

Governance Framework

July 2020

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Officer Responsible for Review	Janice McNay

Framework Review History

[illegible]

1 FRAMEWORK STATEMENT

- 1.1 The Thirteen Board, supported by its subsidiary Boards and Committees, is responsible for determining the vision and strategy of the organisation, and directing and scrutinising its affairs.
- 1.2 It is essential that all boards and committees are made up of people with the right skills, qualifications and attributes necessary to enable them to effectively carry out their roles and responsibilities, both as individuals and as a whole.
- 1.3 This framework aims to ensure that we have:
 - An open and transparent approach to the appointment of board and committee members, maximising and making best use of the range of skills, experience, knowledge and cognitive diversity available.
 - A comprehensive onboarding programme to welcome members into the organisation and their relevant board/committee and ensure they have the knowledge and information they need to fulfil their roles.
 - A robust performance review programme to assess individual and collective performance on a regular basis, consider additional training and development needs and identify any skills gaps.
 - Learning and development opportunities for members to ensure their skills and knowledge remain relevant and up to date.
 - Clarity on terms of office and remuneration arrangements.

2 REFERENCE MATERIAL

- 2.1
 - Regulator of Social Housing Governance & Financial Viability Regulatory Standard
 - National Housing Federation Code of Governance 2015

3 FRAMEWORK CONTENTS

3.1 Recruitment

- 3.1.1 It is essential when recruiting board and committee members that we understand the skills and knowledge required to ensure each Board / Committee can effectively and competently fulfil its role and responsibilities. This includes consideration of diversity: ensuring that we have an appropriate balance of gender and people who are younger, disabled, BAME and LGBT+, to reflect the diversity of our communities and customers.
 - An open and transparent process for recruitment will be followed, at the same time ensuring Thirteen's ability to be dynamic and responsive where this is needed and appropriate.
 - An independent specialist recruitment adviser will be appointed to ensure that the process is fair and attract the best applicants.
 - The Remuneration Committee has delegated authority to agree the process and recommend an appropriate interview panel for any recruitment to be undertaken.

- Applicants will be shortlisted using the Board Competency Framework and the specific requirements of the role.
- At times we may need to co-opt someone with specific skills or experience onto a board or committee for a specified period of time. The Remuneration Committee will consider such requests and agree the co-option arrangements on behalf of the relevant Board / Committee.

3.2 Appointments

- 3.2.1 On completion of the recruitment process, the Remuneration Committee will approve and recommend appointments to subsidiary boards and all committees other than itself.
- 3.2.2 The Thirteen Board will agree appointments to the Thirteen Board and Remuneration Committee.
- 3.2.3 If any of the boards or committees have concerns about an appointment, the Chair of Thirteen and Senior Independent Director will consider the concerns and review the decision. The Thirteen Board's decision will be final.
- 3.2.4 All newly appointed board/committee members sign an Agreement for Services, to confirm acceptance of and commitment to the role.
- 3.2.5 Circumstances in which individuals will be excluded from becoming a board or committee member are detailed in Thirteen's Rules.
- 3.2.6 A member who has left the organisation after serving the maximum term of office, cannot be re-appointed for at least 3 years.

3.3 Induction and ongoing development

- 3.3.1 We have a comprehensive onboarding programme for new Board and Committee members, which is reviewed on a regular basis to ensure it remains appropriate, relevant and up to date.
- New members receive relevant information to support them in their understanding of Thirteen and their role.
 - Arrangements are made for them to meet with the Chair, Chief Executive, Executive Team and any other teams or individuals relevant to the needs of the individual or the role.
 - Initial learning and development requirements are identified.
- 3.3.2 Learning and development opportunities are provided to board and committee members throughout their tenure to ensure they are able to discharge their duties.

- This includes both specific individual training requirements as well as training delivered to all board/committee members via e-learning, webinars and board development and other events.
- External training and conference opportunities are also available for board/committee members.
- Individual and collective training requirements are informed by the outcomes of annual performance reviews.

3.4 Performance Reviews

3.4.1 Performance review meetings are held every year to consider the performance and effectiveness of individual board and committee members, as well as the collective performance and effectiveness of each board and committee. The process identifies areas for improvement and strengths in board and committee governance and informs individual and collective development plans.

- It is a two-way process, with the individual able to discuss any concerns or barriers affecting their contribution to the board/committee.
- Members are appraised by the chair of their Board / Committee.
- The Chair of Thirteen is appraised annually by the Senior Independent Director and feedback from the Thirteen Board informs this review.
- The outcomes of the reviews are reported to Remuneration Committee and Thirteen Board and inform the development of a performance review action plan, including relevant training, and individual development plans.

3.4.2 A formal external review of governance arrangements and the effectiveness of the Thirteen Board is commissioned at least once every three years.

3.5 Terms of Office

3.5.1 Board and committee members are appointed initially for a term of three years.

- The maximum term of office for board/committee members is two terms of three years.
- There is no guarantee that an individual will continue to the maximum term of office. Continuation is subject to a satisfactory annual performance review and an ongoing requirement for the individual's skills and knowledge.
- The terms of office of all board/committee members are monitored and regularly reviewed by the Remuneration Committee when considering recruitment and succession planning arrangements.

3.6 Remuneration

3.6.1 Board and Committee members are remunerated for their contribution to Thirteen and reimbursed for reasonable expenses incurred, subject to HMRC regulations.

- Remuneration levels are linked to roles and responsibilities.
- They are set and reviewed by the Remuneration Committee and agreed by the Board, using independent external advice and benchmarking as required.
- Payment is made on a monthly basis following confirmation of appointment and completion of an Agreement for Services.
- It may be reduced or withdrawn if evidence is found that a board/committee member is failing to undertake their role properly.

3.6.2 Remuneration is disclosed on a named basis in our annual financial statements.

4 GOVERNANCE INFORMATION

Equality and Diversity	Initial screening does not identify any adverse impact on any of the protected characteristics
Customer Involvement and Consultation	Consultation undertaken with Board and Committee members
Environmental Sustainability	There are no issues/implications/considerations affecting environmental sustainability and social value.
Monitoring and Review	The framework will be reviewed every three years, or on change of regulation or legislation.
Responsibility	Linda Minns – Overall implementation of the framework. Janice McNay - Operational delivery of the framework and associated procedures.