

OPPORTUNITY HOUSING TRUST

Committee Members Handbook
And Code of Conduct

This handbook has been developed by Opportunity Housing Trust to enable members of the Board of Trustees to understand their role in the organisation's activities in order to manage those activities and functions more effectively.

The Handbook is to be read in conjunction with the following:

- *Memorandum and Articles of Association for strict legal definitions*
- *The current Corporate Strategy and Business Plan for information about Opportunity Housing Trust past, present and future*
- *Schedule of delegated authority*
- *A copy of the latest set of audited accounts*

The National Federation of Housing Associations Handbook for Trustees Committee members states that:

“Management Committee members must be absolutely clear that they hold corporate responsibility for all the activities and functions of their Association”.

Employed staff perform certain duties for which they may be called to account and various governmental, statutory organisations exist to aid the work of the Associations, but it is only the management committee members who carry out the ultimate responsibility.

Andrew Hinds in the “Governance and Management of Charities” identifies the key features of a charity governance management model as:

“The non-executive trustees and executive managers have a clear and unified view on the following”:

- Functioning effectively at trustee levels
- Planning strategically
- Defining the boundaries of management authority
- Managing the charity's activities productively
- Understanding the charity's legal and quasi-legal environment

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Section 1: **Legal responsibilities**

Introduction

Opportunity Housing Trust is registered as a company with charitable objectives under the Companies Act 1985. Company Registration Number is 1966665 and with the Charity Commissioners, Registration Number 517149.

Categories of Membership

General Membership

General Members of the Company hold one share to the value of £1 in the Company. Names of members are kept in a Register of Members. This number should be at least 3 and not exceeding 30.

Membership of the Company is at the discretion of the Board of Trustees and may include individuals, unincorporated bodies, Societies, Companies and Local Authorities. Applications from employees of the Company will be refused.

Membership of the Company provides the following rights:

- To attend the Annual General Meeting of the Company and all Extraordinary General Meetings
- To stand for election to the Board or any post of office on the Board
- To receive a copy of the Company's Annual Report incorporating a copy of the audited statutory accounts for the last accounting period
- To cast a vote on any resolution presented to the Annual General Meeting

Members are required to adhere to a code of conduct published by the Board of Trustees. Breaches of the code may lead to action to terminate the individual's membership in accordance with the Memorandum and Articles of Association of Opportunity Housing Trust.

Board Membership

The Board of Trustees manage the business of the Company and must comprise of 3 Board Members (or a greater number not exceeding 20) elected or selected by the Board of Trustees from the General Membership.

The Board of Trustees has ultimate legal responsibility for the control and conduct of the Company's affairs.

The Board of Trustees must elect a Chairperson at the first meeting after the Annual General Meeting.

Board of Trustees Members are also required to adhere to a code of conduct published by the Board of Trustees. Breaches of the code may lead to action to terminate the individual's membership in accordance with the Memorandum and Articles of Association.

At least annually the Board will appraise the skills and contribution of its members in meeting its business plan objectives and identify skill requirements that are not currently being met. The Board will also decide how to address these requirements and how to recruit or co-opt additional or replacement members of this is felt to be necessary. The training needs of existing and new members will also be reviewed at the same time.

Co-opted members

The Board of Trustees may also co-opt for any period up to 5 suitable persons to serve on the Board or any Sub Committee. These persons need not be Members of the Company.

Co-opted Members may take part in the proceedings of any Board meeting and may vote on any issue except those affecting membership of the Association or the election of Officers.

Application Procedures

General Membership

Members are individuals whose names are entered in the Membership Register.

Applications for general membership must be made to the Company's registered office on the appropriate application form. Should the Company be wound up whilst the person is still a member they will be liable to pay £1.

Applications will be considered by the Board at the next available meeting (or as soon thereafter is practicable). New members will receive the following:

- Copy of the latest set of audited statutory accounts
- Copy of the Company's Memorandum and Articles
- A copy of the Corporate Strategy and Business Plan

Board membership (casual vacancies)

Applications for general (share) Membership and appointment to a casual vacancy on the Board must be made to the Company's registered office on the

appropriate application form. This form must also be used by existing Members applying for appointment to a casual vacancy on the Board.

A copy of the application form will be sent to all elected Committee Members for information. Any comments or observations on the application should be submitted to the Chairperson at the earliest opportunity.

