

# NHF 2015 Code of Governance: compliance checklist



The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
<b>A Compliance with this code</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Document is published on EMSH.org.uk in the Articles and Documents section.	Action needed: None required
	Comments: Compliance met.		By whom: NA
			By date: NA
<b>Provisions</b>			
A1 Where a statement of non-compliance is needed, it must:			
(1) be published in the organisation's annual financial statements;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: N/A	Action needed: Any future statements of non-compliance must be uploaded onto EMSH.org.uk Articles and Documents section
	Comments: We are awaiting audited accounts expected December 2018. All statement of non-compliance shall be published with Annual Financial Statement.		By whom: Sajid Hussain
			By date: December 2018

(2) be specific to the particular circumstances of the organisation;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: N/A	Action needed: Any future statements of non-compliance must be uploaded onto EMSH.org.uk Articles and Documents section
	Comments: Complied with.		By whom: Sajid Hussain
(3) explain why and how the principles of good governance are being upheld;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: The principles of good governance are set out in 5.3 of the Governance Code. Good governance helps ensure the business runs smoothly and ethically.	Action needed: Review Annual statement of compliance
	Comments: To ensure that the tenants are receiving the best possible housing provided for an affordable price. The Directors are therefore accountable for their actions in running the organisation.		By whom: Sajid Hussain
(4) set out in summary any plans for the achievement of compliance with the code.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: All Directors and committee members have terms of reference and code of conduct documents on EMSH.org.uk in Articles and Documents section.	Action needed: All terms of reference and codes of conducts on website.
	Comments: EMSH are currently restructuring its board of Directors and the organisation committees.		By whom: Sajid Hussain
A2 Where the formal constitution of an organisation conflicts with this code, the constitution must take precedence.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Our constitution is being reviewed so that no conflict is present. The constitution will then be uploaded onto EMSH.org.uk.	Action needed: Amend Constitution and upload to website.
	Comments:		By whom: Sajid Hussain

	The constitution of EMSH is currently being altered to meet the NHF Codes of compliance.		By date: December 2018
<b>B Constitution and composition of the board</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Declaration of interests discussed in minutes of board meetings. Forthcoming meetings will include declarations from all board members to ensure conflicts of interests are not an issue.	Action needed: Discuss in Board meetings
	Comments: Framework for monitoring conflicts of interests as discussed in Governance Policy, this includes declaration of any interests at board meetings. Annual declaration from all board members to ensure any conflicts continually reviewed and mapped on formal conflict register.		By whom: Directors
			By date: On going.
<b>Provisions</b>			
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: Terms of references and Codes of conduct uploaded to website.	Action needed: Upload to website
	Board members have delegated roles. Committee members have delegated roles and are held to account as explained in the Code of Conduct and terms of reference documents.		By whom: Sajid Hussain
			By date: June 2018.

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 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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Governance policy sets out the framework for how ESMH would deal with any such conflicts and details how we will ensure no such conflicts arise and become an issue.	Action needed: Discussion at board meetings
	Comments: Our Governance Policy sets out rules of conduct and induction process of board members. This makes reference to statutory and fiduciary duties to avoid a conflict of interest and any such conflict will result in resignation of the Board member from the board.		By whom: Directors
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Full board and committee skills matrix. Annual skills review. Annual review to ensure board skills requirement remains fit for purpose.	Action needed: Annual reviews of skills.
	Comments: A full skills matrix is maintained and reviewed on an annual basis following the annual appraisal process. An overview of the skills required by the board and where the board meets these skills requirements is annually reviewed by the board. All recruitments to fill vacancies on the boards and committees is with direct reference to the skills matrix. Roles and responsibilities are delegated amongst the board.		By whom: Directors
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed: Hire more board members.
	Comments:		By whom: Directors

