



**Chartered
Institute of
Housing**

Governance Framework

Incorporating and Replacing

The Governance Framework December 2016

Approved by Governing Board

November 2021

Foreword

The Chartered Institute of Housing is the professional organisation for people who work in housing. Its purpose is to maximise the contribution that housing professionals make to the well being of communities.

In January 2012, following an extensive period of consultation, CIH introduced the most significant changes to its governance arrangements for over 25 years. In 2016, we went a step further to review those arrangements to develop a strategy for governance going forward.

In 2021 we are reviewing again to ensure this structure is fit for purpose, value for money and in line with our strategic goals, which are:

Goal 1: Be a successful, sustainable and well respected organisation

Goal 2: Be a first choice, member driven organisation, responsive to the profession

Goal 3: Provide relevant, current professional development for a world class housing profession

Goal 4: Be the leading voice for the housing profession across the UK

CIH Trustees and members of the delegated boards therefore carry an important responsibility to manage the organisation and deliver on its objectives in a way that enhances trust and support among its stakeholders.

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Introduction

Good governance is essential for the success of any organisation and is now more important than ever. Board members play a vital role in serving their chosen causes and their wider communities. They bring passion and commitment as well as skills and experience to the organisations they lead.

As a Chartered body, and registered Charity, CIH exists to fulfil our membership and charitable purposes. Trustees have a responsibility to understand the environment in which the charity is operating and to lead the charity in fulfilling its purposes as effectively as possible with the resources available.

The board's core role is a focus on strategy, performance and assurance. CIH seeks to ensure that its governance arrangements are of the highest order and inspire confidence and trust in the organisation and are aligned with the UK Corporate Governance Code, Office of the Scottish Charity Regulator and the Charity Commission Code of Governance for large charities.

This Governance Framework underpins the governance reforms that were introduced in 2012 and update to the Charter and Byelaws in 2015. It is designed to meet regulatory and statutory requirements, achieve effective self- and co-regulation, and provide the flexibility to manage changes which are inevitable for an evolving and developing organisation.

The Framework is not a rigid set of rules, rather, the Framework consists of an overall governance structure, key principles and policies.

It is recognised that, from time to time, an alternative to following a provision may be justified in particular circumstances if good governance can be achieved by other means. A condition of doing so, however, is that the reasons for it should be explained clearly and carefully to members and other stakeholders as appropriate.

Underpinning all our principles and policies is the principle of Equality, Diversity and Inclusion - for all sections of our membership and staff. We consider that this is fundamental and it is embedded in all the principles.

The main objective of this framework is forming a system of good governance through the participation of all key stakeholders with transparency and accountability and which is credible, effective and consistent with best practice.

This Governance Framework comprises three elements:

- (i) The Governance Structure
- (ii) the Governance principles;
- (iii) the Governance approach

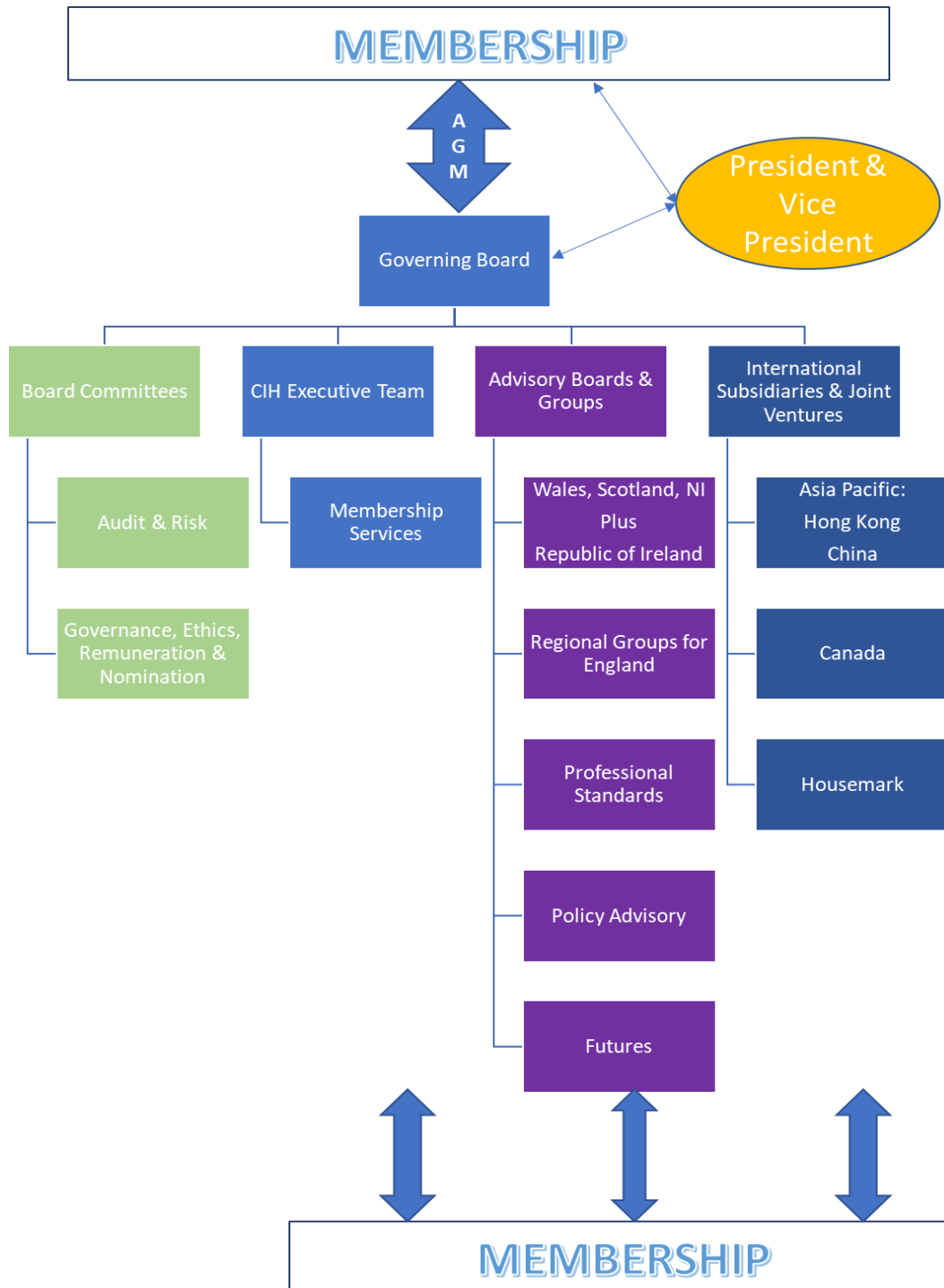
Any Appendices are clearly referenced throughout the Framework.

