

Unipol Student Homes Good Governance Compliance 2010-2011

	CODE	UNIPOL	FUTURE ACTIONS
Preamble Complying with this code			
A1	This Code contains guidance for the good governance of voluntary and community organisations. It is intended to help and support their Board members in the important and rewarding work that they carry out. Because voluntary and community organisations vary greatly in terms of size and activity, not all of the Code will apply to all of them. But all such organisations are invited to consider all parts of the Code, and take the action that suits their circumstances in the light of the principles set out.		Some matters are outstanding relating to future co-options to the board.
A2	This Code is not mandatory, and sets out best practice. Organisations that comply with the Code are invited to state this in their annual report and other relevant published material.	In making this commitment to comply with the Code, Unipol will ensure that this is stated in each Annual Report and other relevant material. This document will also be placed on public access in the governance section of Unipol's websites and reviewed as necessary.	
A3	Where an organisation does not comply with a specific part of the Code, it is invited also to record this fact, and to set out the reasons for non-compliance.	The Code stresses that it is not necessary to apply all of the Code because this may not be appropriate but where Unipol does not comply then this is recorded with the reason for non-compliance also set out. In many cases where it is not possible to comply this is because Unipol's own governing documents must take precedence.	
A4	Where an organisation's governing document does not allow the organisation to adopt one or more recommendations of this Code, then the governing document must take precedence	Between 2005 and 2008 Unipol carried out a thorough review of all governance matters under a Chair's Group on Governance established for that purpose. The Group reviewed, changed and added to the raft of Unipol's standing orders, policies and procedures and articles in order to implement aspects of this Code, as detailed.	
A5	Organisations using this Code are advised to review their governing document, standing orders and other documentation, and consider amending them as necessary to enable their implementation of the Code.		
A6	Smaller organisations with limited resources and with few or no staff are invited to focus on the principles set out in the Code, and to state their compliance with the principles rather than the detail of the Code.		
A7	This Code has been prepared primarily to meet the needs of organisations working in England; organisations working in other parts of the United Kingdom are welcome to make use of it as they see fit.		
A8	Where voluntary and community organisations are already covered by existing Codes of Governance prepared by their representative bodies or regulators, the existing Code should take precedence. Where more than one such Code might apply, the organisation should seek advice as to which one should take precedence.		
Terminology			
A9 (a)	In this Code, we refer to: an organisation's governing body as a Board, and its members as trustees; in practice, various other equally valid terms are also used, such as committee members, governors or directors;		
A9 (b)	the senior member of an organisation's staff team as the chief executive, although again there is a range of job titles in use; and	Unipol's terminology is the same as that referred to in the Code.	
A9 (c)	the organisation's main constitutional document or instrument as being its governing document; this may in practice be referred to as its Constitution, Charter, Memorandum and Articles, Trust Deed, Rules or other term. This Code is intended to apply regardless of the terms used.		

