Waltham Forest Housing Association
Governance Manual (August 2025)

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1.0 Introduction

Waltham Forest Housing Association (WFHA) is a registered provider of social housing. We were formed in 1970 and in 1984 merged with Chingford Lions Housing Association (itself formed in 1963).

WFHA is a Registered Society under the Co-operative and Community Benefit Societies Act 2014, and as such has charitable status.

The Rules of WFHA (See Appendix 1) provide our constitution and set out how the organisation is run. The Rules are registered with the Financial Conduct Authority.

The Regulator of Social Housing (RSH) requires that all registered providers adopt a Code of Governance, and we have adopted the National Housing Federation's Code of Governance (2020).

This Manual supports our Rules and Code of Governance. Where any conflict arises, the Rules of the Association take precedence.

2.0 A framework for great governance

2.1 The Board of WFHA ensures that we comply with our Code of Governance (see Appendix 2), which is based on the following principles:

Principle 1: Mission and values	The Board sets and actively drives the organisation's social purpose, mission, values and ambitions, and through these embeds within the organization resident focus, inclusion, integrity, openness and accountability.
Principle 2: Strategy and delivery	The Board sets ambitions, plans and strategies which enable the organization to fulfil its social purpose and remain viable and sustainable and exercises demonstrable and effective oversight of its delivery.
Principle 3: Board effectiveness	The organization is led by a skilled and diverse Board which regularly reviews and capably manages its own performance and effectiveness and ensures that it complies with this Code.
Principle 4: Control and assurance	The Board actively manages the risks faced by the organization, and obtains robust assurance that controls are effective, that plans, and compliance obligations are being delivered, and that the organization is financially viable.

2.2 Our Code of Governance requires that we publish an annual report of our activities and performance. This report is launched at our AGM in September of each year.

2.3 In regularly communicating information about our work to tenants and other stakeholders, and ascertaining their views, we will have regard to the communication needs of the diverse groups and communities we serve.

2.4 The Code of Governance is supported by our:

- Code of Conduct (Appendix 3)
- Conflict of Interest (regarding formal partnerships) Policy (Appendix 4)

2.5 Other key documents include our Tenant Engagement Strategy, and:

- Financial Regulations (Appendix 5)
- Governance Processes (Appendix 6)
- Annual statement of regulatory compliance

2.6 Finally, of critical importance is Regulation, which is covered in the section below.

3.0 Regulation

3.1 Social housing providers are regulated by the Regulator of Social Housing (RSH). The RSH sets compliance standards, and these are:

Economic standards Governance and financial viability Value for money Rent	**Consumer standards** Safety and quality Transparency, influence and accountability Neighbourhood and community Tenancy
Objectives	
To ensure that providers are financially viable and properly managed and perform their functions efficiently and economically To support the provision of social housing to meet reasonable demands (by encouraging and promoting private investment in social housing) To ensure that value for money is obtained from public investment in social housing To ensure that an unreasonable burden is not imposed (directly or indirectly) on public funds To guard against the misuse of public funds	To provide safe and good quality homes and landlord services to tenants To be open with tenants and treat them with fairness and respect so that tenants can access services, raise complaints, when necessary, influence decision making and hold their landlord to account To engage with other relevant parties so that tenants can live in safe well-maintained neighbourhoods and feel safe in their homes Fair allocation and letting of homes and for how those tenancies are managed and ended by landlords

3.2 The Board ensures that we comply with Regulatory Standards (see Appendix 7).

3.3 Regulation is supported by The Decent Homes Standard (see Appendix 8)

4.0 Compliance

4.1 Self-assessments against the Code of Governance and Regulatory Standards will be provided to Board on an annual basis. Compliance will be assessed via an external governance review every three years.

4.2 We will publish an annual statement of compliance with our Code of Governance and Regulatory Standards in our annual financial statements and make a reasoned statement about any areas where we do not comply.