The governing instrument for CIH is the Charter and Byelaws, and this Framework has been developed consistent with the requirements of the Charter and Byelaws. The Charter and Byelaws take precedent over the Framework.

Governance structure

The Framework has been written to apply to all active participants in the governance of CIH and to enhance the openness and accountability to its membership.

The Governing Board may vary the name and number of Delegated Boards from time to time. The current structure is as follows:



Specific provisions regarding the delegation of powers and duties to Delegated Boards are set out in individual Terms of Reference and summarised in Appendix 1.

Governance principles

CIH is a Chartered Corporation and has been created by Royal Prerogative.

The objects of the CIH are to promote the science and art of housing, its standards and ideals and the training and education of those engaged in the profession of housing practice. To do this CIH is politically neutral and independent and it is committed to working with all appropriate and legally constituted bodies to further the objects of CIH.

Essential to the effective functioning of any board is dialogue which is both constructive and challenging. One of the ways in which constructive debate can be encouraged is through having sufficient diversity on the board. Diversity for CIH is about differences of approach and experiences and it is very important in ensuring effective engagement with key stakeholders and in order to deliver the business strategy.

One of the key roles for the board includes establishing the culture, values and ethics of the company and it is important to CIH that the board sets the correct 'tone from the top'. The Members of all our Boards and Groups and our Presidential team should lead by example and ensure that good standards of behaviour permeate throughout all levels of the organisation. This will help prevent misconduct, unethical practices and support the delivery of long-term success.

The Governing Board at CIH have signed up to this Governance Framework based upon seven key principles.

The Seven Key Principles

Trustees, members of delegated Boards and groups and the Presidential team will provide good governance and leadership by :

Principle 1

Governing Board and it's representatives are committed to the charity's cause and have joined CIH because they want to help the organisation deliver its purposes most effectively for its membership.

Members of the Governing Board are committed to good governance and continuous improvement and understand their role and responsibilities collectively and individually in relation to:

- their legal and fiduciary duties;
- their stewardship of assets;
- the provisions of the Charter and Byelaws;
- the external environment;
- the total structure of the organisation;
- setting, safeguarding and upholding the vision, values and reputation of the

- organisation at all times;
- overseeing the work of the organisation;
- managing and supporting staff and volunteers.

Principle 2

Governing Board and its representatives are clear about the organisation's aims and ensures these are being delivered effectively and sustainably.

The Governing Board will ensure that the organisation delivers its stated purposes or aims by:

- ensuring organisational purposes remain relevant and valid;
- developing and agreeing a long term strategy;
- agreeing operational plans and budgets;
- monitoring progress and spending against plan and budget;
- evaluating results, assessing outcomes and impact;
- reviewing and/or amending the plan and budget as appropriate.

Principle 3

The organisation is headed by an effective board that provides clear and strategic leadership and delegation in line with the charity's aims and values.

The Governing Board achieves this by

- Agreeing the charity's vision, values and reputation and leading by example, requiring anyone representing the organisation to reflect its values positively.
- The board, as a whole, and trustees individually, accepting collective responsibility for ensuring that the charity has a clear and relevant set of aims and an appropriate strategy for achieving them.
- Ensuring a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business.
- Ensuring no one individual has unfettered powers of decision.
- Members of the Board able to constructively challenge and help develop proposals on strategy.

Principle 4

Governing Board and its representatives work effectively both as individuals and as a team.

The Governing Board and its committees should have the appropriate balance of skills, diversity, experience, independence, and knowledge to enable them to discharge their respective duties and responsibilities effectively. These will include:

- finding and recruiting new board members to meet the organisation's changing needs in relation to skills, experience and diversity;
- providing suitable induction for new board members;
- providing all board members with opportunities for training and development according to their needs;
- periodically reviewing their performance both as individuals and as a team.

Principle 5

Governing Board and its representatives make sure that decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

As the accountable body, the Governing Board will ensure that:

- the organisation understands and complies with all legal and regulatory requirements that apply to it;
- there is sound decision-making and monitoring framework which helps the organisation deliver its purposes and it is aware of the range of financial and non-financial risks it needs to monitor and manage.
- it regularly identifies and reviews the major risks to which the organisation is exposed and has systems to monitor and manage those risks;
- where aspects of the boards role are delegated to Committees, advisory groups, staff and volunteers the Board retains responsibility and oversight.
- The board describes its 'delegations' framework which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.