A10	Where we use the word 'must', this refers to legal requirements or obligations on trustees. The word 'should' is otherwise used throughout, to indicate the requirements of this Code.		
Using the Code			
A11	This Code is organised in sections which follow the key principles of governance as set out on the previous page. Each section starts by restating the key principle, and then sets out a number of supporting principles. Each of these is then covered in clearly headed sub-sections. In the sub-sections, readers will find practical ways for Boards to comply with the relevant principles.		
A10	This is the first edition of this Code, and those using it are invited to comment on its application, and on any amendments they wish to suggest for future revision of the Code (see Appendix 10 for details).		
Board Leadership			
The role of the board			
B1 (a)	The Board should have a statement of its strategic and leadership roles, and of key functions which cannot be delegated. These should include as a minimum: ensuring compliance with the objects, purposes and values of the organisation, and with its governing document;	Unipol's Board has a statement of its strategic and leadership roles and of key functions that cannot be delegated. The charity's Articles and Purposes are regular policed ensuring compliance with both the Articles and Objectives.	
B1 (b)	setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;	There is a clear process, approved by the Board itself, for setting and monitoring budgets and there is a procedure for undertaking a three year strategic plan (the Forward Look) and monitoring progress within that. This monitoring has been increased with the SORP 2005 and the new format of the trustees' Annual Report.	
B1 (c)	ensuring the solvency, financial strength and good performance of the organisation;	<p>In order to improve financial accountability, scrutiny and financial planning in May 2007 the Board established a new Financial Affairs Sub Committee under the Chair of the Hon Treasurer. After 18 months of successful operation, in September 2009 the Board decided to merge the Financial Affairs Sub Committee and the Staff Review and Remunerations Sub Committee into a new Sub Committee called the <i>Financial Affairs and Staffing Sub Committee</i>.</p> <p>The terms of reference of the Sub Committee were widened to undertake staff review and promotion matters with authority from the Board in respect of members of the Senior Management team other than the Chief Executive, undertake all staff policy considerations, in particular Unipol's relationship with the University of Leeds in that regard and advise the Board accordingly and have authority, on behalf of the Board, to negotiate and agree to any necessary contractual changes in respect of individual staffing arrangements and with the University of Leeds.</p> <p>As a consequence of these additional functions the Deputy Chair of the Board was added ex officio to its membership.</p> <p>This Sub Committee has important financial and staffing oversight and scrutiny powers, including the ability, if necessary, to examine and initiate audits within Unipol's financial systems.</p> <p>Officers of the Board receive regular quarterly updates with commentary from the Chief Executive and the Financial Controller. The organisation's management accounts are presented to allow members of the Sub Committee to assess the viability and performance of each section of the organisation. Rent collection is monitored and all rent arrears are presented to the Sub Committee. External advice is taken from auditors on the level of provision hta should be made for default and bad debts.</p> <p>The Board sets the organisation's budget in November for the following year (having received the views of the Financial Affairs and Staffing Sub Committee) and receives regular financial reports on performance. It also receives the Minutes and a report from the Financial Affairs and Staffing Sub Committee.</p>	<p>"The Sub Committee, led by the Treasurer, has worked hard since its establishment to give more detailed consideration to Unipol's finances and has broadened trustees' understanding and control of Unipol's financial strategy, policies, procedures and accountability. The Sub Committee has been supported and serviced by the Financial Controller who meets regularly with the Treasurer outside the meetings and who has external mentoring and advice provided by specialist consultants.</p> <p>The charity's audit has recently been retendered and part of the new audit system will be a closer link directly between the Sub Committee and the auditors who will meet with them at least once a year."</p>

		Trustees build a number of considered contingencies into budgets to allow for a modest level of unforeseen expenditure or under performance. The Board also has policies in respect of the establishment and maintenance of specific reserves for the long term maintenance of its portfolio and also has an annually renewable reserves and investment strategy which is affirmed by the Board.	
B1 (d)	ensuring that the organisation complies with all relevant laws, regulations and requirements of its regulators;	New legislative requirements are reported to trustees with commentary outlining the impact of compliance and, where discretionary standards are available, the Board considers these, often in the framework of larger policies (risk or health and safety for example) which are regularly reviewed and reported to the Board on an annual basis.	
B1 (e)	dealing with the appointment (and if necessary the dismissal) of the organisation's chief executive;	The Review and Remunerations Group on the Chief Executive reviews the performance and determines the salary of the Chief Executive of Unipol which meets at least annually at the invitation of the Chair.	This new Group was established in September 2009 and it likely to hold its first meeting in May 2010.
B1 (f)	setting and maintaining a framework of delegation and internal control; and	Delegation and internal control is governed by a clear list of matters that the Board reserves to itself and the terms of reference to Sub Committees and Groups that are established for specific purposes. Lists of delegated powers are available to describe what is Chair's action and what powers are held by the Chair, Deputy Chair, Treasurer and Officer without Portfolio.. Up to date job descriptions are maintained for the organisation's staff.	
B1 (g)	agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.	All notes and minutes from sub committees and groups are circulated to the Board and all of these decisions are fed into the Board's as a central controlling and decision-making body. A recommendation is made in respect of delegated decisions giving the Board powers of "noting" "discussing with a view to reaching a decision" "agreeing" and "welcoming". These areas of decision-making are specifically drawn to the attention of the Board and appear in bold type in Board papers. Areas of particular risk are highlighted in the papers presented and these are backed up with an risk analysis that is presented to, and reviewed annually, by the Board	
B2	The Board must ensure that the organisation's vision, mission and values and activities remain true to its objects.		
B3	Trustees are bound by an overriding duty, individually and as a Board, to act reasonably at all times in the interests of the organisation and of its present and future beneficiaries or (in the case of a membership organisation) members.	Unipol stresses the individual aspect of becoming a trustee and has increased the emphasis on this both during the induction of new trustees and in formal induction and introduction information given to trustees.	
B4	All trustees are equally responsible in law for the Board's actions and decisions, and have equal status as trustees.	In 2008 new procedures for ensuring that trustees/Directors attended Board meetings regularly were implemented and changes were made to the Articles of Association that gave powers to the Board to enforce this. Changes were also made to the Articles that allows for up to six voting co-options to be made to Unipol's Board to enhance its skills base.	
B5	Each and every trustee must act personally, and not as the representative of any group or organisation; this applies regardless of how that person was nominated, elected or selected to become a trustee.	Attendance of trustees at Board meetings is monitored and reported on Unipol's website. Monitoring has also been extended to Sub Committee attendance and this is reported to the Board annually. Overall attendances at meetings for both Board and Sub Committee members were high.	B5 (which relates to how each and every trustee must act personally and not as the representative of any group or organisation, applying regardless of how a person was nominated, creates a particular problem for Unipol's trustees. The majority of trustees are nominated by the Principal Members (nominating currently three trustees each) and there is a natural tendency for trustees to see themselves as reflecting the values and culture of their nominating body. This area is particularly problematic with student elected officers who often come to the Board fresh from training about how they are there to represent their student members.
B6	The trustees must ensure that they remain independent, and do not come under the control of any external organisation or individual.	The Charity addresses this issue, in a letter outlined in sections D1 and D2.	Unipol stresses this individual aspect of becoming a trustee during the induction of new trustees, but also addresses this issue, in the letter proposed in sections D1 and D2.