The Company Secretary and where reasonable, the Chairperson will meet the applicant to discuss their interest in joining the Board. The applicant will be provided with:

- Copy of the Company's latest Annual Report
- Copy of the latest set of audited statutory accounts
- Copy of the Company's Memorandum and Articles
- Copy of the Board Members Information Book
- Corporate Strategy and Business Plan
- Terms of Reference of Board of Trustees and Sub Committees
- Schedule of delegated authority
- Any other non confidential information reasonably requested

The Chairperson has authority to invite the applicant to attend non confidential meetings of Board as an observer. The invitation implies no firm commitment on the part of the Company or the applicant.

After at least two and no more than four meetings have been attended by the applicant as an observer, to include one full Board of Trustees meeting, the Board will decide whether to approve a formal resolution to appoint the applicant as a general member and/or a Board Member.

Board Membership (elections)

The Memorandum and Articles require that at each Annual General Meeting one third (or the nearest number to one third) of Members retire. Those who have served longest since they were last appointed or elected are selected for retirement.

Retiring Members can stand for re-election at the Annual General Meeting.

Nominations can also be made for Board Membership. Only Members of the Company can be nominated for election.

If the number of retiring Members seeking re-election and the number of nominations exceeds the number of places vacant on the Committee, then an election will be held at the Annual General Meeting.

Nomination forms are sent to all members in advance of the Annual General Meeting.

The applicant will attend non-confidential meetings of the Board of Trustees. After at least two and no more than four meetings have been attended by the applicant as an observer, to include one full Board of Trustees meeting, the Board will decide whether to approve a formal resolution to appoint the applicant as a general member and/or a Board Member.

Co-opted Members

Co-opted members will normally be actively sought by the Board. However, to assist the potential co-opted Member and the Board decide whether to pursue the co-option, the application procedure for casual vacancies on the Committee will be followed.

Potential Co-opted Members will be considered whether or not they wish or are invited to become a general (share) member of the Board.

Meetings

General Meetings

Annual General Meetings must be held within 15 months after the previous year's meeting. This meeting will:

- a Receive and approve the accounts and the balance sheet
- b Appoint an Auditor
- c Elect a Committee of Management (known as the Board of Trustees)
- d Transact any other general business of the organisation, included in the Notice convening the meetings.

Special General Meetings may only be called to discuss the business mentioned in the Notice to convene the meeting.

Board of Trustees Meetings

The Board must meet at least four times a year.

Three members of the Board form a quorum at full Board meetings. The quorum for any Sub Committee meetings shall be 2.

The Chairperson can be elected at the first meeting after the Annual General Meeting. If the Chairperson is not present at any meeting, another member can be elected for that meeting.

Board Members Personal Liability

The Board are legally responsible for the management of the Trust and therefore could be exposed to claims from third parties regarding any breach of duties.

To protect Board Members against personal claims, the Trust holds insurance policies which are provided through its membership of the Welsh Federation of Housing Associations and through our Insurance brokers on an annual basis.

It is a requirement of this insurance cover that any Board Member who is served with any notice of legal action relating to their membership of the Trust or its Board of Trustees must notify the Trust and the Welsh Federation of Housing Associations immediately.

Whilst this insurance policy provides substantial protection against claims, Board Members will not be protected if they knowingly perform their duties in a reckless manner. Most decisions made by Board are on the recommendation of the professional officers. However, Board Members must be aware at all times that they are legally responsible for the Trust's affairs.

Minutes, Seal, Registers and Books

Minutes must be read and signed by the Chairperson of the respective Committee and sub committees and are conclusive evidence of any facts that is written in them.

The Secretary is responsible for the Company Seal. When used, it will be registered in a specific book and be initialled by the Company Secretary and one of the following:

- Chair of the Board of Trustees or
- Chair of relevant sub committee (as appropriate)

The Register of members should be kept in the registered office of the organisation. If the names of the members are not written in the original register, then they will not be members.

A register of all mortgages and charges on land will be kept.

The organisation must keep proper books of accounts.

Annual Returns

The annual returns are sent to the Companies House with a copy of the accounts and the balance sheet, every year. (Not more than 9 months after the close of the financial year).

Section 2 Role of the Board of Trustees

Role and responsibilities of Chairperson

Article 51 of the Memorandum and Articles of Association state:

The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be a chairman of the meeting.