Principle 6

Governing Board and its representatives act with integrity, adopt values, apply ethical principles to decisions and create a welcoming and supportive culture which helps achieve the organisation's purpose, they will:

- safeguard and promote the organisation's reputation;
- act according to high ethical standards;
- ensure compliance with all legal obligations;
- maintain independence of decision making;
- disclosure of any actual or potential conflicts to the board and dealing with these in line with the Charter and Byelaws and regularly review the conflicts of interest policy;
- the board makes objective decisions about delivering the organisation's purpose. It is not unduly influenced by those who may have special or personal interests.

Principle 7

Governing Board leads the organisation in being transparent and accountable. The organisation is open in its work, unless there is good reason for it not to be.

The Governing Board will lead the organisation in being open and accountable, both internally and externally. This will include:

- open communications, informing people about the organisation, its values and its work;
- Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to

- learn from mistakes;
- appropriate consultation on significant changes to the organisation's services or policies;
- Ensuring equality, diversity and inclusion are at the foundation of their actions;
- handling complaints constructively, impartially, confidentially and effectively, from whatever source they are received including whistleblowers.

Governance approach

To underpin the key principles set out above, CIH will have in place appropriate systems and procedures to support the delivery of good governance across the organisation.

Section a: roles and delegation

A1 Governing Board

1. The Board will meet sufficiently regularly to discharge its duties effectively, a minimum of 6 meetings per annum. The powers of the Board are as set out in the Charter and Byelaws.
2. The Board will scrutinise the performance of executive directors in meeting agreed goals and objectives and monitor the reporting of performance.
3. The Board will ensure effective communication with members and other key stakeholders.
4. The Board will have access to independent professional advice at the organisations expense where Board members judge it necessary to discharge their responsibilities.

A2 Delegation of Responsibilities

1. The Board will delegate responsibility, decisions and actions as appropriate to its Executive team, nominated committees, boards and groups as outlined in the Governance structure. These will be outlined in the specific Terms of Reference for each and delegation levels are summarised in Appendix 1.
2. The Board will ensure the democratic process of recruitment and election, by the members, of a Presidential candidate is completed and the President and Vice Presidents supported to deliver their roles.
3. The roles of Board Chair, Chief Executive and President will not be exercised by the same person.

A3 Role of Chair

1. The Chair will set the Board's agenda for business and will ensure that adequate time is available for the discussion of all items, and in particular matters of strategic importance.
2. The Chair will promote a culture of openness and debate by facilitating the effective contributions of all present and will ensure constructive relations between executive directors and Trustees.
3. The Chair will be appointed in accordance with the requirements of the Charter and Byelaws. and will maintain independence in delivering their duties and obligations.

4. The Chair will be responsible for addressing business matters which require urgent action before the Board's next scheduled meeting, and shall make decisions as required following appropriate consultation with at least two other Board members. Such decisions taken in this way will be formally reported to the next scheduled meeting of the Board.
5. The Chair will ensure that Board members receive accurate, timely and clear information to support them in the discharge of their responsibilities.
6. The Governing Board Chair will also be responsible for:
 - a. The line management of the Chief Executive.
 - b. The performance management of the Governing Board, and will regularly review and agree with individual Board members their induction, training and development needs.

A4 Delegated Committees

1. Until otherwise agreed by CIH members, there will exist an Audit and Risk Board (ARB) and a Governance, Ethics, Remuneration and Nomination (GERN) Committee and these are appointed as a Delegated Committees by the Governing Board.
2. The Audit and Risk Board will consider and report on the performance of the Governing Board to the membership in General Meeting.
3. The Chair of both delegated Boards will be a Trustee and will be recruited in accordance with the requirements of the Charter and Byelaws and their appointment must be approved by CIH members in General Meeting.
4. Each Committee, in addition to Governing Board Trustee members, will recruit one Independent Trustee.

A5 Advisory Boards and Groups

1. Regional Groups, National Boards and advisory committees have been established by appointment and derive their existence and remit from the Governing Board. They have been given delegated powers from the Governing Board according to the Charter and Byelaws (Byelaw 31 iv) and can operate only within the charitable objectives of the CIH Charter and Byelaws.
2. The Governing Board is responsible for the regulation of procedures relating to the operation of these groups, and also has discretion to determine the composition, name and tenure of them. All groups should have a chair and at least one vice chair.
3. There are currently nine Regional Groups in England, namely:
 - South West,
 - South East,
 - London,
 - Eastern,
 - East Midlands,
 - West Midlands,
 - Yorkshire and Humberside,
 - North West and

- North East.

The delegated powers and duties relate to the geographical area covered by each Regional Group.

4. There are three National Boards in Scotland, Wales and Northern Ireland. The delegated powers and duties relate to the country covered by each National Board.
5. There are 3 additional advisory groups
 - a. Professional Standards
 - b. Policy Advisory
 - c. CIH Futures – For younger membership

A6 Subsidiary Boards and Branches

1. Subsidiaries are separate legal entities and as such they have a separate Board of Directors. These Boards have a responsibility to meet any local legal and governance requirements and to report into the CIH Governing Board.
2. Branches form part of the CIH and do not exist as separate legal entities, the Executive Committee for a branch is thus a delegated committee of the Governing Board.
3. Delegated Boards and Committees exist to manage branch affairs and to organise and deliver services for members which reflect the overall objectives of the Institute and meet members' local requirements.

A7 Joint Ventures

1. CIH has a shareholding in a joint venture called Housemark. This is a separate legal entity and has its own separate Board of directors.
2. CIH maintains links with this joint venture by having a Non-Executive Director of its choice sitting on the Board of Housemark. Governing Board selects it's representative who could be a member of the Governing Board, Executive Team or other member who is suitably qualified.
3. CIH maintains operational and strategic links through regular joint CEO and Finance Director meetings.