Strategic direction			
B7	Where an organisation employs staff, the Chief Executive has responsibility for maintaining a clear division of responsibilities between the Board and the staff team. They should provide an effective link between Board and staff, informing and implementing the strategic decisions of the Board.	Operational and strategic responsibilities are highlighted in Board papers and are stressed throughout the Sub Committee structure.	
B8	Trustees should not seek to become directly involved in decisions which have been properly delegated to staff. Instead, they should hold staff to account through the Chief Executive.	B8-B9 Trustees are rarely involved in operational areas. Where this is the case, for example, in undertaking training or editing and writing documents or acting as a consultant, if there is any danger of operational and strategic responsibilities overlapping, this is reported by the Chief Executive, or via the trustee themselves, to the Board.	
B9	In the case of smaller organisations, where some trustees may be directly involved in operational decisions and matters, those concerned should make a clear distinction between their trustee role and their operational work.		
The Board in control			
Compliance			
C1 (a)	The Board must ensure that the organisation complies with: its own governing document;	Members receive copies of the governing documentation and secondary documentation at appointment. Requirements of regulators and legislators are devolved to specific staff members.	
C1 (b)	the requirements of its regulators and relevant legislation, and in particular that it submits annual returns, reports and accounts as required by law;		
C1 (c)	any statutory or regulatory requirements relating to maintenance of financial records, and external audit of its accounts; and		
C1 (d)	the requirements of all other statutes, authorities and regulations governing its work (see C2 below)		
C2 (a)	Depending on their size, the nature of their activities and the type of their governing document, organisations must ensure compliance with any of the following that apply to them: charity law and the requirements of the Charity Commission;	Unipol is required to comply with charity law and the requirements of the Charity Commission. These responsibilities are mainly carried out by the Company Secretary on behalf of the Board and matters relating to this are reported to the Board. All trustees receive the relevant publications produced by the Charity Commission and each trustee receives an electronic copy of the Charity Commission Newsletter. The Annual Return to the Charity Commission is reviewed by the whole Board annually.	
C2 (b)	Company law and the requirements of Companies House;	Company Law and the Requirements of Companies House. These responsibilities are carried out by the Company Secretary (the Deputy Chief Executive) on behalf of the Board. All relevant appointment forms and the conflicts on interest register is maintained by the Company Secretary. All signing of these documents is reported to the Board by the Company Secretary and the Interest Register is available for consultation by trustees whenever any changes or additions are made. The Deputy Chief Executive has first line responsibility for meeting the legal requirements of reporting financial information to Companies House.	Charity trustees have a new duty to report in their Trustees' Annual Report on the charity's public benefit and this was undertaken, for the first time in the 2008-2009 Trustees' Annual Report.
C2 (c)	Industrial and Provident Society law, and the requirements of the Financial Services Authority;	is not relevant to Unipol.	