The role of the Chairperson is to control the meetings of the Trust, to support the Director, to ensure that business can continue, to ensure that professional advice is obtained, to represent the Trust and to appraise the performance of the Chief Executive and Board Members.

In pursuance of this role, the responsibilities of the Chairperson are as follows:

To control the conduct of meetings

The Chairperson is responsible for chairing meetings of the Trust. This will involve:

- ensuring that meetings start on time.
- ensuring that all matters on the agenda are considered by the Board.
- agreeing whether additional items should be added to the agenda under any other business.
- ensuring that all members have had the opportunity to contribute to any discussion before a decision is made.
- preventing individual members from dominating debate or exerting undue influence over the debate.
- resolving conflicting views through mediation and discussion.
- ensuring that the meeting is run efficiently whilst ensuring that all agenda items are given due consideration.
- deciding, in consultation with other members of the Board, whether any item should be withdrawn from the agenda or deferred to a later meeting.
- deciding when a decision has been reached by the Board and further debate is not necessary.

- deciding whether an open vote of Board members should be held to resolve the Committee's decision
- having a casting vote in any open vote on any matter to be decided by the Board.
- ensuring that the decision of the Board is clear and where necessary is summarised for the minutes.

The Chairperson will control the conduct of meetings in liaison with the Secretary of the Association and will act on the guidance of the Secretary regarding the procedural requirements contained in the Trust's Memorandum and Articles or any other legal requirements.

Supporting the CEO

The Chairperson will play an important role in supporting the Chief Executive as chief officer of the Association. This will involve:

- meeting the Chief Executive regularly between Board meetings.
- discussing the day to day operation of the Trust in order to identify issues requiring Board consideration.
- assisting in the setting of agendas for the Board.
- discussing the content of reports to Board in advance of Board meetings to ensure that important issues are presented clearly to Board members.
- appraising the performance of officers and members at Board meetings and considering ways of improving reports or presentations.
- liaising with and supporting the Chief Executive on operational matters when requested.
- providing support to the Chief Executive in progressing matters that have been agreed by the Board.
- have an involvement in the recruitment of senior staff delegate the responsibility to another Board of Trustees member.
- to ensure that senior staff are appropriately remunerated

Ensuring business can continue between meetings via effective delegation

The Trust operates a Schedule of Delegated Authority which sets out the levels and scope of authority delegated to officers by the Board. The Schedule also gives the Chairperson delegated authority to act on certain issues and in emergency situations.

In using emergency powers the Chairperson must comply with the following guidance:

- an emergency is defined as the need to take an action or make a decision that:
 - would normally require the approval of the Board and has not been delegated to the Chairperson by the Board.
 - if not taken would result in significant or unnecessary loss, expense or inconvenience to the Trust, its staff or customers.
- in the event of emergency action being necessary that will commit the Trust to substantial risk or expenditure a report setting out the reasons for and implications of the proposed action will be circulated to all Board members.

In exceptional cases only, as many Board members as possible will be contacted in person or by telephone and the proposed action will be discussed.

Board members will be given a clear time by which they must respond on any emergency matter, responses will be recorded.

If agreement to the proposed action cannot be obtained from those members responding then a special Board meeting will need to be arranged by giving seven clear days notice to all Board members.

The Chairperson in liaison with the Chief Executive is responsible for deciding whether this procedure need be applied.

- the use of the Chairperson's emergency powers should be noted, dated and signed by the Chief Executive who must report the action taken to the next meeting of the Board for noting.

Ensuring professional advice is obtained

On certain matters the Trust has a duty to ensure that it obtains professional advice. The Trust's Secretary and Chief Executive is responsible for ensuring that the legal responsibilities of the Trust are complied with and in liaison with the Chairperson will discuss as necessary any additional requirement that may require the approval of the Board.

The Chairperson in liaison with the Chief Executive should ensure that matters reported to Board for a decision have been subject to appropriate professional advice particularly where there is no clear precedent for the proposed action within the Trust and the action will result in substantial cost or risk.

The Chairperson should be consulted on the process for selection and appointment of the Trust's external auditors.

Ensuring compliance with the Code of Governance

The Chairperson should be aware of the content and recommendations of appropriate Codes of Practice and Governance for example, the National Federation of Housing Associations' Code of Governance and should in liaison with the Chief Executive and Board members consider the extent of the Trust's compliance and ways in which compliance could be appropriately extended.