4.3 Where a statement of non-compliance is needed, it will:

1. Be published in our annual financial statements
2. Be specific as to the circumstances
3. Explain why and how the principles of good governance are being upheld, and
4. Set out in summary any plans for the achievement of compliance with the Code.

4.4 All policies, documents and statements referred to in the Code are formally recorded as appropriate and are regularly reviewed.

5.0 Board composition, roles and responsibilities

5.1 The core purpose of the Board is to determine vision and strategy, direct, control and scrutinize WFHA's affairs. This involves delegation to paid staff and Committees and holding paid staff and Committees to account.

5.2 All members of the Board share the same legal status and have equal responsibility. Each must act only in the interests of WFHA and not on behalf of or represent any constituency or interest group. Board members must ensure that the interests of WFHA are placed before any personal interests, whether commercial or otherwise.

5.3 The Board of WFHA decides on Board composition and has decided that staff may not be Board members.

5.4 Our Board must have at least five Board members and no more than twelve members, including any co-optees.

5.5 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 our Rules, this Manual and any other statutory or regulatory requirements, in addition to providing advice to Board members on their roles and responsibilities.

5.6 WFHA will review arrangements for admission to shareholding membership every three years.

5.7 The Board member role profile and application pack are attached at Appendix 9 / 10.

6.0 Functions of the Board

6.1 In addition to matters set out in law and the Rules of WFHA, the essential functions of the Board are:

1. setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success.
2. establishing a culture that is positive, focussed on the needs of current and future residents, other customers and other key stakeholders, and embeds equality, diversity and inclusion in the organisation.
3. ensuring that the organisation operates effectively, efficiently and economically.
4. providing oversight, support, direction and constructive challenge to the organisation's Chief Executive and executives.
5. the appointment and, if necessary, the dismissal of the Chief Executive.
6. satisfying itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication.
7. establishing, overseeing and regularly reviewing a framework of delegations to committees and staff.
8. establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance, reputation and long-term viability of the organisation; and
9. holding to account the organisation's subsidiary boards, committees and senior staff for the exercise of any powers delegated to them.
10. Managing conflicts of interest.

6.2 Matters that cannot delegated and are specifically reserved for the Board's decision are:

1. Approval of the annual report and accounts (including the Code of Governance compliance statement and the directors' remuneration report).
2. Approval of any significant changes to accounting policies or practices.
3. Approval of press releases concerning matters decided by the Board.
4. Changes to the structure, size and composition of the Board.
5. Changes to WFHA's Rules or Code of Governance.
6. Ensuring adequate succession planning for the Board and senior staff.
7. Appointments to the Board.
8. Selection and removal of the Chair, Board members, CEO and Company Secretary.
9. Membership and chairing of Committees.
10. Election of members.
11. Appointment of internal and external auditors.
12. Remuneration policy for the CEO.
13. Division of responsibilities between the Chair and CEO.
14. Establishing Committees and establishing and amending terms of reference.
15. Receiving reports from Committees.
16. Undertaking an annual review of Board effectiveness and individual members' appraisals.
17. Determining the independence of members in light of their character, judgement and relationships.

7.0 Functions of the Chair and Vice Chair

7.1 The role of Chair is to lead the Board and to:

1. Be responsible for the effective conduct of the Board's business and of the general meetings, ensuring that necessary decisions are made.

2. Ensure that Board Meetings take place at appropriate intervals and start and finish at times agreed with other members.

3. Ensure that all Board Members play a full part in meetings and can express their views before any important decision is taken.

4. Chair the AGM and any other special general meetings that may be called from time to time.

5. Deal with paperwork associated with the function of Chairing Board Meetings, including organising the agenda and preparing the Chair's report for the Annual Report with support from senior staff.

6. In the case of urgent business occurring between meetings, to take necessary decisions on behalf of the Board, in consultation with the Chief Executive and where appropriate other senior officers and Board Members.