A8 Regulation of Delegated Committees and Boards

1. As with any guidance, there has to be some mention of what happens when things do not proceed smoothly. Delegated boards and committees and the individual members of those committees must always have regard to the Institute's Charter and Byelaws, the Corporate Plan, this Governance Framework and the CIH Code of Professional Conduct (Appendix 3), CIH Conflict of Interest Policy (Appendix 4) and the Code of Ethics (Appendix 5).
2. The Framework applies only to members but where non-members are co-opted to serve on a delegated board or committee, they should also have regard to the provisions of these documents.
3. Board or group members will receive a full and tailored induction on joining their Board or group.

Section b: effectiveness

B1 Governing Board

1. Trustees will be appointed, resign or be removed in accordance with the requirements of the Charter and Byelaws.
2. The Board shall comprise individuals with a mix of skills and experience commensurate with the identified needs of the Board and as detailed in the skills matrix.
3. The Board will delegate authority for the recommendation of Board members to a Recruitment Panel consistent with the requirements of the Charter and Byelaws.
4. The search for Board candidates will be conducted, and appointments made, on merit against objective criteria and with due regard to the benefits of diversity on the Board.
5. The President will be a Trustee and will be recruited in accordance with the requirements of the Charter and Byelaws and his or her appointment must be noted by CIH members in General Meeting.
6. To ensure age diversity, a place on the Board will also be made available for a co-opted member of the Futures Board. Following an initial 2 year term the Futures Board Chair will join the Governing Board for a maximum of 2 one year co-options.
7. The Board will ensure that arrangements are in place for orderly succession for appointments to the Board, with the establishment of a clear and appropriate recruitment cycle.

B2 Evaluation

1. The Governing Board will adopt a full performance management process and this will be reported annually to the membership.
2. Governing Board will undertake a formal evaluation of its own performance at least once every year with the evaluation being linked to the performance of individual Trustees, including that of the Chair, who are to be appraised on an annual basis. Individual evaluation will aim to show whether each Trustee continues to contribute effectively, and to demonstrate commitment to the role, this will include attendance – the policy is included in Appendix 2.
3. The Chair will act on the results of the performance evaluation by recognising the strengths and weaknesses of the Board and, where appropriate, offering proposals for remedial action.
4. The delegated boards will undertake a formal evaluation of their performance at least once every year.

Section c: accountability

C1 Financial and Business Reporting

1. The CIH Annual General Meeting will have primacy and all Trustees will be required to attend and be available to answer questions on strategic direction, viability and performance as set out in the Annual Report.

2. The Governing Board will explain in the Annual Report its responsibility for preparing the Annual Report and accounts, and there will be a statement by the appointed auditor about reporting responsibilities.
3. The Board will include in the Annual Report an explanation of the basis on which CIH generates and preserves value over the longer term and the strategy for delivering the objectives of the organisation.

C2 Risk Management and Internal Control

1. The Governing Board will be responsible for determining the nature and extent of the significant risks taken in achieving its strategic objectives, and the Board should maintain sound risk management and internal control systems.
2. Through the Audit and Risk Board, the Governing Board will, at least annually, conduct a review of the effectiveness of the risk management and internal control systems, and will report progress in the Annual Report.

Section d: remuneration

D1 Payment of Trustees and Volunteers

CIH Trustees and Volunteers will not be remunerated for their work in line with the Charter and Byelaws, however, the question of payment will be kept under review. Any proposal to introduce payment will require the approval of the membership in General Meeting and the consent of the Privy Council.

D2 Expenses

Trustees, President, Vice President and volunteer delegated board members will be eligible for all reasonable out of pocket expenses incurred in the discharge of their duties. The payment of expenses will be subject to policy and approval.

Section e: relations with members and stakeholders

E1 Communication and Consultation

1. The Chair of the Governing Board will ensure that the views of CIH members and stakeholders are communicated to the Board as a whole.
2. CIH President is a significant role within CIH. This starts with their election, by the membership, as Vice President and supporting the President during his or her term of office and, it is expected, will succeed to the Presidency when that term expires.
3. The President's responsibilities are focused on an externally facing ambassadorial role and they remain key to the organisation's overall effectiveness and success.
4. The Board will state in the Annual Report the steps it has taken to ensure that Trustees develop and maintain an understanding of the views of CIH members and stakeholders.

5. The Governing Board is committed to the principle of ‘open to all’ and will endeavour to ensure that the decisions it takes are informed by evidence of its impact on professionals across the sector.
6. Where possible, Governing Board will work to ensure that its meetings are open and to that end will invite the chairs of each Regional Group and devolved Nation board to attend as observer on a rotational basis. Any additional requests to attend are to be made to the Company Secretary at least 72 hours in advance of any meeting and the Board Chair will determine confidential items.
7. Meetings, and the reporting of outcomes, will be made as accessible as is possible and to support this each of the four countries of the UK will have a nominated Governing Board member as their link into the Board.
8. The Board will ensure that the Trustee recruitment process is communicated fully and will also encourage members to consider putting themselves forward for recruitment.

E2 Constructive Use of the AGM

1. The CIH Annual General Meeting will have primacy and all Trustees will be required to attend and be available to answer questions on strategic direction and performance as set out in the Annual Report.
2. The Audit and Risk Board will make an independent report to the membership at the Annual General Meeting covering the effectiveness of CIH governance.
3. Accessibility of the Annual General Meeting is to be continuously enhanced through, for example, greater use of technology.
4. Chairs and/or Vice Chairs of all regional and national boards will be required to attend the AGM where possible.
5. CIH members will be encouraged to attend, and be able to participate in, the Annual General Meeting if they wish and to vote on matters of CIH business. CIH members unable to attend the meeting in person will be afforded full rights of proxy and the ability to vote electronically/online.

