....	8
D. Board skills, renewal and review.....	14
E. Conduct of board and committee business.....	20
F. Audit and risk	25
G. The chief executive.....	29
H. Conduct, probity and openness	31

A. Compliance with this code

Main requirement

Organisations which adopt this code must publish an annual statement of compliance with the code in their annual financial statements, and make a reasoned statement about any areas where they do not comply.

Provisions

A1 – Where a statement of **non-compliance** is needed, it must:

(1) be published in the organisation's annual financial statements;

Yes No
Not applicable

Evidence:

1) Annual Financial Statement in Accounts

Action needed:

To ensure compliance statement is included

Comments:

Full compliance with Code provisions

By whom:

Company Secretary

By date:

30/09/2019

(2) be specific to the particular circumstances of the organisation;

Yes No
Not applicable

Evidence:

N/A

Action needed:

None

Comments:

Full compliance with Code provisions

By whom:

N/A

By date:

N/A

(3) explain why and how the principles of good governance are being upheld;	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence:</p> <p>N/A</p>	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>Full compliance with Code provisions</p>		<p>By whom:</p> <p>N/A</p>
(4) set out in summary any plans for the achievement of compliance with the code.	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence:</p> <p>N/A</p>	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>Full compliance with Code provisions</p>		<p>By whom:</p> <p>N/A</p>
A2 – Where the formal constitution of an organisation conflicts with this code, the constitution must take precedence.	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence:</p> <p>N/A</p>	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>Full compliance with Code provisions; constitution based on NHP Model Rules 2015</p>		<p>By whom:</p> <p>N/A</p>
			<p>By date:</p> <p>N/A</p>

B. Constitution and composition of the board

Main requirement

The board must be effective in the strategic leadership and control of the organisation and act wholly in its best interest. Board members must ensure that the interests of the organisation are placed before any personal interests.

Provisions

B1 – The core purpose of the board is to determine vision and strategy, direct, control, and scrutinise an organisation’s affairs. Where the organisation has staff, operational management of the organisation must be delegated to them, and the board must hold them to account.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Discussion of strategy at Board meetings and Board Away-days 2) Delegations of authority 3) Financial Regulations 4) Board Terms of Reference 5) Approval of the Financial Plan for 2019 6) Quarterly performance review	Action needed: None
	Comments: None		
B2 – All members of the board, executive and non-executive, share the same legal status and have equal responsibility. Each must act only in the interests of the organisation and not on	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Code of Conduct for Board Members 2) Services Agreement (sections 6 & 8)	Action needed: None
	Comments: None		

<p>behalf of or representing any constituency or interest group. Board members must ensure that the interests of the organisation are placed before any personal interests, whether commercial or otherwise.</p>		<p>3) Payments, Benefits & Interests Policy 4) Annual declarations of interest and formal opportunity for declarations of interest at every meeting 5) Financial Regulations</p>	<p>By date: N/A</p>
<p>B3 – It is for each organisation to decide on its best board composition; in the case of a subsidiary within a group, this may be a matter for the group parent organisation.</p>	<p style="text-align: center;">Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence: 1) BCHA Rules 2) Parental control provisions in rules for subsidiaries 3) Governance Frameworks and Terms of Reference for subsidiary boards 4) Skills matrices</p>	<p>Action needed: None</p>
	<p>Comments: None</p>		<p>By whom: N/A</p>
<p>B4 – Board members who are executive staff must be in a minority. Boards should have at least five members and no more than twelve, including any co-optees and any executive board members.</p>	<p style="text-align: center;">Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence: 1) BCHA Rules (D2 and D14)</p>	<p>Action needed: None</p>
	<p>Comments: No executive staff on the Board</p>		<p>By whom: N/A</p>
<p>B5 – A majority of those present must be non-executive board members for a board meeting to be quorate.</p>	<p style="text-align: center;">Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence: 1) BCHA Rules (D15)</p>	<p>Action needed: None</p>
	<p>Comments: No executive staff on the Board</p>		<p>By whom: N/A</p>