Representing the Trust

The Chairperson has an important ambassadorial role and will often be required to present the 'public face' of the Trust. This will involve:

- being aware of and actively promoting the work, aims and objectives of Opportunity Housing Trust.
- keeping up to date with developments in the supported housing sector.
- keeping up to date with developments in good practice relevant to the work of Voluntary agencies and Registered Social landlords.
- attending and speaking at public events, meetings and conferences in order to represent the Trust.
- representing the Board to tenants, staff and members of the Trust and the public.
- making statements to the media in liaison with the Director.
- publicly supporting and explaining decisions made or actions taken by the Trust's officers and Board.
- acting in a way that commands respect for the Trust and supports the Trust's work at all times.

Appraise the performance of the CEO and Committee members

In order to assist the Board to review, appraise and improve its own performance the Chairperson has an important role in appraising the contribution of individual Board members.

The Chairperson's appraisal of individual Board members will assist in the identification of the Board's strengths and weaknesses and will assist the Board in identifying and addressing any skills shortages. The appraisal will also give Board members the opportunity to provide feedback to the Chairperson on the work of the Trust, the conduct of Board meetings, the presentation of reports and their individual training needs.

OHT operates a Staff Supervision scheme and is introducing an Annual Performance Review system for all its staff. It is the Chairperson's responsibility to appraise the Chief Executive's performance at least once per year and to provide support and feedback at other times.

The Vice-Chairperson's Role

The Trust's Committee also elects a Vice-Chairperson. The role of the Vice-Chairperson is to perform the duties of the Chairperson at their request or in the event of their unexpected absence.

Role and Responsibilities of Board Members

The role of Board members is to ensure that Opportunity Housing Trust is managed efficiently, effectively and in line with the requirements of the law and accrediting bodies, and to uphold the good name of Opportunity Housing Trust and the principles for which it stands.

In pursuance of this role, the responsibilities of Board members are as follows:

- to ensure that Opportunity Housing Trust acts within the law:
- as an employer
- in respect of equal opportunities
- in respect of Health and Safety requirements
- of a registered Company with charitable objectives
- to participate in the planning of Opportunity Housing Trust's work, setting objectives and monitoring these
- to participate and agree policies to guide Opportunity Housing Trust's work
- to ensure that decisions taken by Board are in the Trust's best interests and that its legal and moral responsibilities are met
- receiving and consider reports prepared by officers and to question these to ensure that decisions are well founded
- to regularly attend Board meetings and participate in discussions and decision making
- to take membership of at least one Sub-committee (if Sub-committees exist) and to regularly attend meetings and participate in the Trust's work
- to attend appropriate training events
- to visit the Trust's tenants and houses as appropriate, meeting tenants and agencies with which Opportunity Housing Trust works in order to keep in touch and understand the Trust's activities
- to abide by decisions of the Board of Trustees
- to treat information gained as a Member in confidence
- to not do anything to undermine the work or good name of Opportunity Housing Trust
- to be accountable for the financial viability of Opportunity Housing Trust
- to understand and take account of the financial implications of the decisions made

- to ensure that the Board Members do not make any financial gain from the organisation or receive any fees and/or allowances from time spent on the Board of Trustees. Out of pocket expenses in connection with duties can be re-imbursed.

Board Members should have skills in at least one of the following:

Essential Skills and Experiences

- Knowledge and understanding of legal duties, responsibilities and liabilities of Trustees Board Members.

To have relevant skills and experiences in one of the following:

- Financial management
- Issues affecting people with learning disabilities
- Housing Management
- Personnel Staff ,management
- Local Government functioning
- Social work/Nursing/Teaching
- Advocacy representation
- Employment Law
- Voluntary organisations
- Marketing and Public Relations
- Welfare Benefits
- Strategic Planning
- Informal Care (parents/carer)
- Tenant Participation
- Staff Training and Development
- Equal Opportunities

Attitudes and Personal Qualities

- A commitment to equal opportunities
- A commitment to anti-discriminatory practices
- A commitment to care in the community
- Integrity
- Ability to work with others within a committee structure
- Ability to exercise independent judgement
- Willingness to learn new skills

Desirable Skills and Experiences

- Knowledge of management systems and practices
- Experiences of working with people who may be disadvantaged
- Knowledge and/or experience in acting as a Chairperson and/or Vice Chairperson

Role of the Company Secretary

The main job of the Company Secretary is to make sure that the company and its directors comply with the requirements of the Companies Act.