Section f: strategy development

F1 Contributions to CIH Strategy

1. Governing and delegated boards will support professional development by contributing to the development of CIH products/services/practice standards and promoting them, helping CIH to understand its members’ needs, bringing their own experience and skills as sector leaders to inform the way in which services are delivered.
2. Governing and delegated boards will help to engage with employers about their needs and professional development in the sector to help CIH to improve products and services.

3. Governing and delegated boards will input into the development and review of CIH strategy by attendance at Governing Board strategy sessions/away days, so that the services that are designed for local delivery meet regional and national needs and are distinct. This includes membership engagement and communication with members, training, seminars and events and activities to attract new members.

F2 Contributions to CIH Operations

1. After the joint strategy sessions with the Governing Board, the Regional Groups and National boards will work with the CIH executive team to develop operational plans that align with the agreed strategy. These plans will focus on member engagement and growth activity. For the Devolved Nations, wider operational plans will also be prepared which will include the Board plans for member engagement and growth.
2. The Chairs of each Delegated Board and Regional and Advisory Groups will present a report from each board annually. All plans will be reviewed collectively and then received by the Governing Board at its next meeting.
3. Regional Groups and National Boards will promote and represent CIH's vision and values, having member engagement as a priority. They will play a central role in building and sustaining CIH's membership network.
4. The Boards and Groups can form any sub-groups as they feel are necessary for delivery their activities, either to work on a specific task or to operate more closely in a distinct geographical area. They will be responsible for the appointment to, performance, operation and costs of those sub-groups.
5. Boards and Groups can raise charitable funds, for example, for the Presidential Charity.
6. The Regional Groups and National Boards shall receive relevant information on financial and operational performance and will refer any operational issues to a member of the Regional Support Team, a member of the Executive Team, or in the case of the devolved Nations to their individual Director.

F3 CIH Contributions to local and National Policy

1. Delegated boards and groups will support the development of policy and practice solutions:
 - by being key influencers within their geographical or professional areas;
 - by facilitating debate;
 - by building and sustaining important relationships at local levels;
 - by gathering policy and practice information to inform thinking and knowledge generation within CIH;
 - by seeking to input into policy outcomes.
2. Regional Groups and National Boards have different roles in relation to policy influencing and response as outlined below:

- a. Each shall have a designated regional policy officer on the board. The policy officer will lead on working with the CIH Policy and Practice team to ensure that the board are kept up to date with developments and can feed their knowledge and expertise in as appropriate.
 - b. They shall provide their contributions overall by feeding into the Policy Advisory Committee, bringing their knowledge and experience of the particular policies and the way in which they impact in their region and on the housing sector and CIH as a whole.
 - c. They shall promote excellent standards by promoting and sharing good practice across the region through events, seminars, conferences, blogs and other media, with support from the Policy and Practice and Member Engagement Teams.
3. The National Boards have a different role in supporting the development of the strategic direction of housing policy in the nations and how CIH as an organisation responds because of the devolved nature of housing policy. Where there are shared issues impacting from Westminster, the National Boards will ensure that policy teams in the nations are working closely with CIH Head Office teams.
 4. Board members will be engaged in building and sustaining relationships with key ministers, housing government officials and decision makers and promoting CIH in their contact with them. They will advise on strategy in relation to media relations and public affairs and ensure the team and Board comply with lobbying guidelines.

Section g: governance

G1. CIH Governance

1. Delegated Boards will comprise of between 9 and 15 core members, with up to a maximum of 5 co-optees.
2. They will promote the principles of good governance in the operation of their Boards in line with the CIH Governance Framework.
3. Any CIH member, irrespective of their grade, can serve as a member of a delegated Board/Group and can hold office. Regional or devolved nation members must live or work in the region or nation which they represent.
4. The recruitment process will be administered by Member Engagement Team and the Devolved Nations Offices, guided by the Company Secretary.
5. Delegated board and group members will serve for three years and (subject to the need to first create a cycle of retirements) and may serve for a further three year term, making six consecutive years in total.
6. Regional Group and National Board members who are selected must be approved and received by the wider membership at the Annual General Meeting.
7. Delegated Groups and Boards will be required to collaborate with each other wherever possible, sharing ideas and good practice and to develop a productive and strong relationship with the Governing Board. The Chairs will have opportunities each year to meet with the Chair of the Governing Board.

8. The Chairs and Governing Board links are encouraged to develop relationships and have regular contact.
9. The quorum for Regional and National Board meetings will be a minimum of one third of those appointed plus one.

G2 Co-options

1. All Boards and Groups may co-opt additional members, up to the maximum number, for a term of 1 year.
2. Any co-optee will be appointed based on a clearly identified gap in knowledge, skills or experience on the board. Co-optees do not have to be CIH members.
3. There is no formal maximum length of time a co-optee can be part of the board but the guideline is that after 12 months they would be expected to have completed their task and leave, or become a full board member.
4. Co-optees appointed to Delegated Boards who serve more than 12 months and are non CIH members, will be expected after that time to become CIH members.
5. The Governing Board may request a member of a Board or a co-optee to step down if they do not comply with CIH codes or policies.

Amendment record

Author:	Jo Grattrick – Company Secretary and Head of Governance
Date effective from:	November 2021
Name:	CIH Governance Framework – v 15
Office:	All Sites
Approved	24/11/2021
Review Date	September 2024
Department	Governance / Chief Executive’s Office

Appendix 1

Scheme of delegation of governing board authority

The Scheme of Delegation should be read alongside the Charter and Byelaws and the Governance Framework.