	EMSH are currently increasing the number of directors however only 2 will ever sit on the board.	Governance Policy will be updated and uploaded onto EMSH.org.uk as and when restructuring occurs.	By date: December 2018
B5 A majority of those present must be non-executive board members for a board meeting to be quorate.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Board made up of executive and non-executive members.	Action needed: Review annual statement of compliance
	Comments: Complied with.		By whom: Directors
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: Role of chair of board not held by executive position board member.	By date: May 2019
	Comments: Complied with.		Action needed: Review annual statement of compliance
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: Appropriately qualified company secretary in place with clear remit direct to Board.	By whom: Directors
	Comments: Appropriately qualified company secretary in place with clear remit direct to Board.		Action needed: Review annual statement of compliance
B8 Organisations with shareholders who elect the board must review their policies for admission to shareholding membership on a regular basis and with a view to supporting compliance with this code.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Not Applicable for EMSH as closed shareholding in operation	By date: May 2019
	Comments: Not Applicable for EMSH as closed shareholding in operation		Action needed: Review annual statement of compliance
			By whom: Company Directory
			By date: May 2019

<b>C Essential functions of the board</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: All documents uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Terms of reference, Code of conduct and Roles and Responsibility documents all signed by each board member to ensure compliance.		By whom: Directors
			By date: May 2019
<b>Provisions</b>			
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:	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Rules of Association Standing Orders Terms of Reference All discussed in detail in Governance Code and all uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board's essential focus is outlined in detail in the Governance policy with additional requirements in the Financial Policy		By whom: Sajid Hussain
			By date: May 2019
(1) setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Board Meeting Minutes uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board will annually review the Governance Policy at the annual Board and Member meeting. This session is used to ensure that the values and strategic objectives of the group remain valid and can be amended if necessary		By whom: Directors
			By date: May 2019

(2) setting a positive culture, with strong customer focus;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Tenants Committee minutes and reports uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board will receive quarterly performance report from all areas of the business. The board will utilise this opportunity to robustly challenge performance and customer focus. The board will regularly intake feedback from service users to improve the service.		By whom: Sajid Hussain
(3) ensuring that the organisation operates effectively, efficiently and economically;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Value for money, Procurement and other policies uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The Board will ensure the governance policy is complied with at all times to ensure this is met.		By whom: Sajid Hussain
(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: Board meeting minutes uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain
			By date: May 2018

	Board will meet quarterly with Company Director to discuss Company Director's performance and that of wider team. All the team attend the board meeting to present their individual directorate reports. All papers are issued a minimum of a week in advance to facilitate support and constructive challenge to the executive team		
(5) the appointment and if necessary the dismissal of the chief executive;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Governance Policy set out clear provisions for appointment and if necessary the dismissal of the CD and all other board members.	Action needed: Review annual statement of compliance
	Comments: the appointment and dismissal of all board members are discussed in the Governance Policy		By whom: Company Directory
(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: See Governance Policy and read in line with Financial Policy. Both uploaded to EMSH.org.uk Extensive multi-variant stress testing held at board away days to challenge the financial plan	Action needed: Review annual statement of compliance
	Comments: The board receive management accounts and financial updates at each quarterly board meeting. All budgets and business plans will be approved by the board in the annual board meeting		By whom: Company Directory
(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: Internal Controls Framework in Governance Policy and uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance



	Comments: Formal internal controls framework in place. Reviewed annually by board at meetings.		By whom: Company Directory
			By date: May 2019
(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: Risk management framework in place. Board meeting minutes uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: A risk management framework is in place and forms part of the internal controls framework. The board reviews strategic risks at each quarterly board meeting to challenge the risk and control assumption		By whom: Sajid Hussain
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: Recorded standing orders.	By date: May 2019.
	Comments: A specific section in the Standing Orders of the board details matters that are reserved for the board		Action needed: Review annual statement of compliance
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:	By whom: Sajid Hussain
	Comments: Not Applicable as no parent organisation		Action needed: Review annual statement of compliance
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:	By whom: Company Directory
			Action needed: Review annual statement of compliance
			By date: May 2019

