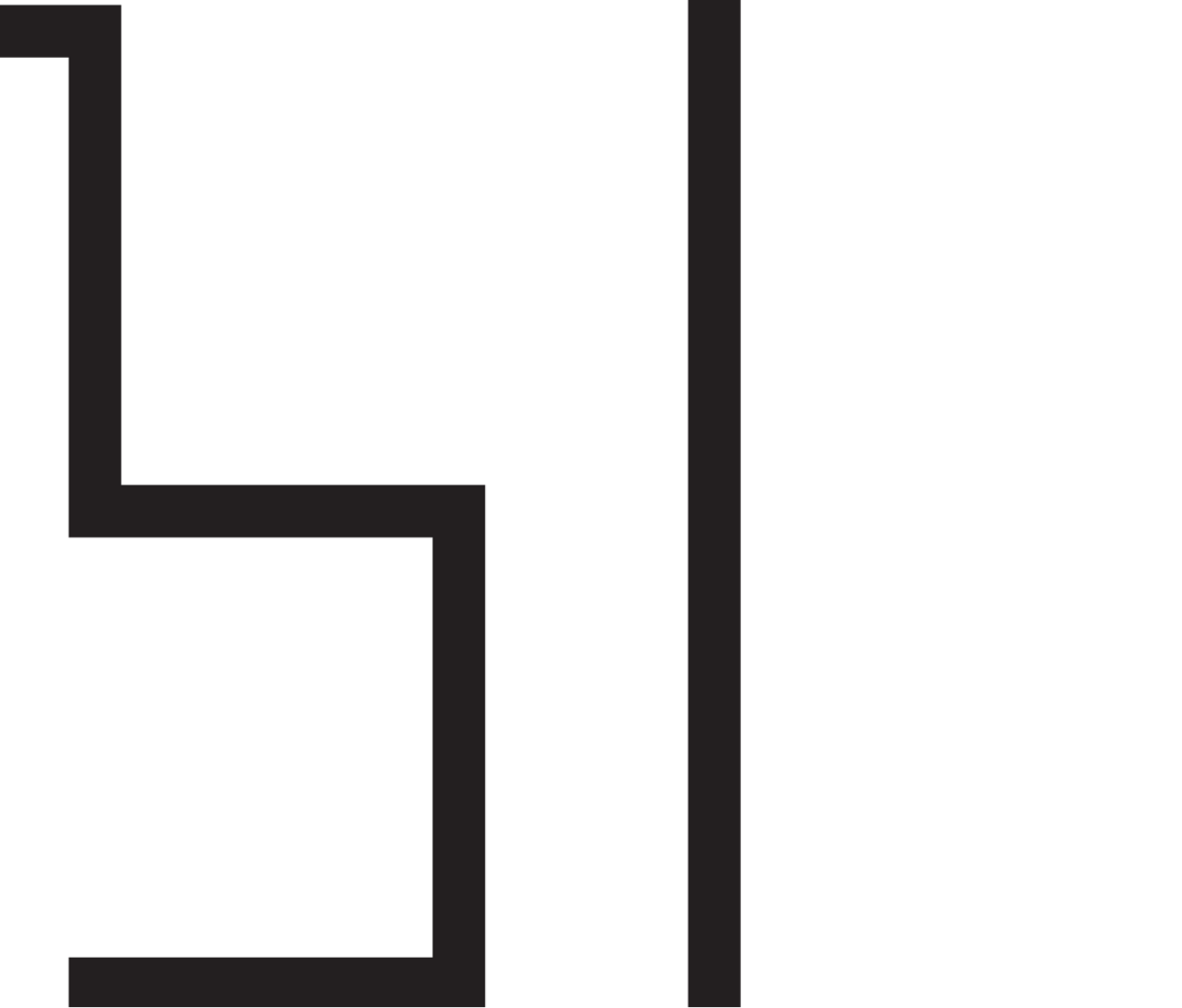


thirteen

Governance Framework

January 2024



Lead Manager	Charlotte Burnham, Director of Governance
Date of Final Draft and Version Number	January 2024
Review Date	January 2027
Officer Responsible for Review	Janice McNay, Head of Governance & Corporate Support