			By date: N/A
B6 – The roles of chair (and vice chair or senior independent director, if there is one) of the board and main committees must not be held by an executive.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Rules (E2)	Action needed: Amend rule E2 in relation to Vice Chair (AGM)
	Comments: No executive staff on the Board		By whom: Co Sec By date: 30/09/2019
B7 – The board must appoint a company secretary (or a person with that function) with a clear accountability to the board, to advise it on compliance with the organisation’s constitution, this code, and other statutory or regulatory requirements particularly as relating to their position as board members, company directors, and/or charity trustees as applicable.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Rules (E7) 2) Company Secretary’s delegation of authority 3) Company Secretary job description	Action needed: None
	Comments: Company Secretary appointed 2007		By whom: N/A By date: N/A
B8 – Organisations with shareholders who elect the board	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed: None



must review their policies for admission to shareholding membership on a regular basis and with a view to supporting compliance with this code.	Comments: None	1) Membership Policy reviewed every 3 years 2) BCHA Rules (C11)	By whom: N/A
			By date: N/A

C. Essential functions of the board

Main requirement

Each board must be clear about its duties and responsibilities. These must be formally recorded and made available for all existing and potential board members. Each board must be headed by a skilled chair who is aware of his or her duties as leader of the board.

Provisions

C1 – The essential functions of the board must be formally recorded. In addition to matters set out in law and in the organisation’s constitution these will include as a minimum:

(1) setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success;

Yes No

Comments:

None

Evidence:

- 1) Board Terms of Reference
- 2) Financial Regulations
- 3) Board strategic discussion of Board Meetings and Away days

Action needed:

None

By whom:

N/A

By date:

N/A

(2) setting a positive culture, with strong customer focus;

Yes No

Comments:

None

Evidence:

- 1) Organisational mission and values
- 2) Board Member visits to schemes and services

Action needed:

None

By whom:

N/A



		3) Customer satisfaction monitoring 4) Board Terms of Reference 5) Customer Engagement reports in Board Meetings	By date: N/A
(3) ensuring that the organisation operates effectively, efficiently and economically;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Financial Regulations 2) Audit, Risk & Treasury Committee Terms of Reference & minutes 3) Internal Audit 3-year plan 4) Value for Money strategy 5) Quarterly performance review 6) Financial plan 2019	Action needed: None
	Comments: None		By whom: N/A
(4) providing oversight, direction and constructive challenge to the organisation's chief executive and executives;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Terms of Reference 2) Board Members role description 3) Board minutes 4) Annual meeting of Chairs to review yearly agenda of board/sub-committee meetings	Action needed: None
	Comments: None		By whom: N/A
(5) the appointment and if necessary the dismissal of the chief executive;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Rules (E6) 2) Board Terms of Reference	Action needed: None
	Comments: None		By whom: N/A

			By date: N/A
(6) satisfying itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee Terms of Reference & minutes 2) Board minutes 3) External Auditors reports 4) Task and Finish Groups	Action needed: None
	Comments: None		By whom: N/A
(7) establishing, overseeing and reviewing a framework of delegation and systems of internal control; and	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Approved Business Planning, Risk and Internal Control Framework 2) Financial Regulations 3) Internal Audit reports 4) Internal controls review report 5) Delegated authorities	By date: N/A
	Comments: None		Action needed: None
(8) establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the organisation.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Strategic risk reporting 2) Risk Management Policy 3) Delegated authorities	By whom: N/A
	Comments: None		Action needed: None