	Comments: Not Applicable as no parent organisation		By whom: Company Directory
			By date: May 2019
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:	Action needed: Review annual statement of compliance
	Comments: Not Applicable as no parent organisation		By whom: Directors
			By date: May 2019
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:	Action needed: Review annual statement of compliance
	Comments: Not Applicable as no parent organisation		By whom: Directors
			By date: May 2019
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: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: All duties of CD set out in Governance Policy		By whom: Company Directory
			By date: May 2019
<b>D Board skills, renewal and review</b>			
<b>Main requirement</b>			

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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: As discussed in 9-9.5 Governance Policy. They will be appointed solely on merit and once appointed the board will ensure new members have received appropriate information and training to fulfill the duties of the role. When vacancies are made available they will be advertised to our own tenants to comply with Equality Act 2010 and then further advertising externally via the national housing and regional press for complete transparency.		By whom: Sajid Hussain
By date: May 2019			
<b>Provisions</b>			
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: Detailed Skills matrix in Governance Policy, reviewed in all future Board meetings	Action needed: Review annual statement of compliance
	Comments: All board appointments are mapped by the Company Secretary against a detailed skills matrix which is regularly reviewed		By whom: Sajid Hussain
By date: May 2019			

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: Governance Policy- Terms of Office, uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: 12.1. Governance Policy- The maximum term of office for elected board members shall be nine years (3 terms of 3 years)		By whom: Sajid Hussain
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: 12. 4 Governance Policy, Terms of Office Skills Matrix Annual review of board skills to AGM. Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: 12. 4 Governance Policy- Terms of Office- individual who has served a full term of three years, can be eligible for re-election to the board. This is subject to consideration of the member's appraised performance and skills.		By whom: Sajid Hussain
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: Governance Report, Terms of Office 12. 4., uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: EMSH currently operate a maximum of 9 years (three terms of three years) for any board position. Must wait minimum of one full term (three years) before re-appointment.		By whom: Sajid Hussain
			By date: May 2019

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: The Equal Opportunities Policy, uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board has a strong commitment to diversity. All board recruitments are open and transparent. Recruitments are conducted to attract individuals from wide variety of backgrounds and skills sets.		By whom: Sajid Hussain
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: Governance Policy uploaded onto EMSH.org.uk.	Action needed: Review annual statement of compliance
	Comments: All board members have voting rights and therefore will play an informed role in electing further board members.		By whom: Company Directory
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: Appointment of Board Members in governance policy uploaded to EMSH.org.uk Election to the Board	Action needed: Review annual statement of compliance
	Comments: No board members are nominated or directly elected to the board. All recruitment is subject to a comprehensive assessment process that ensure suitability of all prospective candidates		By whom: Sajid Hussain
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: Code of conduct, terms of reference uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance

	<p>Comments: The board will ensure that new members have received the appropriate information and training to fulfil the duties of the role. They will receive a detailed induction and ongoing development procedures in line with other board members to ensure all members are aware of all current matters and future issues. All new board members must read and sign terms of reference, code of conduct any all policies to ensure they understand.</p>		<p>By whom: Sajid Hussain</p> <p>By date: May 2019.</p>
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.	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence: See Governance Policy uploaded on EMSH.org.uk</p>	<p>Action needed: Review annual statement of compliance</p>
	<p>Comments: An ongoing appraisal process will be in place with a full and detailed appraisal every two years.</p>		<p>By whom: Sajid Hussain</p> <p>By date: May 2019</p>
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.	<p>Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence: Governance Policy uploaded on EMSH.org.uk</p>	<p>Action needed: Review annual statement of compliance</p>
	<p>Comments: EMSH is strictly voluntary work so no board members will be paid. In the future we may consider paying board members but this will be assessed when applicable.</p>		<p>By whom: Sajid Hussain</p> <p>By date: May 2019</p>