Framework Review History

Version	Action & Changes	Author	Date
1	Combined various individual policies into an overarching framework.	Janice McNay	July 2020
1.1	Framework updated to include information on conflicts of interest around members working for other housing associations and membership of committees	Janice McNay	August 2021
1.2	Reviewed to update and include roles and responsibilities of board members	Janice McNay	January 2024

1 FRAMEWORK STATEMENT

- 1.1 Good governance is essential for the success and sustainability of any organisation. The Thirteen Board, supported by subsidiary boards and committees, is responsible for determining the vision and strategy of the organisation, and driving, directing and scrutinising its affairs.
- 1.2 It is essential therefore that boards and committees are made up of people with the right skills, qualifications, experience and behaviours, to enable them to effectively carry out their roles and responsibilities, both as individuals and as a whole.
- 1.3 This framework aims to ensure that we have:
- An open and transparent approach to the appointment of board and committee members, maximising and making best use of the range of skills, experience, knowledge and cognitive diversity available.
 - A comprehensive onboarding programme to welcome members into the organisation and their relevant board/committee and ensure they have the knowledge and information they need to fulfil their roles.
 - A robust performance review programme to assess individual and collective performance on a regular basis, consider additional training and development needs and identify any skills gaps.
 - Learning and development opportunities for members to ensure their skills and knowledge remain relevant and up to date.
 - Clarity on terms of office and remuneration arrangements.

2 REFERENCE MATERIAL

- Regulator of Social Housing Governance & Financial Viability Regulatory Standard
- National Housing Federation Code of Governance 2020

3 FRAMEWORK CONTENTS

Roles & Responsibilities

- 3.1 The Board as a whole is collectively responsible for ensuring the success of the organisation, ensuring compliance with all legal and regulatory obligations and promoting a positive culture of equality, diversity and inclusion.
- 3.2 Board members are non-executive directors, independent of Thirteen, with no involvement in the day-to-day management of the organisation. Non-executives bring an external and independent perspective. Their diverse backgrounds and experiences can provide valuable insights, challenge assumptions and contribute to well-rounded decision making. Their primary focus is on ensuring the company is being managed in the best interests of customers and stakeholders.
- 3.3 The Chief Executive of Thirteen Housing Group is an executive director of the Board, and as such must balance their role as a leader in the organisation with their responsibilities to the board, maintaining an objective and impartial perspective during board discussions and decision-making and considering what is in the best interest of the organisation as a whole.
- 3.4 Having both executive and non-executive board members is common practice in corporate governance, helping to create a dynamic and well-informed board, equipped to guide the organisation strategically whilst ensuring effective oversight and accountability.
- 3.5 Role profiles detail the purpose and key responsibilities of board and committee positions.

- 3.6** Non-executive board members will also be members of at least one committee.

Recruitment

- 3.7** It is essential when recruiting board and committee members that we understand the skills and knowledge required to ensure each board and committee can effectively and competently fulfil its role and responsibilities. This includes consideration of diversity in relation to gender, age, disability, ethnic origin and sexuality, as well as cognitive diversity, to reflect the diversity of our communities and customers.
- 3.8** An open and transparent process for recruitment is followed, at the same time ensuring Thirteen's ability to be dynamic and responsive where this is needed and appropriate.
- 3.9** An independent specialist recruitment advisor will be appointed for board and specialist roles to ensure that the process is fair and attracts the best applicants.
- 3.10** The Remuneration Committee has delegated authority to agree the process and recommend consultants and an appropriate interview panel for any recruitment to be undertaken.
- 3.11** Applicants will be shortlisted based on the specific requirements of the role and the board or committee.
- 3.12** At times we may need to co-opt someone with specific skills or experience onto a board or committee for a specified period of time. The Remuneration Committee will consider these requests and recommend appropriate arrangements to the Board.

Appointments

- 3.13** On completion of the recruitment process, the Remuneration Committee will approve and recommend appointments to subsidiary boards and all committees other than itself.
- 3.14** The Thirteen Board will agree appointments to the Thirteen Board and Remuneration Committee.
- 3.15** If any of the boards or committees have concerns about an appointment, the Chair of Thirteen and Senior Independent Director will consider the concerns and review the decision. The Thirteen Board's decision will be final.
- 3.16** All newly appointed board and committee members sign an Agreement for Services to confirm acceptance of and commitment to the role.
- 3.17** Circumstances in which individuals will be excluded from becoming a board or committee member are detailed in Thirteen's Rules.
- 3.18** A member who has left the organisation after serving the maximum term of office cannot be re-appointed for at least 3 years.
- 3.19** Chairs of committees cannot be appointed to another committee.
- 3.20** Employees of other housing associations:
- Cannot be a board or committee member at Thirteen if their housing association is either based or delivering services in or adjacent to Thirteen's operating areas, or any area where there is potential for Thirteen to expand its services.
 - May be considered if their housing association is sufficiently removed from Thirteen's operating areas. Each applicant will be considered on an individual basis, based on the geography, housing association, and their role, skills and knowledge.