		4) Management grade role descriptions	By date: N/A
C2 –The board must formally record a schedule of those essential functions and other significant matters which are specifically reserved for the board’s decision and which cannot be delegated.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Terms of Reference	Action needed: None
	Comments: None		By whom: N/A
C3 – The board of a parent organisation in a group structure must ultimately have the responsibility and the clear powers to direct and if necessary intervene in the governance of its subsidiaries.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Constitutions 2) Merger Agreements and Terms of Reference for subsidiary entities 3) Subsidiary Governance Frameworks	Action needed: None
	Comments: None		By whom: N/A
C4 – The board of the parent organisation must determine how and whether this code should apply to each of its subsidiaries.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: All active subsidiaries have adopted the Code of Governance via Code-compliant Governance Frameworks.	Action needed: None
	Comments: BCHA Board has endorsed this approach (Governance Committee 19/05/2015)		By whom: N/A
			By date: N/A

C5 – The constitutional relationship and arrangements between parent and each subsidiary must be formally recorded.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Constitutions of subsidiaries 2) Parent representation on subsidiary boards 3) Minutes of subsidiary board received by main board 4) SLA's	Action needed: None
	Comments: None		By whom: N/A
C6 – The board of the parent organisation must approve the group's plans and budgets, and hold the subsidiary boards accountable for delivery of their objectives	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Financial Regulations 2) SLA between parent organisation & subsidiary including liaison meetings 3) Terms of Reference of subsidiaries 4) Parent nominees on subsidiary boards 5) Financial reports 6) Group budget sign off by BCHA Board 7) Group accounts signed off by BCHA Board	Action needed: N/A
	Comments: None		By whom: N/A
C7 – The chair is responsible for leadership of the board, and ensuring its effectiveness. The particular duties and responsibilities of the chair must be formally recorded.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Chair role description 2) 360-degree appraisal of Chair, last completed January 2018	Action needed: New appraisal of Chair once in post 12 months
	Comments: None		By whom: Governance Committee



			By date: January 2020
--	--	--	---------------------------------

D. Board skills, renewal and review

Main requirement

Recruitment to board vacancies must be open and transparent and based on the board's considered view of the skills and attributes required to discharge its functions. The board must select or appoint new members objectively on merit and must undertake regular appraisals of its members and of the board as a whole.

Provisions

D1 – Boards must have a strategy for their own renewal which is based on an agreed statement of the skills, qualifications and attributes required, and balances the need for experienced members with that for new thinking and independent challenge. This statement should be reviewed regularly, and whenever the organisation is about to undertake new activities or become exposed to new risks.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Training Plan 2019-2020 2) BCHA Governance Framework 2019 3) Skills matrices 4) Governance Committee minutes and Terms of Reference	Action needed: None
	Comments: None		By whom: N/A
D2 – Maximum tenure must be agreed for all non-executives which must in total be nine years or fewer, composed of two or more consecutive terms of office. This maximum tenure must apply to all board member service with an organisation or its predecessors or its subsidiaries.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Services Agreements were updated in March 2015 to state maximum term of 3 x 3 years (Section 3) 2) Record of Board appointment 3) BCHA Rules (D11 and D12) 4) Subsidiary Constitutions	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A
			By date: N/A

D3 – Where a member comes to the end of an individual term of office and is eligible for reappointment, this must be subject to consideration of the member’s appraised performance and skills, and to the wider needs of the board at that time.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Governance Framework 2019 2) BCHA Rules D12	Action needed: None
	Comments: None		By whom: N/A
D4 – A member who has left the board after serving the maximum tenure must not be reappointed for at least one full term of office.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Recruitment Policy 2) Services Agreements 3) BCHA Governance Framework 2019 4) BCHA Rules (D12)	Action needed: None
	Comments: None		By whom: N/A
D5 – In considering its composition and renewal the board must have regard to the need for a board which includes people from diverse backgrounds and with diverse attributes, to help ensure healthy debate and challenge, and a range of perspectives.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Equality & Diversity Policy 2) BCHA Rules (D13) 3) Board Member application form 4) Skills matrix	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A