7. Ensure that any decisions taken between meetings are reported to and ratified by the next Board Meeting.

8. Establish a constructive working relationship with and provide support to the Chief Executive.

9. Ensure that proper arrangements are in place to appraise the Chief Executive and review remuneration for the role.

10. Ensure, when necessary, that the Chief Executive is replaced in a timely and orderly way.

11. Carry out regular performance monitoring of the Chief Executive.

12. Ensure Committees report back their recommendations to the main Board for consideration.

13. Ensure that Board delegates sufficient authority to its Committees, the Chief Executive and others to enable the business of the Association to be carried out effectively between meetings.

14. Maintain a watching brief on Board membership, and skills of individual members and to consider recruitment to fill skill gaps.

15. Ensure that there is an effective appraisal process for individual Board members and the Board as a whole

16. Consider Board training needs and to participate in relevant training.

17. Sign cheques, payment instructions and documents requiring Board's or Chair's authorisation.

18. Attend other functions and meetings on behalf of the Association and to represent the organisation.

19. Form part of the appeals panel to hear grievances according to the procedures.

20. Assist in the recruitment of senior staff.

21. Keep abreast of legislative changes and developments in the housing field which may affect the Association.

22. Ensure that the Board receives professional advice when it is needed, either from its senior staff or from external sources.

23. Agree the role of Vice Chair.

24. Ensure that Association's affairs are conducted in accordance with generally accepted codes of performance and propriety.

7.2 The role of Vice Chair is to:

7.2.1 Support the Chair in carrying out the responsibilities set out above.

7.2.2 Deputise for the Chair in their absence or where there is a potential conflict of interest.

7.2.3 Undertake the appraisal of the Chair.

7.2.4 Assist the Chair in ensuring the effectiveness of the Board.

8.0 Functions of the Treasurer

8.1 The role of Treasurer is to liaise with the CEO and senior finance staff, on behalf of the Board, to ensure the proper and effective management of WFHA's finances and accounting practice. The Treasurer will:

1. Further the aims of WFHA by providing sound financial advice.
2. Establish a constructive working relationship and provide support to the CEO and senior finance staff.
3. Be a member of the Finance, Audit and Risk Committee.
4. Agree the draft annual accounts prior to them going to the Board.
5. In consultation with the Chief Executive and senior finance staff, review the Association's borrowing and investment strategy prior to consideration by the Board.
6. Sign cheques, payment instructions and documents as appropriate.
7. Assist in the recruitment of senior finance staff.

9.0 Functions of Committee Chairs

The role of Committee Chairs is to:

1. Be responsible for the effective conduct of the Committee's business and ensuring that necessary recommendations are decided.

2. Ensure that Committee Meetings take place at appropriate intervals and start and finish at times agreed with other members.

3. Ensure that all Committee Members play a full part in meetings and are able to express their views before any important recommendations are decided.

4. Deal with paper work associated with the function of Chairing Committee Meetings, including organising an agenda with support from senior staff.

5. Ensure that all recommendations made at meetings are reported to and ratified by the next full Board Meeting.

6. Establish a constructive working relationship with and provide support to the Senior Leadership Team.

7. Keep abreast of legislative changes and developments in the housing field which may affect the Association.

8. To ensure that the Board receives professional advice when it is needed, either from its senior staff or from external sources.

9. To ensure that Association's affairs are conducted in accordance with generally accepted codes of performance and propriety.

10. Have charge of the seal of the Association and oversee its proper affixing to relevant legal documents.

10.0 Functions of the Board Diversity Lead

10.1 Purpose: To enhance Board effectiveness by promoting the organisation's belief in a shared commitment to Equality, Diversity, and Inclusion (EDI). aligned with the organisation's value of Respect. This includes recognising and addressing structural inequalities and supporting our stance as an anti-racist organisation with zero tolerance for discrimination.