Where matters are referred to in the Scheme as being delegated to another entity, this refers to delegation of governance responsibility only and empowers the entity to delegate further, any governance responsibility to staff or volunteers (except where it is expressly prohibited).

Where matters have been delegated to an entity, the entity remains accountable to Governing Board for exercise of the powers delegated.

Where matters are not specified as delegated, they are reserved to Governing Board and it retains the right to revoke or modify, at its sole discretion, any or all of the powers it delegates if, for example, Governing Board is concerned that:

- delegated powers are not being used effectively in the interests of CIH Members
- the use of delegated powers is damaging the interests, or reputation, of CIH
- delegated powers are being used against the letter, or spirit, of the Charter and Byelaws and all its associated policies.

This scheme of delegation sits alongside and does not override other delegation schemes such as financial authority and terms of reference etc.

Summary of Delegation

Delegated matter	Delegation to	Limitation and Reference Document	Further delegation to	Record of delegation
Overall CIH Strategy	Reserved to the Governing Board Delegated Boards shall contribute to setting the strategy.		Reserved to the Governing Board	CIH’s Charter and Byelaws Governance Framework
Promote the improvement of regional and national member services.	Delegated Boards and Groups Presidential Team	Within CIH’s Charter and Byelaws; charitable purpose and Governance Framework to meet its short and long term objectives	Staff and Volunteers	Terms of Reference Job / role descriptions Letters of authority
Organize or support conferences, meetings, lectures, training courses or courses of instruction for members				
Do anything which is necessary, conducive or incidental to the role and responsibilities set out in the framework which forms part of the agreed annual plan				
Membership engagement and oversight				
Matters of risk, compliance and financial management	Audit and Risk Board		Audit and Risk Board members and advisors	Terms of Reference
Matters of Remuneration, Nominations, Ethics and Standards and Corporate Governance	Governance, Ethics, Remuneration and nominations Committee (GERN)		GERN members and advisors	Terms of Reference

Appendix 2

Board attendance policy

1. Aim

The Chartered Institute of Housing (CIH) recognises that Board members are volunteers but also that attendance at Board meetings is essential in order to maintain continuity and cohesion.

This Board Attendance Policy is intended to encourage regular attendance at all Board meetings and to provide clarity on any failures in such attendance.

This policy is intended to support full contribution of all board members

2. Principles

Board and committee members are expected to demonstrate their commitment to the organisation by unbroken and full attendance at the Board or committees on which they sit, except when prevented from doing so by unforeseeable events.

The Board Chair and CIH will work with the Board member where there are concerns to resolve any issues, however we cannot condone any behaviour that continues to fall short of these principles.

Prospective members of the Board shall be issued with copies of the attendance policy and asked to commit themselves to observing its terms.

Where a meeting is to be held either in the form of a teleconference or online, participation in these meetings shall be equivalent to attendance at a regular meeting.

3. Responsibilities

CIH officers shall notify Board and Committee members of forthcoming meetings no later than 21 working days before the set date of the meeting. Typically far greater notice periods, up to a year, will be provided.

Where Board members are prevented from attending any Board meeting, or part thereof, they should notify the Chair and the Governance team of their intended absence as soon as possible.

If there are one un-notified absence or two notified absences in a rolling 12 month period this will be raised with the Board member for discussion and resolution. If Board members fail to attend all of the scheduled meeting on two occasions or more in a rolling 12 month period this will also be raised.

It is the responsibility of the Board Chair to monitor the attendance of each member and to issue warnings as appropriate. If there is no improvement and no other way forward, continued absence may lead to termination from the Board.

4. **Review** – This policy will be reviewed every 3 years in line with the schedule

Appendix 3

Code of professional conduct

What do the principles mean in practice?

1. Responsibilities to the profession

- 1.1. Members must maintain the highest level of knowledge and skills throughout their careers.
- 1.2. Members must perform their duties diligently, conscientiously, without favour and with regard to the interests of their employers, professional colleagues, their customers and business associates.
- 1.3. Members must at all times work within the law. They have a responsibility to advise individuals and organisations for whom they work, (such as employers, tenant management boards), and those whom they delegate work, (such as consultants and contractors), of their respective duties.
- 1.4. Members must offer advice to those for whom they work with a view to providing housing services which best satisfy customers needs and aspirations. In particular members are expected to draw their attention to any matter which could be detrimental to housing services.

2. Personal conduct

- 2.1 Members must seek to eliminate discrimination and promote equality of opportunity for all. They must not discriminate against any individual or group on the grounds of race, ethnic origin, nationality, religion, cultural background, sex, domestic circumstances, disability, illness, age or sexual orientation.
- 2.2 Members must never use language which is likely to offend, such as racist or sexist terms.
- 2.3 Members must ensure that their private, personal, political and financial interests do not conflict with their professional duties. They must disclose to their employer, or if self employed to any relevant clients, any such direct or indirect interests, (including those of their immediate family, i.e. parents, spouse, children and siblings), which may affect or appear to affect decisions made by their employers, clients or customers, and they must not influence, or appear to influence, such decisions.
- 2.4 Members must not disclose to a third party any confidential or privileged information entrusted to them by their employers, clients or customers.
- 2.5 Advertising by members must be legal, decent, honest and truthful and must not mislead or cause public offence.
- 2.6 Members must not allow their professional judgement or conduct to be influenced or compromised by commercial considerations.
- 2.7 Members must not accept any hospitality or inducement that could influence their professional judgement in favour of the donor.