D6 – Where the board members are elected by a wider shareholding membership, the organisation must support its shareholders so they can play an informed role in the election of board members.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Biographical details included in AGM pack of members standing of (re)election	Action needed: None
	Comments: None		By whom: N/A
D7 – Where the organisation’s constitution provides for one or more board members to be nominated or directly elected, the organisation must ensure that those coming forward bring skills and experience that meet the needs of the board, and that they are fully aware in advance of the responsibilities that they will undertake. New board members must not be appointed without undergoing a due selection and assessment process to establish their suitability.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BCHA Governance Framework 2019 2) Recruitment procedure 3) Skills Matrix 4) BCHA Rules D2	Action needed: None
	Comments: None		By whom: N/A
D8 – So they can discharge their duties all new board members must receive a properly resourced induction, and ongoing learning and development during their tenure.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Annual Board Training and Development Plan 2) Bespoke Board member induction programme	Action needed: None
	Comments: None		By whom: N/A



		3) Skills Matrix to identify areas for development	By date: N/A
D9 – A full and rigorous appraisal process for the individual members of the board and its committees, including the chairs, must be carried out at least every two years.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Biennial appraisal of Board Members undertaken by Chair in 2018. Next round of appraisals to take place in 2020. 2) Committee Chair performance picked up in their individual appraisal	Action needed: Schedule next round of appraisals
	Comments: None		By whom: Board Chair
D10 – If the organisation is paying board members it must ensure that it has an objective mechanism for establishing payment levels. This will normally be the responsibility of a committee responsible for remuneration, using independent advice and benchmarking as required.	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence: N/A	Action needed: None
	Comments: Board Members are not paid		By whom: N/A
			By date: N/A

D11 – Payment to non-executive board members must be:			
(1) permitted by law and by the organisation's own constitution;	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence: N/A	Action needed: None
	Comments: Board Members are not paid		By whom: N/A
(2) in the best interests of the organisation;	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence: N/A	Action needed: None
	Comments: Board Members are not paid		By whom: N/A
(3) reasonable and proportionate to the organisation's size, complexity and resources	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence: N/A	Action needed: None
	Comments: Board Members are not paid		By whom: N/A
			By date: N/A

<p>(4) linked to the carrying out of the specified duties of the post, against which performance must be reviewed;</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence: N/A</p>	<p>Action needed: None</p>
	<p>Comments: Board Members are not paid</p>		<p>By whom: N/A</p>
<p>(5) fully disclosed on a named basis in the organisation's annual financial statements.</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence: N/A</p>	<p>Action needed: None</p>
	<p>Comments: Board Members are not paid</p>		<p>By whom: N/A</p>
			<p>By date: N/A</p>

E. Conduct of board and committee business

Main requirement

The board must act effectively, making clear decisions based on timely and accurate information. Committees may be established where the board determines that they will provide expertise and enable it to deliver effective governance and manage risk.

Provisions

E1 – The board must have formally recorded terms of reference to ensure that its conduct is transparent, effective and in the interests of the organisation.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Terms of Reference	Action needed: None
	Comments: None		By whom: N/A
E2 – Board and committee meetings should, wherever possible, be based on full agendas and clearly presented and accurate documents circulated to members well in advance of meetings. Decisions and the main reasons for them must be recorded in the meeting minutes.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) BoardPacks software and minutes of meetings 2) Board decision log 3) Rolling Agenda for Board and Committees reviewed each meeting 4) Annual meeting with Chairs to review Board effectiveness	Action needed: Arrange and undertake annual meeting of chairs
	Comments: None		By whom: N/A
			By date: 31/12/2019



E3 – Urgent decisions between board meetings must be taken in accordance with proper, formally recorded and predetermined arrangements.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board Terms of Reference 2) BCHA Governance Framework 2019 3) Virtual Decisions facility on BoardPacks software (reported back to next Board Meeting)	Action needed: None
	Comments: None		By whom: N/A
E4.1 – All boards and committees must consider annually their effectiveness and how they conduct their business, including:			
(1) their governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Annual review of Terms of Reference by Committees 2) Annual review of Governance Framework and Board Terms of Reference	Action needed: Review of Governance Framework and Board Terms of Reference
	Comments: None		By whom: Company Secretary
			By date: 30/08/2019
(2) the timing and frequency of meetings;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board effectiveness review April 2019	Action needed: None
	Comments: None		By whom: N/A