10.2 Key Responsibilities:

The Diversity Lead will:

1. Provide feedback on strategies, plans, and policies outside of formal board meetings.

2. Meet annually with the staff Wellbeing and Inclusion Group to raise the Board's profile and gather insights.

3. Act as an EDI champion at board level, fostering understanding and commitment from the Board.

4. In addition, the role supports the Board to:

• Embed EDI principles throughout the organisation.

• Identify and address gaps in EDI knowledge through learning, research and discussion.

• Ensure trustee diversity is considered in board skills audits.

• Reflect the voices of the communities served in decision-making.

• Monitor and report on progress against EDI plans and targets.

10.3 Time commitment: Approximately 2 hours per month.

10.4 The role will be subject to election every three years.

11.0 Functions of the Board Member Responsible for Complaints (MRC)

11.1 In addition to the Executive lead on complaints, the Director of Housing, the Housing Ombudsman requires a member of the governing body to take the lead in ensuring that Board is informed about complaints performance and learning.

11.2 As a minimum, the MRC and the Board must receive:

- regular updates on the volume, categories and outcomes of complaints, alongside complaint handling performance.
- regular reviews of issues and trends arising from complaint handling.
- regular updates on the outcomes of the Ombudsman's investigations and progress made in complying with orders related to severe maladministration findings, and
- an annual complaints performance and service improvement report

12.0 Board skills, renewal, review and remuneration

Skills and renewal

12.1 WFHA uses Board member role profile, a Board performance review process and succession planning to ensure the Board has the skills, qualifications and attributes required, and that there is a balance between the need for experienced members and that for new thinking and independent challenge.

12.2 Maximum tenure for all Board members and co-optees is six years, composed of up to two consecutive terms of office of three years. Where there is a strong business

case, tenure may be extended by one year, on annual basis, up to a maximum of nine years.

12.3 Where a member comes to the end of an individual term of office and is eligible for reappointment, this must be subject to the Governance Committee's consideration of the member's performance and skills, and to the wider needs of the Board at that time. The Governance Committee will make appropriate recommendations will be made to Board.

12.4 A member who has left the Board after serving the maximum tenure must not be reappointed for at least one full term of office (3 years).

12.5 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, including lived experience, to help ensure healthy debate and challenge, and a range of perspectives.

12.6 Our Board member self-review template and Board competencies and skills audit template are attached at appendix 11 and 12. Outcomes will inform succession planning.

12.7 The Chair's appraisal will be undertaken by the Vice Chair.

<u>Nomination and election</u>

12.6 Our Board members are elected by a wider shareholding membership, and we will support our shareholders so they can play an informed role in the election of Board members. In practise, this means that shareholders will receive a short biography of each individual standing for election.

12.7 The Board will ensure that new members are made aware of their responsibilities prior to appointment. The Board will also ensure that new members are appointed via a suitable selection and assessment process. (Current arrangements are outlined in Governance Processes, Appendix 6).

<u>Learning and development</u>

12.8 So they can discharge their duties all new Board members will receive a properly resourced induction, and ongoing learning and development during their tenure. (See Governance Processes, Appendix 6.)

12.9 The Board and individual members of the Board will undertake a performance review at least every two years.

12.10 The Board and each Committee will consider their effectiveness annually (see Appendix 13). This will be undertaken via discussion and include an assessment of the effectiveness of:

1. Conduct of business
2. Composition, skills, experience and diversity
3. Effectiveness in role-modelling the desired culture, values and behaviours of WFHA
4. Governing instruments including delegations, standing orders and systems
5. Timing and frequency of meetings
6. Format of agenda, quality and scope of papers, minutes and communications
7. Effectiveness of decision making, including how the views and needs of key stakeholders, including tenants, have informed decisions
8. Compliance with the Code of Governance, Governance Manual and legal duties

<u>Board member remuneration</u>

12.11 Following discussion during 2021 and 2022, Board member remuneration was introduced in October 2022. It is:

1. permitted by law and by our Rules;
2. in the best interests of the organisation;
3. reasonable and proportionate to our size, complexity and resources;
4. linked to the carrying out of the specified duties of posts, against which performance is reviewed; and
5. fully disclosed on a named basis in our annual financial statements.