The following tasks are those which are traditionally carried out by the Company Secretary:-

- Sending out Notices and Agenda's of members general meeting and committee meetings:
- Preparing resolutions (decisions) to be put by the committee for a vote at general meetings, and receiving and circulating members resolutions:
- Making sure that the proper procedure for electing directors, or passing resolutions at general meetings is followed:
- Notifying the Company's Registration Office (CR0) at any special or extraordinary resolutions passed by the company within 15 days after the resolutions has passed:
- Ensuring that minutes of general meetings and committee meetings are taken and circulated:
- Keeping the register of members, the register of directors and secretaries, and the register of charges, up-to-date and available for inspection:
- Preparing and filing the return:
- Notifying the CR0 of any changes in directive within 15 days of the change:
- Making sure that the company documents (e.g. the seal, the registered and the statements of guarantee made by members in joining the company) are kept totally secure:
- Ensuring that certificates of incorporation are displayed at the company office:
- Ensuring that the company name plate is displayed outside the office:
- Drawing up and sending out company membership forms:
- Arranging for the accounts to be prepared and audited at the end of each financial year:
- Ensure that the following are send out at least three weeks before the AGM:
The audited accounts for the previous financial year: copies of any proposed

ordinary, special or extraordinary resolution to be put to the AGM; a list of the present directors and details of those who will be seeking re-election; and the minutes of the last AGM:

- Ensuring that all voting and other business carried out at the AGM is done in accordance with the rules contained in the Articles of Association, and that proper minutes are taken:
- Ensuring that within two weeks after each AGM copies of any special or extraordinary resolutions are sent to the Company's Registration Office, and that the completed annual return form, and a copy of the audited accounts are also submitted to the CR0.

Financial Responsibilities

Expectations

The organisation should exercise sound financial management and ensure that they are financially viable whilst meeting their overall objectives. Board of Trustees members are also responsible for safe-guarding the assets of the organisation and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

What is Financial Management?

Financial management is managing the financial implications of the Board of Trustees decisions overall. See Risk Management Policy attached. The following information is required to enable the Trustees Board to do this:

- Individual budgets make up the corporate income & expenditure revenue account.
- Balance sheet.
- Cash flow forecasts.
- Management accounts.
- Risk analysis

Budgets

Budgets are prepared in advance and project the anticipated income & expenditure of the organisation. The budgets enable the Board of Trustees to consider the financial implications and future plans and commitments. As the year progresses actual income & expenditure, (i.e. management accounts) can be compared with the budget income & expenditure. Any variances are investigated and corrective action taken where necessary to prevent unplanned and uncontrolled expenditure and to ensure that income is collected when due.

Balance Sheet

The balance sheet shows the financial position, in terms of assets and liabilities, at a point in time.

Cash Flow Forecast

The cash flow forecast shows the movement in cash and bank balances during the course of a future period and is produced as part of the budgeting process. Its function is to anticipate the cash requirements or surpluses, and highlight critical factors such as the need for a grant to be received before a particular date.

Management Accounts

The management accounts are updated quarterly and they show income & expenditure during the year. They are regularly required to provide information to enable the Board of Trustees to manage the affairs of the organisation efficiently. They should follow the format of the budgets to determine whether the organisation's activities are in line with expectations.

This enables the organisation to make the right decisions at the right time and to monitor and evaluate the progress.

The Annual Accounts

The Companies Act 1985 requires that the Board of Trustees prepare financial statements for each financial year which give a true and fair view of the state of affairs of the organisation and of its income and expenditure for that year. In preparing those financial statements the Board of Trustees is required to:-

- Select suitable accounting policies and apply them consistently.
- Make judgements and estimates that are reasonably prudent.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statement.
- Prepare the financial statements on a 'going concern' basis unless it is inappropriate to presume that the organisation will continue to operate.

Risk Analysis

The potential risks for the organisation, beyond the period of the cash flow forecast, should be estimated. An analysis can then be made of the implications, financial and otherwise, in order for corrective action to be planned and taken.

Code of Conduct

This code has been informed by the principles of the Nolan Committee.

Selflessness:

Trustees of OHT accept that they have a general duty to act at all times in the best interests of the organisation as a whole. Within the strictures of this code they will not conduct their affairs in relation to OHT in order to gain financial or material benefits for themselves, their family, their friends or the business/organisation/institution they come from or represent.