			By date: N/A
(3) the format of their agendas, papers, minutes and communications;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board effectiveness review April 2019 2) Each board or committee reviews rolling agenda for remainder of year at end of meeting	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A
(4) their collective performance as a decision-making body;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board effectiveness review April 2019	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A
(5) their compliance with this code and their legal duties.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Annual Code of Governance review	Action needed: Annual code of governance review
	Comments: None		By whom: Company Secretary
			By date: 31/08/2019

E4.2 – There must be a formal review of the matters above at least every three years, to ensure best practice, and that documentation is compliant with the latest legislation and regulations.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) SWAP governance audit June 2019 2) HQN Governance 2016 (Review of actions/progress) at Governance Committee January 2019	Action needed: None
	Comments: None		By whom: N/A
E5 – The chair of the board must not chair the committee responsible for remuneration, nor that responsible for audit.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Committee Terms of Reference	Action needed: None
	Comments: None		By whom: N/A
E6 – Paid staff of an organisation must not be members of the committees responsible for nominations, remuneration, audit or risk.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: N/A	Action needed: None
	Comments: No executive members on Board or Committees		By whom: N/A
E7 – Each committee must have formally recorded terms of	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed: None



reference approved by the board, and must report regularly to the board on its work and the exercise of any delegated authority it has been given.	Comments: None	<ol style="list-style-type: none"> 1) Committee Terms of Reference 2) Minutes of Committees are received by the Board 3) Financial Regulations 4) Summary report from committee chairs 	By whom: N/A
			By date: N/A

F. Audit and risk

Main requirement

The board must establish a formal and transparent arrangement for considering how the organisation ensures financial viability, maintains a sound system of internal controls, manages risk and maintains an appropriate relationship with its auditors.

Provisions

F1 – There must be effective internal controls and appropriate systems for business assurance, so that the board can have confidence in the information it receives.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Approved Business planning, Risk and Internal Controls Framework 2) Risk management review to Board quarterly 3) Internal Audit Plan 4) Internal Audit reports	Action needed: None
	Comments: None		By whom: N/A
F2 – The organisation’s external auditors must be independent and effective.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee Terms of Reference and Financial Regulations provide for annual review 2) New external auditors in place as of 2018 (KPMG) following market testing exercise.	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A
			By date: N/A

F3 – All but small non-developing organisations must have a committee primarily responsible for audit, and arrangements for an effective internal audit function. Other organisations must make effective arrangements for discharging these functions.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee Terms of Reference	Action needed: None
	Comments: None		By whom: N/A
F4 – The committee responsible for audit must bring independent scrutiny and challenge to provide the board with assurance, and exercise oversight of the internal and external audit functions.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee Terms of Reference 2) Minutes are received by the Board 3) Chair of ART report on key risk issues to the Board	Action needed: None
	Comments: None		By whom: N/A
F5 – The committee responsible for audit must meet regularly and its minutes must be available to all members of the board. The reasons for the decisions taken must be recorded in the minutes and presented to the board for noting or endorsement.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee meet quarterly or as required per its Terms of Reference 2) Minutes are received by the Board	Action needed: None
	Comments: None		By whom: N/A
F6 – The committee must be able to meet with the external	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed: None
	Comments:		By whom:

auditors without executives or other paid staff being present at least once a year.	Comments: None	Evidence: 1) Regular standing item on the ART agenda that members meet with auditors without officers present	By whom: N/A By date: N/A
F7 – The chair of the committee responsible for audit must either be a member of the board or have clear arrangements for reporting to the board.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Chair of Audit, Risk & Treasury Committee is also a member of the Board	Action needed: None
	Comments: None		By whom: N/A By date: N/A
F8 – The voting members of the committee responsible for audit must not include the chair of the board or any executives.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Audit, Risk & Treasury Committee Terms of Reference 2) Chair of the Board does not sit on the ART Committee 3) No members of Board or ART are executives 4) BCHA Vice Chair will not sit on ART	Action needed: None
	Comments: None		By whom: N/A By date: N/A
F9 – The board must identify and regularly review the individual and combined material risks	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed: None