D11 Payment to non-executive board members must be:			
(1) permitted by law and by the organisation's own constitution;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: No payment to any Board Members, exec or non-exec.		By whom: Sajid Hussain
(2) in the best interests of the organisation;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: No payment to any Board Members, exec or non-exec.		By whom: Sajid Hussain
(3) reasonable and proportionate to the organisation's size, complexity and resources;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: No payment to any Board Members, exec or non-exec.		By whom: Sajid Hussain
(4) linked to the carrying out of the specified duties of the post, against which performance must be reviewed;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: No payment to any Board Members, exec or non-exec.		By whom: Sajid Hussain
(5) fully disclosed on a named basis in the organisation's annual financial statements.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
			By whom: Sajid Hussain

	Comments: No payment to any Board Members, exec or non-exec.		By whom: Sajid Hussain
			By date: May 2019
<b>E Conduct of board and committee business</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Board and Committee Minutes Tenants Committee terms of reference are all uploaded onto EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: All board and committee meetings are clearly minuted with decisions and debate fully documented. Tenants Committee, Audit committee have both been established.		By whom: Sajid Hussain
			By date: May 2019
<b>Provision</b>			
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: All terms of reference uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Complied with		By whom: Sajid Hussain
			By date: May 2019.
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: Board Minutes uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: All board and committee meetings are clearly minuted with decisions and debate fully documented.		By whom: Sajid Hussain
			By date: May 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: Board Minutes and Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: All Board Meetings will be formally recorded.		By whom: Sajid Hussain
E4 All boards and committees must consider annually their effectiveness and how they conduct their business, including:	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Board and committee effectiveness is reviewed as part of the appraisal process on an annual basis.		By whom: Company Directory
(1) their governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: All documentation reviewed on an annual basis		By whom: Sajid Hussain
(2) the timing and frequency of meetings;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Meetings planner and cycle of meeting reviewed on an annual basis		By whom: Sajid Hussain
(3) the format of their agendas, papers, minutes and communications;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain

	This is reviewed as part of the annual appraisal process		By date: May 2019
(4) their collective performance as a decision-making body;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Board and committee effectiveness is reviewed as part of the appraisal process on an annual basis		By whom: Sajid Hussain
(5) their compliance with this code and their legal duties.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Annual legal and corporate governance review uploaded to EMSH.org.uk	By date: May 2019
	Comments: Annual legal and corporate governance review completed and reported to board prior to annual account signoff		Action needed: Review annual statement of compliance
There must be a formal review of these matters 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: Annual legal and corporate governance review uploaded on EMSH.org.uk	By whom: Sajid Hussain
	Comments: Annual legal and corporate governance review completed and reported to board prior to annual account signoff		Action needed: Review annual statement of compliance
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: Separate Chairs in place for audit committee and the Board. No remuneration committee established.	By date: May 2019.
	Comments: The Chair does not chair either of these committees.		Action needed: Review annual statement of compliance
			By whom: Sajid Hussain
			By date: May 2019

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: Committee Membership	Action needed: Review annual statement of compliance
	Comments: Complied with.		By whom: Sajid Hussain
E7 Each committee must have formally recorded terms of 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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Terms of reference approved by board and uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Formal terms of reference in place for all committees.		By whom: Sajid Hussain
By date: May 2019			
<b>F Audit and risk</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Various policies uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Risk management, internal control systems and financial viability shall be reviewed in the annual board meetings.		By whom: Sajid Hussain
By date: May 2019			
<b>Provisions</b>			
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: Audit uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain
By date: May 2019			

	Internal Controls Framework is reviewed annually to ensure fit for purpose as part of the year end process by the Audit Committee		
F2 The organisation's external auditors must be independent and effective.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: External audit function reviewed and competitively tendered in March 2017	Action needed: Review annual statement of compliance
	Comments: External auditors are subject to an annual assessment as part of the year end process. External audit function is tendered on an 5 year basis with review annual subject to satisfactory annual performance		By whom: Sajid Hussain
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: Audit Committee in place with formal terms of reference setting out clear delegated authority levels uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Audit Committee in place with formal terms of reference setting out clear delegated authority levels		By whom: Sajid Hussain
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: Committee Composition	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain
			By date: May 2019

