

CODE OF CORPORATE GOVERNANCE POLICY – DIRECTOR GUIDANCE**1. Corporate Governance**

Alderney Housing Association (AHA) is registered with the Guernsey Charities Register (No.CH346) and is a company limited by guarantee registered in Alderney (No.1789). As AHA is, in part, funded by taxpayers' money and has a social responsibility, the Board puts great importance on corporate governance and the need to operate to the highest standards. Although a number of codes of corporate governance exist, the Finance Sector Code of Corporate Governance published by the GFSC (the "Guernsey Code") is most applicable as it consists of Principles which are readily capable of interpretation for non-financial sector businesses.

Principle 3 requires good standards of business conduct, integrity and ethical behaviour and in a relatively small business community it is most important to manage conflicts of interest. As a result Policy 003 Code of Conduct has been adopted. In conjunction with this policy the Board maintains 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 on any potential controversial decisions.

In addition statements to the media should only be made by the Chairman or the Chief Executive of GHA and AHA, or otherwise with the approval of a majority of the Board.

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 consider stepping down from their AHA Directorship.

2. Company set up

The company was incorporated on 19 August 2010 and its Memorandum and Articles set out its purpose and internal regulations. In order to ensure operational independence, its shareholders is Guernsey Housing Association LBG, with an authorised share capital of £10. In accordance with the Articles, AHA may have up to 7 Directors/Board Members. The Directors/Board Members receive no dividend, and no payment other than any legitimate expenses incurred on AHA business.

3. Regulation

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

The SoA acts as the funder and regulator to AHA, and AHA supplies five year Business Plans updated annually, Quarterly Management Accounts, Quarterly performance reports, (with 30 year cash flow projections), audited annual accounts, and attends States Committee Meetings to answer questions if required.

The Framework Agreement includes provisions (if a Default Event occurs) giving SoA Step In rights to take control of the assets and liabilities of AHA. Upon appointment to the Board and as a shareholder, or Member, the Articles require that each AHA Director sign an undertaking with the SoA to procure the appointment of a SoA nominee as a member and resign if the AHA is in default of its obligations.

4. Board Objectives and Selection

The AHA Board's key objective is to ensure a clear governance structure and that a clear and sufficient senior management structure is in place to enable them to perform their duties effectively (Principle 1). The Board retain overall responsibility that, through sound governance, the Business Plan is delivered and that strategy and policy are set and reviewed. The AHA Manager and GHA Chief Executive carry out the implementation, and report to the Board.

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

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 Guernsey
- Public Relations
- Strategic management and planning
- Corporate governance
- Building design and costs
- Management and maintenance of homes
- Knowledge of supported housing
- Law

All Directors will be required to produce Identity Checks, certified copy of Passport and Utility Bill, and subject to a Basic Police Check. Upon appointment, directors will be offered a suitable induction programme (indicative list attached in appendix 1) and encouraged to ask questions about the operation of AHA.

Duties will include attending Board Meetings and any other related meetings such as audit committee meetings annually. In addition Directors may be called upon to sign off payments to contractors and suppliers beyond the authorisation 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.

5. Board Meetings

The Board are responsible for deciding how often they should meet. Currently, there are four formal Board meetings a year, together with occasional meetings if specific significant topics require consideration and decisions. Quarterly meetings tend to last up to 2 hours. Whilst personal attendance is preferred, Directors may attend remotely by Zoom, or telephone.

The position as Director is honorary (unpaid) but Directors can claim reasonable legitimate expenses directly incurred by reason of their position. Mileage is not normally paid and meetings in Alderney do not normally incur expenses.

6. 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, the Framework Agreement with the States, and the latest Business Plan.

Approved – June 2021	Review – June 2023
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Appendix1

Board Director Induction Programme list of suitable documents

1. List of Company Policies, and Policies:
 - 001 AHA Vision & Mission
 - 002 AHA Code of Corporate Governance
 - 003 AHA Board Member Code of Conduct
 - 004 AHA Standing Orders
 - 005 AHA Terms of Reference of the Board
 - 006 AHA Financial Authorisation
 - 010 AHA Allocations and Eligibility Policy
2. AHA Business Plan
3. Framework Agreement with States of Alderney
4. Last quarterly update report to States of Alderney
5. Last AHA and SoA Liaison meeting notes.
6. GHA-AHA Service Level Agreement
7. Memorandum and Articles of Association
8. Last approved Budget & Report
9. Last 2 x Board Reports and Minutes
10. Last years audited accounts and the latest management accounts
11. Last quarterly Key Performance Indicator sheet
12. AHA Property Schedule
13. AHA Risk Register

Any duplicates of the above as part of a Board Meeting Pack will not be included