<p>faced by the organisation and make plans and strategies to mitigate and manage them effectively.</p>	<p>Comments: None</p>	<p>1) Strategic risk map presented to the Board and the Audit, Risk & Treasury Committee quarterly 2) Regular in depth risk reviews at request of ART</p>	<p>By whom: N/A</p> <p>By date: N/A</p>
<p>F10 – The board must retain overall responsibility for risk management, and determine the organisation's tolerance of risk. The board may delegate the detailed scrutiny and evaluation of risk to the committee responsible for audit, or to another committee.</p>	<p style="text-align: center;">Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p> <p>Comments: None</p>	<p>Evidence:</p> <p>1) Board Terms of Reference 2) Audit, Risk & Treasury Committee Terms of Reference 3) Minutes of Board and Committee meetings 4) Risk Appetite</p>	<p>Action needed: None</p> <p>By whom: N/A</p> <p>By date: N/A</p>

G. The chief executive

Main requirement

There must be clear working arrangements between the board and the chief executive and clear delegation of authority.

Provisions

G1 – The chief executive must be clear about the essential duties of the role and have clarity over his or her legal responsibilities, delegated authority and relationship with the board.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Chief Executive job description and Delegated Authority 2) Financial Regulations	Action needed: None
	Comments: None		By whom: N/A
G2 – Like all other employees, the chief executive must have a written and signed contract of employment; the board must consider whether it should be reviewed at least every three years.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) CEO contract of employment	Action needed: Review Contract
	Comments: None		By whom: Board Chair and Vice Chair
			By date: December 2019

G3 – Periods of notice of more than six months and other provisions for material payments to be made or benefits granted in the event of the contract being terminated must be specifically approved by the board with the reasons for the decision clearly minuted.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Chief Executive contract of employment: 6 months' notice 2) Payments, Benefits & Interests Policy	Action needed: None
	Comments: None		By whom: N/A
G4 – The board must delegate to a committee responsibilities that include oversight of the appraisal of the chief executive and making a recommendation to the board on the chief executive's remuneration. The committee must not include any executive members of the board.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Responsibilities of CEO appraisal delegated to Governance Committee 2) CEO Annual Objectives presented to Board – May 2019	Action needed: Amend Terms of Reference of Governance Committee to formally confirm CEO Appraisal
	Comments: None		By whom: Company Secretary
G5 – The chief executive's remuneration must be disclosed in the annual financial statements in accordance with the applicable Statement of Recommended Practice (SORP).	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Statutory accounts	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A

H. Conduct, probity and openness			
Main requirement			
Organisations must maintain, and be seen to maintain, the highest ethical standards of probity and conduct. Boards must operate in an open and transparent manner, having dialogue with and accountability to tenants and other key stakeholders			
Provisions			
H1 – Board membership entails a particular responsibility to avoid any suggestion of impropriety. Matters such as conflicts of interest, or acceptance of gifts or hospitality, are particularly sensitive. Boards must adopt and comply with a code of conduct such as the Federation’s <i>Code of Conduct 2012</i> .	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Code of Conduct for Board members 2) Payment, Benefits & Interests Policy	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A
H2 – Boards must consider any potential conflicts of interest and adopt appropriate policies and procedures for their declaration and management. All conflicts must be dealt with in a way which upholds the organisation’s reputation, and reflects, as applicable:			