Integrity:

Trustees of OHT will not:

- Place themselves under any financial or other obligation to outside individuals/organisations/institutions that might seek to influence them in the performance of their roles or compromise their responsibilities.
- Act with impropriety or in a manner that could reasonably be construed as improper behaviour
- Accept gifts or hospitality that might reasonably be thought to influence their judgement.
- Fail to declare any interests, personal, business or financial that could reasonably be thought to call their integrity and judgement into question.
- Fail to declare if they are disqualified by virtue of this code or the Charities Act 1993

Trustees of OHT will resign with immediate effect if fail to act in accordance with this code and /or become disqualified under the Charities Act 1993, Specifically if they:

- Have unspent convictions for offences involving deception or dishonesty or become convicted.
- Are un-discharged bankrupts, or become declared bankrupt.
- Have been at anytime or become removed from the trusteeship of a charity by the Charity Commission or the court in England and Wales or Scotland, because of mismanagement or misconduct.

- Are or become disqualified from being company directors under the Company Directors Disqualification Act 1986
- Have or fail to make payments under county court administration orders
- Have or undertake to make compositions- that is; come **to an arrangement with their creditors and have not become discharged.**

Under the terms of this code the trustees agree that it is an offence to act a trustee while disqualified under section 72 and in the event that they breach the intention of this code or become convicted of an offence under section 72 they have by their actions resigned as trustees of OHT.

Objectivity:

The Trustees of OHT will ensure that they will act solely on merit in the appointment of:

- The CEO
- Managers
- Trustees
- Chair
- Company Secretary
- Treasurer

And the awarding of:

- Contracts
- The recommendation for rewards and benefits
- Business Transactions

Accountability:

The Trustees of OHT will in accordance with this code of governance and in respect of their statutory duties:

- Comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public and customer confidence in OHT.

- Be accountable for their decisions and actions to the public, funders, service users/customers and submit themselves to what reasonable scrutiny is appropriate to their roles; including independent audit, transparent reporting and charity commission requirements.

Openness:

Trustees of OHT will ensure that:

- That all confidential information and material, including information/material about individuals and customers/service users will be treated with respect and with due care.
- That all business, decisions and actions will be conveyed as openly and transparently as possible and will only restrict information when it is clearly required in the wider interest.

Honesty:

Trustees of OHT in accordance with this code and their duty declare any interests relating to their trustee role and take steps to resolve any conflicts, actual or potential that may or have the potential to arise.

- Trustees of OHT undertake that where their private interests conflicts or has the potential to conflict with their duties as trustees to resolve this conflict in favour or the role of trustee, even if this means resigning as a trustee of OHT.
- Each Trustee of OHT will in accordance with this code make relevant declarations of interest in different roles and circumstances they hold both within and outside of OHT.

Leadership:

Trustees of OHT will;

- Promote and support the principles of leadership by example.
- Respect the role of the CEO, and in circumstances where the trustees work directly with staff they will conduct themselves in manner that does not affect the day to day management of the organisation unless the circumstance clearly require emergency action/ resolution. In most instances the Trustees will inform the CEO of any work they plan to undertake with paid staff in advance and where emergency action is required as soon as possible to the event.

Conflicts of Interest:

- Any Trustee of OHT who has or potentially has a financial/business/personal/family interest in a matter under discussion will

declare their interest and its nature and withdraw from the meeting unless s/he has a dispensation from the Chair/Vice Chair to remain or speak.

- Any Trustee of OHT who has or potentially has an interest in a matter under discussion, but which does not constitute a real danger of bias, but might cause others to reasonably think it could influence a decision will declare the nature of the interest, but can remain at the meeting and vote if s/he wishes.
- In the event of any doubt or confusion over the perceived or actual threat of a conflict of interest will be ruled and decided by the Chair- where the potential or actual conflict is in relation to the Chair then the decision will be made and ruled by the vice chair.
- Where a conflict of interest arises in over a majority of the eligible voting members no final decision will be made without seeking legal opinion and direction and the findings of such opinion will be recorded.
- The Trustees will accept the final ruling of the Chair/ Vice Chair in these circumstances.
- All declared interests will be recorded in OHT's Declaration of Interest Register that will be held by the Appointed/Elected Company Secretary. The Register will be accessible to all reasonable scrutiny.