12.12 The efficacy and level of Board member remuneration will be reviewed every three years.

13.0 Conduct of Board and Committee business

13.1 The Board must act within the Rules, this Manual and our Code of Conduct to ensure that its conduct is transparent, effective and in the interests of the organisation.

13.2 Governance processes for Board and Committees are attached at Appendix 6. The document provides guidance / information on:

- Arrangements for Board and Committee meetings
- Quorum

- Voting
- Declaration of interest
- Guests
- Minutes
- Urgent decisions (Chair's action)
- Special General Meetings and Special Resolutions
- Shareholder Policy and processes
- Annual General Meeting
- Board Away Day
- Recruitment to Board
- Board member training
- Expenses
- Emergency contact information
- Board member resignation
- Removal of Board members
- Removal of the Chief Executive
- Current staff organisation chart

13.3 Terms of Reference for the Finance, Audit and Risk Committee (FARC) and Human Resources, Remuneration and Governance Committee (HRRGC) are at appendices 14 and 15 respectively.

13.4 From time to time the Board may set up Working Groups or Task and Finish Groups to deal with particular tasks / projects. These groups will report back to the Board.

14.0 Audit and risk management

14.1 Our adopted Code of Governance requires that the Board must establish formal and transparent arrangements 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. The Board is supported in these areas by our Finance, Audit and Risk Committee (FARC). Please refer to FARC Terms of Reference (Appendix 14) and our Financial Regulations (Appendix 5).

15.0 The Chief Executive

15.1 The Chief Executive must be clear about the essential duties of the role and have clarity over her or his legal responsibilities, delegated authority and relationship with the Board.

15.2 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.

15.3 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 Chief Executive's contract being terminated must be specifically approved by the Board with the reasons for the decision clearly recorded.

15.4 The Board delegate to the Human Resources, Remuneration and Governance Committee responsibilities that include oversight of the appraisal of the Chief Executive (see Appendix 16) and making a recommendation to the Board on the Chief Executive's remuneration.

15.5 The Chief Executive's remuneration must be disclosed in the annual financial statements in accordance with the applicable Statement of Recommended Practice (SORP).

16.0 Company Secretary

16.1 The Board will appoint a Company Secretary (or a person with that function) with a clear accountability to the Board, to:

1. Advise the Board and senior staff on compliance with our Rules, this Manual, any other statutory or regulatory requirements and the Code of Conduct.

2. Provide advice to Board members on their roles and responsibilities.

3. Ensure WFHA complies with relevant financial and regulatory requirements, particularly the timely preparation and presentation of returns for Board approval to ensure compliance.

4. Summon and attend all meetings of the Board and ensure that minutes of those meetings are kept.

5. Keep the registers and other books determined by the Board.

6. Maintain a register of the location of all legal documents relating to the Association's title to properties, including Land Registry entries, leases and other relevant contracts.

17.0 Publishing information and dealing with the media

17.1 Board members must not publish any material that comments on the activities or policies of WFHA without the consent of the Chair of the Board.

17.2 Where a Board member wishes to publish an article unconnected with WFHA, the article must not link the member to WFHA.

17.3 Board members must not make comments to the press or other media unless authorised to do so by the Chair of the Board.

17.4 The Chair of the Board may delegate certain matters concerning contact with the media to the Chief Executive who will abide by WFHA's Media Policy.

18.0 Board member disputes and grievances

18.1 Please refer to our Policy attached at Appendix 17.0

19.0 Review of Governance

19.1 Board will review the Governance Manual every three years, or earlier if required by a change in legislation, regulation or advancement of best practice.

19.2 A formal review of Governance will be undertaken by an external specialist every three years.