

## **ALDERNEY HOUSING ASSOCIATION LIMITED ("AHA")**

### **Board Membership guidance**

#### **1. Company set up**

AHA is a private company Limited By Guarantee and registered in Alderney. Guernsey is the sole shareholder with a £1 Share of AHA. AHA may have up to 10 Directors/Board Members. The Directors/Board Members receive no dividend, and no payment other than any legitimate expenses incurred on AHA business.

AHA is a not for profit company registered with charitable objectives.

AHA is regulated by the States of Alderney ("SoA") under the provisions of a Framework Agreement which sets out the relationship between AHA and the SoA.

The States of Alderney act as the funder and regulator to AHA, and AHA supplies Quarterly Management Accounts, Quarterly performance reports, individual project funding approval reports, audited annual accounts, and attends States Meetings to answer questions if required.

The AHA Board's key objective is to ensure that AHA's activities are managed correctly, that the Business Plan is delivered and that strategy and policy are set and reviewed. The AHA staff do the implementation and report to the Board.

AHA's constitution is contained in its Articles of Association.

- All Directors will be required to produce Identity Checks, certified copy of Passport and Utility Bill and subject to a Basic Police Check.
- Under the Framework Agreement with the States each AHA Director is required to sign an undertaking with the SoA to resign if the AHA is in default of its obligations. This will allow the SoA to take back and control the Company.

#### **2. Board Meetings**

There will be at least four formal Board meetings a year. Meetings tend to last up to 3 hours. Whilst personal attendance is preferred, Directors may in exceptional circumstances attend by telephone.

There is also a meeting between the AHA Board and the SoA at least once a year.

Matters for consideration may arise between formal meetings and in so far as they are to be considered by the Board as a whole as opposed to delegated responsibility, then these can normally be dealt with by email and/or by telephone call.

The position as Director is honorary (unpaid) but Directors can claim reasonable legitimate expenses directly incurred by reason of their position.

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### **3. Director/Board Members**

The intention is for the Directors to collectively possess the range of skills and experience to take decisions and to monitor AHA's performance and individuals will be able to contribute their own talents.

The range of collective skills could include:

- Understanding the Islands housing needs
- General business skills including staff issues and property management
- Tenants' issues and concerns
- Financial management
- Working with the States of Alderney
- Public Relations
- Strategic management and planning
- Corporate governance
- Building design and costs
- Management and maintenance of homes
- Knowledge of supported housing
- Law

Duties will include attending Board Meetings and any other related meetings. In addition you may be called upon to sign off payments to contractors and suppliers beyond the authorization of the Chief Executive – this process can be done securely and remotely electronically. There will be occasional email correspondence requiring a decision or just for information.

### **4. Corporate Governance**

The Board puts great importance on corporate governance as AHA is in part funded by tax payers' money and has a social responsibility. It is recognized that

in a relatively small business community this can give rise to difficult situations especially in the context of **conflicts of interest**. The Board will maintain a Register of Interests to provide as much transparency as possible. It is hoped that the Directors will work together and reach a consensus on decisions. It is important that the Board maintains collective responsibility for any potential controversial decisions.

In addition statements to the media should only be made by the Chairman or the Chief Executive.

A copy of the Code of Conduct is annexed.

The Company is non-political and no serving politician can be a Director. For objectivity the AHA discourages Directors from using their position for political advantage. If a Director stands for political office then they would be asked to resign.

## **5. Directors and Officers Insurance**

The Company maintains a policy of insurance against the costs of litigation against the Directors provided that they have behaved properly.

Available on request are AHA's Articles, our Framework Agreement with the States, and our latest Business Plan