3. Terms for self-employed members *'self employed'* - members who are sole principals, partners or directors of a company, practice of firm

- 3.1 Members must have, where appropriate, adequate professional indemnity insurance to enable them to meet any claims for breach of their professional duty. The minimum amount of cover should be: £100,000 for each claim where the gross income of the company in the preceding year did not exceed that amount; or £250,000 for each claim where the gross income of the company in the preceding year exceeded £100,000 (*gross income' includes professional fees, remuneration, commission and income from all sources. It excludes sums received for the reimbursement or disbursements and any amount charged as value added tax*). a strong network of contacts across the housing and related fields and significant experience of influencing at the highest levels.
- 3.2 Members must not act for a client if there is any conflict between their own professional duty or professional interests and the interests of the client.
- 3.3 Before accepting a commission members must check whether there is likely to be a conflict between the interests of the potential client and any existing client and should inform both parties to this effect. The commission should only be accepted if both parties agree to this.
- 3.4 Members must ensure that all services provided by their organisation are carried out in accordance with the Code even when undertaken by members of their staff who are not CIH members.
- 3.5 Members must ensure that, if CIH membership details are shown on any lists of the partners, directors and / or staff of their organisation, these membership details are correctly stated and not used in such a way as to suggest that colleagues, who are not CIH members, or the organisation itself, are entitled to use the designation.

4. Responsibilities to CIH

- 8.1 Members must at all times conduct themselves in a manner which upholds the reputation of CIH.
- 8.2 Members must not do, say, or omit to do anything which might bring the profession into disrepute, be inconsistent with or detrimental to the objectives and interests of CIH or cast doubt on the members own professional integrity.
- 8.3 Members must comply with any CIH or regulations on education and continuing professional development that may be issued from time to time.
- 8.4 Members must have regard to any CIH guidance on professional practice that may be issued from time to time.
- 8.5 Members must report to CIH in its enquiries into any breach of the Code.

What happens when members do not comply with the code?

The disciplinary procedure:

CIH's disciplinary powers and procedures are set down in Section 4 (n) and Byelaw 15 of the CIH's Charter and Byelaws. Together, these provisions mean that CIH can suspend or disqualify members found "guilty of dishonourable or unprofessional conduct or of conduct prejudicially affecting the welfare of the Institute"

The disciplinary process:

- A complaint or report of misconduct about an individual member of the Chartered Institute of Housing is received by the Chief Executive. The Chief Executive will notify the Chair of the Professional Standards

Committee (PSC) that a complaint has been received. The PSC is a sub-committee of the Governing Board specially convened for the purpose of investigating matters of member conduct. Its membership composition shall be as determined by the Governing Board.

- Following initial and informal enquiries, if there appears to be some substance to the complaint, the Chief Executive is to bring the matter to the attention of the PSC, with a recommendation as to any further course of action.
- Once a matter has been referred to the PSC for investigation it shall be agreed by both parties that the investigation remains confidential until it has been concluded, subject of course to the need for the investigation which may involve contact with third parties.
- The PSC, on receipt of notification from the Chief Executive, takes a decision on the basis of the Chief Executive's recommendation as to whether to continue with the investigation or not
- If the PSC decides to continue with the investigation, it writes to the member concerned setting out the nature of the allegation or the potential breach of the Code with a request for his or her observations in relation to the allegations made and potential breach of the Code to be investigated. The member is informed that the investigation is now being carried out on a formal basis.
- The PSC shall not proceed with its investigation until the member's observations have been received and considered, or a period of two weeks has elapsed without the receipt by the PSC of a reply from the member.
- As an alternative to a written reply, the member may request an oral hearing with the PSC at which he/she may be accompanied or represented by any person of his/her choice. The PSC may also invite the complainant or such other persons as it wishes to discuss the matter with the PSC, a representative(s) of the PSC and the Chief Executive, or the Chief Executive and designated officers identified for these purposes by the PSC.

The PSC shall be empowered to terminate an investigation:

- if the complainant withdraws the complaint in writing or at a hearing of the PSC; or
- if the complainant fails after a period of two weeks to provide the PSC with such evidence or information as the PSC may request; or
- if in the opinion of the PSC the alleged breach, even if proved, would be so trivial as not to justify further action.
- If the PSC concludes that a member's conduct, whilst not constituting a breach of the Code, nevertheless falls short of accepted standards of professional practice the PSC shall be empowered to advise the member both orally and/or in writing as to the propriety of his or her actions. This advice shall not in any way be publicised.
- In the event of the PSC concluding that no breach of the Code has been proved or in the event of the PSC terminating an investigation in accordance with paragraph viii above:
- the PSC shall report such conclusions or termination of an investigation to the Governing Board with reasons for their decision;
- this report shall be received by the Governing Board for information only and shall conclude the matter, subject to the member and complainant concerned being notified in writing of the findings;
- the PSC's conclusion shall not be open to review by the Governing Board. The PSC shall not enter into correspondence regarding this conclusion either with the complainant or with any other person.

If the PSC is satisfied that a breach of the Code or other unprofessional conduct has been proved the PSC may:

- warn the member in writing as to his or her future conduct (with or without naming him or her to the wider membership);
- reprimand the member in writing (with or without naming him or her to the wider membership);
- determine to suspend the member from membership for such period, not exceeding two years, as the PSC may decide or determine to terminate the member's membership of the Institute in accordance with the provisions of Byelaw 15. Such determination shall be forwarded by the PSC to the Governing Board for ratification.