- 3.21** The same criteria will be applied to existing board and committee members who take up an appointment with another housing association and this may result in the termination of their membership.

Induction and ongoing development

- 3.22** We have a comprehensive onboarding programme for new members, which is reviewed on a regular basis to ensure it remains appropriate, relevant and up to date.
- 3.23** New members receive relevant information to support them in their understanding of Thirteen, our internal and external operating environments, their board/committee and their role.
- 3.24** Arrangements are made for them to meet with the Chair, Chief Executive, Executive Team and any other teams or individuals relevant to the needs of the individual or the role.
- 3.25** Site visits can also be arranged to support their understanding of our housing portfolio and the areas and communities we serve.
- 3.26** Initial learning and development requirements are identified.
- 3.27** Learning and development opportunities are provided to members throughout their tenure to support them in delivering their roles. This includes specific individual training requirements as well as training delivered to all members via e-learning, webinars and board development and other events.
- 3.28** Members are expected to complete corporate compliance training to ensure they are aware of essential regulatory requirements, legislation and expectations and understand Thirteen's policies and procedures.
- 3.29** External training, conference and seminar opportunities are also available for members.
- 3.30** Individual and collective training requirements are informed by the outcomes of annual performance reviews.

Performance Reviews

- 3.31** Performance review meetings are held every year to consider the performance and effectiveness of individual board and committee members, as well as the collective performance and effectiveness of each board and committee. The process identifies areas for improvement and strengths in governance and informs individual and collective development plans.
- 3.32** It is a two-way process, with the individual able to discuss any concerns or barriers affecting their contribution to the board/committee.
- 3.33** Members are appraised by the chair of their board / committee.
- 3.34** The Chair of Thirteen is appraised annually by the Senior Independent Director and feedback from the Thirteen Board informs this review.
- 3.35** The outcomes of the reviews are reported to Remuneration Committee and Thirteen Board. Recommended actions are added to the governance action plan and identified training (group and individual) is added to the learning and development plan.
- 3.36** An external review of governance arrangements, including the effectiveness of the Thirteen Board, is commissioned every three years.

Terms of Office

- 3.37** Board and committee members are appointed for a maximum of 6 years, subject to satisfactory annual performance reviews and a continued requirement for the individual's skills and knowledge. There is no guarantee that an individual will continue to the maximum term of office.
- 3.38** The terms of office of board and committee members are monitored and reviewed by the Remuneration Committee when considering recruitment and succession planning requirements.

Remuneration

- 3.39** Board and Committee members are remunerated for their contribution to Thirteen and reimbursed for reasonable expenses incurred, subject to HMRC regulations, as detailed in the *board expense guidance*. Remuneration is paid through the PAYE system with tax and national insurance deducted at source.
- 3.40** Remuneration levels are linked to roles and responsibilities.
- 3.41** They are set and reviewed by the Remuneration Committee and agreed by the Board, using independent external advice and benchmarking, as part of the external review of governance arrangements.
- 3.42** Payment is made on a monthly basis following confirmation of appointment and completion of an Agreement for Services.
- 3.43** It may be reduced or withdrawn if evidence is found that a member is failing to undertake their role properly.
- 3.44** Remuneration is disclosed on a named basis in our annual financial statements.

GOVERNANCE INFORMATION

Equality and Diversity	Initial screening does not identify any adverse impact on any of the protected characteristics
Customer Involvement and Consultation	Consultation undertaken with Board and Committee members
Environmental Sustainability	There are no issues/implications/considerations affecting environmental sustainability and social value.
Monitoring and Review	The framework will be reviewed every three years, or on change of regulation or legislation.
Responsibility	Director of Governance – Overall implementation of the framework. Head of Governance and Corporate Support - Operational delivery of the framework and associated procedures.