Declaration of Commitment.

All Trustees of OHT agree to abide by this Code of Governance and the legal requirements prescribed by Government in pursuant of the aims and objectives of OHT. In accordance with this declaration all trustees will comport themselves in manner that best promotes the interests of OHT and will undertake the following duties to the best of their ability:

Duties;

- To ensure that OHT operates within the law- specifically any Acts, Statutes and Direction that has the status of Law in England and Wales in particular relation to charity law, company law and legislation in relation to employment law and health and safety.
- To ensure that OHT follows the objectives set out in its constitution/governing document.
- To ensure that OHT uses its resources only to follow these objectives.
- Make an active contribution to the Board in its work on setting the organisation's direction, policies and targets and in evaluating OHT's performance.

- To promote and safeguard the reputation and interests of OHT in the eyes of the public, customers, service users and key stakeholders.
- To take all reasonable measures to ensure that OHT is run effectively and efficiently.
- To work for OHT's financial security.
- To ensure good management of OHT's property and funds.
- To appoint, maintain and support the CEO and ensure that his/her performance is monitored.
- To work towards the interests of OHT and not outside agencies/organisations or nominating bodies.
- To use any specific knowledge or expertise to help the Board of OHT reach sound decisions.
- To always ensure legal compliance and when in doubt seek legitimate legal opinion/ guidance.

Payment of Board of Trustees Expenses

Expenses incurred, whilst on Company business, may be reclaimed at cost. Members are expected, however, to keep proper records and receipts and submit claims on the appropriate forms obtainable from the Finance Department.

For the purposes of car travel, an allowance will be set per mile, which will be reviewed at regular intervals.

Board of Trustees expenses shall be submitted to the Chief Executive for payment.

Acceptance of Gifts

Board of Trustees members and staff must not under any circumstances, accept any gift in cash. Board of Trustees members may not accept gifts in kind and members of staff are strongly discouraged from doing so, but may accept, in exceptional circumstances, a trivial gift, subject to the fact it being reported to the Director, and if appropriate, the gift being regarded as one to all staff.

Entertainment

Neither Board of Trustees members nor staff are expected to give or receive extravagant entertainment.

Opportunity Housing Trust accepts, however, that in certain circumstances such as a public relations event, reasonable entertainment may be offered. Any such entertainment is to be recorded as a separate budget item.

Supply of Information

Information about individual residents should not be disclosed.

Board of Trustees members and staff will not make use of information obtained by virtue of their connections with the organisation for personal or pecuniary advantage.

Handling of Cash

Board of Trustees members and staff will not cash personal cheques or give "i.o.u.'s" to the organisation.

Attendance at Conferences etc

Attendance at conferences, exhibitions, seminars, etc. will be approved by the Chief Executive in the case of members of staff or by the Chairperson in the case of Board members.

Equal Opportunities Policy

The organisation is committed to equal opportunities for all in accordance with its current Equal Opportunities Policy. The Chief Executive is responsible for ensuring that all staff adhere to the organisation's policy.

Complaints

Any complaints about the conducts under this Code will be referred to the Chief Executive in the case of staff members, or to the Chairperson of the Board of Trustees in the case of the Chief Executive or Board of Trustees members.

Trustee's Undertaking

I confirm my willingness to accept appointment as a Trustee of Opportunity Housing Trust. As such, I accept the responsibility of acting as a Trustee of the Charity. I have read and understood the responsibilities outlined in the document called "Trustees Handbook".

I understand that, together with my fellow Trustees', it is my duty to ensure that:-

- The Charity is abiding by its objects and constitution and operating within the constraints of the law.
- Procedures are in place to ensure that financial matters are properly and effectively managed.

I also understand that Opportunity Housing Trust is a Company Limited by Guarantee. I accept my duties as a Trustee and the responsibility to ensure that the Company complies with its statutory duties.

I am entitled to claim re-imbusement for any out-of-pocket expenses incurred in the performance of my duties, but must not derive any profit from my trusteeship except as provided in the Memorandum of Association. I will disclose the nature and extent of any personal interest and in any actual or proposed contract, or other arrangement to which the Company is, or may become a party.

I will carry out my duties with the utmost good faith, and will be impartial, and mindful of the interests of the beneficiaries of the Charity and of the object for which it is established.

Signed

Dated