(1) the organisation's own constitution;	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence:</p> <ol style="list-style-type: none"> 1) Code of Conduct for Board members 2) Payments, Benefits & Interests Policy 3) Declarations of Interest record log 4) Board member must declare a possible interest at the beginning of every Board and Committee meeting; this is recorded in the Board and Committee minutes 	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>None</p>		<p>By whom:</p> <p>N/A</p>
(2) charity law;	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input checked="" type="checkbox"/></p>	<p>Evidence:</p> <p>N/A</p>	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>None</p>		<p>By whom:</p> <p>N/A</p>
(3) The Co-operative and Community Benefit Societies Act 2014, concerning transactions and dealings with members and committee members;	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input type="checkbox"/></p>	<p>Evidence:</p> <ol style="list-style-type: none"> 1) Code of Conduct for Board members 2) Payments, Benefits & Interests Policy 	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>None</p>		<p>By whom:</p> <p>N/A</p>

		<p>3) Declarations of Interest register</p> <p>4) Board members must declare a possible interest at the beginning of every Board and Committee meeting; this is recorded in the Board and Committee minutes</p>	<p>By date:</p> <p>N/A</p>
<p>(4) The Companies Act 2006, concerning how conflicts (of interest, loyalty or duty) are to be declared and managed.</p>	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p> <p>Not applicable <input type="checkbox"/></p>	<p>Evidence:</p> <ul style="list-style-type: none"> STFH have their own code of governance review 	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>None</p>		<p>By whom:</p> <p>N/A</p>
			<p>By date:</p> <p>N/A</p>
<p>H3 – Where conflicts of personal interest arise these must be recorded and, if material, the individual concerned must be excluded from the discussion or decision by a resolution of the non-conflicted members present.</p>	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence:</p> <ol style="list-style-type: none"> Declaration of Interest register Board and Committee minutes Governance Framework 	<p>Action needed:</p> <p>None</p>
	<p>Comments:</p> <p>None</p>		<p>By whom:</p> <p>N/A</p>
			<p>By date:</p> <p>N/A</p>
<p>H4 – In the case of a fundamental or ongoing material</p>	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence:</p> <ol style="list-style-type: none"> BCHA Rules (D16 – 25) 	<p>Action needed:</p> <p>None</p>

conflict the board must consider and determine whether the person concerned should cease to be a board member.	Comments: None	2) Payments, Benefits & Interest Policy 3) Governance Framework	By whom: N/A By date: N/A
H5 – Where there are persons who are members of more than one board in a group, there must be formal arrangements to ensure that if there are any actual or potential conflicts of interest, these are identified and managed.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Board members must declare a possible interest at the beginning of every Board and Committee meeting; this is recorded in the Board and Committee minutes	Action needed: None
	Comments: None		By whom: N/A By date: N/A
H6 – The board must publish an annual report of the organisation's activities and performance.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Annual Impact Reports – these are available on the BCHA website 2) Value for Money statement 3) Statutory Accounts & Director's Report	Action needed: None
	Comments: None		By whom: N/A By date: N/A
H7 – The organisation must have in place a strategy for regularly communicating information about	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Annual Impact Reports	Action needed: None



its work to its shareholders and stakeholders, and ascertaining their views. In doing so, it must have regard to the communication needs of the diverse groups and communities it serves.	Comments: None	2) Value for Money statement 3) Regular officer-level liaison with key stakeholder organisations 4) Communications Matrix	By whom: N/A
			By date: N/A
H8 – The organisation must respond in a considered and transparent way to requests for information about its work and activities	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: 1) Customer Service standards 2) Media and PR Policy 3) Social Media Policy 4) Data Protection Policy	Action needed: None
	Comments: None		By whom: N/A
			By date: N/A

'Adopted Code of Governance' refers to the
National Housing Federation Code of Governance for Housing Association 2015
For details visit: <http://www.housing.org.uk/resource-library/browse/code-of-governance/>

Taken from Campbell Tickell 2015 © for the National Housing Federation
Re-formatted by Rhys Jenkins for use within the BCHA.