	Committee membership ensures that Audit Chair is not appointed to any other group committee ensuring complete independence. An independent member of the Audit committee with appropriate audit and financial skills is in place		
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: Formal meetings planner All papers and minutes available in the main office of EMSH. Full update on all committee activities provided following board meeting.	Action needed: Review annual statement of compliance
	Comments: The board's audit committee meets as part of the formal meetings programme. Additional ad hoc meetings would be facilitated if required. All papers and minutes are available to the board in the main office and copies shall be emailed to all board members. A full update is provided to each board meeting on the committee's activities.		By whom: Sajid Hussain
F6 The committee must be able to meet with the external auditors without executives or other paid staff being present at least once a year.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Private meeting with Audit Committee and external auditors held at end of year accounts approval process.	Action needed: Review annual statement of compliance
	Comments: Private meeting with Audit Committee and external auditors held at end of year accounts approval process.		By whom: Sajid Hussain
			By date: May 2019

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: Audit report presented to board uploaded to EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: Chair of audit committee must present audit report to board		
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: The composition of the audit committee is drawn solely from independent non-executive directors	Action needed: Review annual statement of compliance
	Comments: Audit committee do not carry voting rights		
F9 The board must identify and regularly review the individual and combined material risks faced by the organisation and make plans and strategies to mitigate and manage them effectively.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Quarterly reporting of group strategic risk map. Annual risk assessment and risk appetite review completed and uploaded no EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board reviews the strategic risk map on a quarterly basis. The board annually undertakes a full risk assessment and risk appetite review		
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Detailed risk maps in place. Audit Committee approve and oversee implementation of annual business assurance programme.	Action needed: Review annual statement of compliance
	Comments: See compliance detailed in F9.		
<b>G The chief executive</b>			
<b>Main requirement</b>			

There must be clear working arrangements between the board and the chief executive and clear delegation of authority.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Standing orders and Manager Director JD clearly set out working arrangements and delegation to the Manager Director	Action needed: Review annual statement of compliance
	Comments: Clear division of duties and delegation of powers are set out in the boards' standing orders documentation and the Director's job description. The Group Chair formally meets the board at least every 2 months and has a fortnightly update telephone conference. The Manager Director's performance is formally appraised each year and any issues would be addressed as part of that process		By whom: Sajid Hussain
<b>Provisions</b>			
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: Set out in Board Members Roles and Membership	Action needed: Review annual statement of compliance
	Comments: Total clarity on role of the Company Director. Role and delegation set out in Board Members Roles and membership.		By whom: Sajid Hussain
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: Please see Terms of Reference: Board and Code of Conduct.	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain
			By date: May 2019

	Chief Executive has a formal written contract in the form of terms of reference and code of conduct that is signed and subject to three months written notice as is the case for any other executive or senior manager within EMSH. This will be reviewed after first 3 years of employment.		
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: Terms of reference gives notice of termination period of 6 months when serving an employment contract. Standing orders of the board specifically reserves all matters regarding Company Director employment to the board	Action needed: Review annual statement of compliance
	Comments: Terms of reference dictate that 6 months notice is required for termination of a contract before completion when an employment contract is being served however currently all executive directors are volunteers so no remuneration granted. All matters concerning Company Director employment specifically reserved to the board		By whom: Sajid Hussain
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: NO remuneration committee	By date: May 2019
	Comments: All board members volunteers therefore no remuneration and therefore no remuneration committee in place.		Action needed: Review annual statement of compliance
			By whom: Sajid Hussain
			By date: May 2019