On receipt of such a determination from the PSC, a proposal to ratify such course of action shall be made to members of the Governing Board:

- any determination by the PSC that a member shall be suspended from membership or be required to resign his or her membership shall be considered at a meeting of the Governing Board of which not less than 21 day's notice shall be given to the members of Governing Board and to the member concerned stating the object of the meeting and the grounds on which the determination to suspend or to terminate his or her membership is based; and no such ratification by Governing Board of any determination shall occur except by a resolution passed by not less than 3/4 of the members of the Governing Board present and voting at the meeting and unless he or she shall at that same meeting of the Governing Board have had an opportunity of appealing against the determination of the PSC and of stating his or her defence either in writing or orally either in person or by Counsel or by Solicitor or agent and of cross examining any witnesses brought against him or her.
- if any member, which has been called upon to resign his or her membership fails to do so within seven days from the date of the requirement, the Governing Board shall remove his or her name from the Register of Members and he or she shall thereupon cease to be a member.
- a member whose membership has been suspended shall not during the period of suspension be entitled to exercise any of the rights of membership but any such suspension shall be without prejudice to the Governing Board during the period of suspension to require him or her to resign their membership.
- The Governing Board's decision regarding the ratification of the PSC's determination shall be conveyed to the member and complainant concerned in writing and shall be final.
- The Governing Board reserves the right, in the event of finding that there has been a breach of the Code, to give such publicity thereto and to any disciplinary action taken thereon as it may, in its absolute discretion deem appropriate in the interests of the Institute and the public.

Appendix 4

Conflict of interest policy

1. Aim

The principles of good governance require Board members, staff and volunteers to declare where they have a real, or perceived, conflict of interest in order for appropriate action to be considered, for example whether it would be appropriate to remove them from the decision making process.

This review of whether or not there is any kind of conflict protects the individual's credibility and reputation as well as that of the organisation by ensuring that decisions are made free of any personal gain or prejudice.

This policy is linked to, and supported by, both the CIH Governance Framework and the CIH Code of Professional Conduct.

2. Principles

A conflict of interest is any situation in which a member's personal interests, or interests that they owe to another body, may (or even may appear to) influence or affect the CIH decision making, or conflict with the interests of CIH.

It is inevitable that conflicts of interest occur but even the appearance of a conflict of interest has the potential to damage the organisation's reputation, so conflicts need to be managed carefully.

Conflicts of interest may come in a number of different forms, for example:

- Direct, or indirect (i.e for a family member), personal financial gain
- Benefit to an organisation the member is involved with, such as contract award
- Conflict of loyalties, including declaring any body or organisation that provides sponsorship

Clearly the potential for conflicts to arise is broad, so all members are required to identify conflicts of interest when they do, or might arise, however unlikely, and notify the Board or Senior management in such circumstances. They will be asked to give such details as may be required to enable the right help and advice to be provided, to protect the individual and the organisation.

All Trustees and delegated board members are asked to complete a conflict of interest reporting form on an annual basis, on which they identify other positions and responsibilities they hold. In addition, they are asked to update those details from time to time as other relevant circumstances arise.

"Declarations of interest" will be a standing item on all Board meeting agendas and any interests so declared must be recorded in the minutes of the meeting, together with any action agreed by the Board.

3. Review – This policy will be reviewed every 3 years in line with the schedule

For a conflict of interest declaration form please email governance@cih.org

Appendix 5

Code of ethics policy

1. Aim

Housing is a values-based profession. Working in housing puts professionals in a position of trust in relation to their customers, employers and the public who rely on them to make professional judgements. CIH, as one of the leading membership organisations for the Housing profession, believes that it too must be held to these standards.

Most people working in the housing sector were attracted to the profession by the opportunities to improve people's lives through the places in which they live. The principles outlined below represent a profession-wide shared view of the ethical standards that are expected of those working within housing and related sectors.

2. Principles

These principles provide a guide for behaviour where there are no specific rules in place in a particular circumstance and assist members to recognise and resolve ethical issues and value conflicts. Members at all levels of CIH whether staff, volunteers or members are expected to integrate these principles into every aspect of their professional behaviour.

The Board Chair and CIH will work with members where there are concerns to resolve any issues, however we cannot condone any behaviour that continues to fall short of these principles.

Respect for Others

This means:

- Be fair in all dealings
- Demonstrate a commitment to equality and diversity and treating people fairly
- Be courteous and willing to listen to others, and speak to people in a way they can understand by appreciating their circumstances
- Make judgements based on your professional rather than your personal opinion
- Respect others' confidential information
- Take responsibility for yourself and your work
- Understand how your actions affect others and act accordingly

Act with Integrity

This means:

- Understand and uphold your professional and legal obligations
- Be open and honest in your work
- Recognise conflicts of interest and ensure that your professional judgement is not compromised
- Build trust in yourself, your employer/business and your profession
- Honour your duty of care to your clients and customers, your colleagues, your organisation and the community in which you work and never take advantage of your position for personal gain

- Follow through on your commitments
- Be impartial in your treatment of others

Take Responsibility

This means:

- Ensure you have all the relevant information before taking action
- Take the time to understand the context of the situation and the needs of those involved
- Act within the scope of your competence and your role
- Reflect on the outcomes of your decisions and learn from them to improve your skills in the future
- Act in the best interests of others
- Ensure you consider the impact of your decisions broadly

Maintain Professional Competence

This means:

- Keep your skills and knowledge up to date so that you work effectively
- Strive to achieve the highest personal standards
- Honestly assess your development needs and commit to your own personal development
- Take responsibility for your development and don't wait for others to direct you
- Support others in their development and be an advocate for the profession
- Learn from your experience and share good practice as well as lessons from your mistakes

Make a Difference

This means:

- Trusting in your professional judgement and not being afraid to act
- Asking questions when you feel something is not right
- Fostering independence and empowering others to take control of their lives
- Challenging negative stereotypes
- Contributing positively to those you are responsible for, your colleagues, your organisation and the community
- Be an advocate for the profession
- Be prepared to be innovative and encourage change

3. Review – This policy will be reviewed every 3 years in line with the schedule