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:	Action needed: Review annual statement of compliance
	Comments: No remuneration for Company Director		By whom: Sajid Hussain
By date: May 2019			
<b>H Conduct, probity and openness</b>			
<b>Main requirement</b>			
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: See Governance Policy uploaded to EMSH.org.uk.	Action needed: Review annual statement of compliance
	Comments: This is all shown in EMSH code of conduct signed by all board and committee members		By whom: Sajid Hussain
By date: May 2019			
<b>Provisions</b>			
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: Governance Policy uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The Board complies with the NHF Code of Conduct 2012. Clear policies are in place regarding conflicts of interest, acceptance of gifts and hospitality. This is all contained in the governance policy		By whom: Sajid Hussain
By date: May 2019			

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:	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Robust framework for monitoring conflicts of interest in place. This includes:- Standing agenda item of declaration of interest at each board and committee meeting Annual declaration from all board and committee members to ensure any conflicts continually reviewed and mapped on formal conflict register.	Action needed: Review annual statement of compliance
	Comments: Robust framework for monitoring conflicts of interest in place. This includes:- Standing agenda item of declaration of interest at each board and committee meeting Annual declaration from all board and committee members to ensure any conflicts continually reviewed and mapped on formal conflict register		By whom: Sajid Hussain
(1) the organisation's own constitution;	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: All Board Members provided with a copy of the constitution upon appointment. this is reviewed at one to one induction.	Action needed: Review annual statement of compliance
	Comments: All conflicts dealt in a manner that is compatible with our Governance Policy and constitution		By whom: Sajid Hussain
(2) charity law;	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence:	Action needed: Review annual statement of compliance
	Comments: Not a CIO therefore no applicable		By whom: Company Directory
(3) The Co-operative and Community Benefit Societies Act 2014, concerning transactions and dealings with members and committee members;	Yes <input type="checkbox"/> No <input type="checkbox"/> Not applicable <input checked="" type="checkbox"/>	Evidence: NA	Action needed: Review annual statement of compliance
			By whom: May 2017

	Comments: Not applicable		By whom: Sajid Hussain
			By date: May 2019
(4) The Companies Act 2006, concerning how conflicts (of interest, loyalty or duty) are to be declared and managed.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Not applicable <input type="checkbox"/>	Evidence: Board and committee member induction provides an overview on this area of the law.	Action needed: Review annual statement of compliance
	Comments: Yes, where applicable however used as best practice guidance across the group for all board and committee members		By whom: Sajid Hussain
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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Governance Policy, Declaration of Interests and Conflict of Interests.	Action needed: Review annual statement of compliance
	Comments: Where a potential or actual conflict of interest is declared this would be formally recorded and the member(s) directed to leave the discussion		By whom: Sajid Hussain
H4 In the case of a fundamental or ongoing material conflict the board must consider and determine whether the person concerned should cease to be a board member.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Governance Policy, Declaration of Interests and Conflict of Interests all uploaded on EMSH.org.uk.	Action needed: Review annual statement of compliance
	Comments: In the event of an ongoing material conflict the board will determine whether the concerning board member should resign.		By whom: Sajid Hussain
			By date: May 2019

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: Conflicts of interest policy in place, please see Governance Policy uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: A conflicts of interest policy exists to effectively mitigate all potential or actual conflicts of interest		By whom: Sajid Hussain
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: Annual report uploaded on EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments: The board publish an annual report of the organisation's activities and performance in the annual financial statements and the annual report on value for money		By whom: Sajid Hussain
H7 The organisation must have in place a strategy for regularly communicating information about 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.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Evidence: Not Applicable as EMSH offers closed shareholding policies	Action needed: Review annual statement of compliance
	Comments: Not Applicable as EMSH offers closed shareholding policies		By whom: Sajid Hussain
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: Articles and documentations section of EMSH.org.uk	Action needed: Review annual statement of compliance
	Comments:		By whom: Sajid Hussain
			By date: May 2019

	EMSH publishes a large amount of information via its open and honest section. Any requests residents or other key stakeholders would be considered and facilitated unless commercially sensitive		
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This table was prepared by consultancy Campbell Tickell for the National Housing Federation. See [www.campbelltickell.com](http://www.campbelltickell.com) for further information.

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