C2 (d)	employment law;	<p>Employment Law. Unipol employs its staff on joint contracts with the University of Leeds. This provides for the charity to follow University of Leeds procedures (except where trustees decide otherwise when they would be advised by the University of the consequences of doing so). This staffing arrangement provides for Unipol's staff to fit within a larger and more comprehensive staffing system and set of policies. This relationship also sets up monitoring in respect of (g) for staff and recruitment.</p> <p>Unipol's staffing relationship with the University is governed by a Protocol between both parties. The Staff Review and Remunerations Sub Committee is informed of any changes affecting Unipol's staff and is briefed by senior University officials working within the Human Resources division and approves of those changes. Under the protocol the charity is free to employ its own staff directly but has chosen not to do so.</p> <p>The Deputy Chief Executive has a specific employment law and human resources remit within that job description and reports to the Staff Review and Remunerations Sub Committee, on which they sit, on any matters of note or importance. The Board receives a report at each meeting detailing any new appointments together with method of recruitment and opening salary (by grade) and the report includes information about any staff leaving the organisation.</p>	
C2 (e)	health and safety legislation;	<p>Unipol has two main Health and Safety Policies, the Health and Safety Policy for Housing and the Health and Safety Policy for Offices and Staff. These are at the centre of the organisation's health and safety regime and detail the commitments and operational requirements in this area across the whole organisation.</p> <p>Overall responsibilities for both policies falls under the Assistant Chief Executive - Technical Services who reviews those policies annually in a formal review Board. The Board of Unipol is responsible for monitoring and approving any changes to the policies and the policies are presented to the Board annually for reaffirmation.</p> <p>The lines of operational responsibility divide into the Housing policy, under the Housing Services Manager and Offices and Staff Policy, under the Assistant Chief Executive - Technical Services.</p> <p>Some aspects of health and safety are also covered by the Code of Standards and the National Code of Standards which Unipol administers on behalf of Leeds City Council and Community and Local Government (respectively). In this it is accountable to external monitoring and assessment and is subject to an independent Complaints Procedure, including an independent Tribunal system. The charity also has been audited in its compliance, on its larger developments, under the National Code. Because the charity is itself the regulator under this document the assessment was externally undertaken and the results were assessed by the independent Compliance and Verification Panel which operates under that Code and the report is given to the Board.</p> <p>In respect of its housing stock, as part of its Health and Safety Policy, the charity's housing stock is subject to an external risk assessment under the Housing Health and Safety Ratings System (Part I of the Housing Act 2004) and this also meets the current fire regulations for common parts.</p> <p>Reports on changes and systems required to ensue compliance with standards and reported directly to the Board.</p> <p>Unipol also undertakes regular external consumer research and the results of this are reported to the Board.</p>	
C2 (f)	data protection legislation;	<p>Date Protection Legislation. Unipol has a data protection policy which is delegated to the Sub Committee of IT Services and this is reviewed by them annually and any issues or changes are proposed by that Committee to the Board. The Assistant Chief Executive - Technical Services is Unipol's Data Controller and is responsible for ensuring compliance with Data Protection legislation and their responsibilities are monitored specifically by the Chair of the Sub Committee.</p>	

C2 (g)	legislation against discrimination on grounds of race, disability, gender and other factors; and	<p>Legislation Against Discrimination. In employment law and policies, Unipol's link with the University of Leeds means that these are followed and externally assured. Monitoring of appointments and promotion also takes place through the University of Leeds.</p> <p>In respect of its housing, Unipol's properties that are let by Unipol directly are let on a first come first serve basis through the market and no intervening mechanism is used, except where disability is concerned and that in those cases Unipol would make every effort to positively discriminate in favour of the student's needs.</p> <p>A possible risk related to nominations made by third parties to certain housing through an allocations procedure and in order to ensure that those third parties complied with the relevant legislation.</p> <p>The Equality and Diversity Policy will be written into any new agreements made with any third party</p>	<p>In respect of nominations made by third parties to certain housing through an allocations procedure, in order to ensure that those third parties comply with the relevant legislation, the charity will ask them to confirm this as part of any future underwrite agreement.</p> <p><i>This commenced in August 2007 and will be reviewed every three years.</i></p>
C2 (h)	any other legislation which may apply to particular organisations, such as that relating to fundraising, the protection of children or vulnerable adults, the provision of health or care services, the provision of financial advice, housing and tenancy law and others	<p>As part of its relationship with Bradford College Unipol houses a number of under 18 year old students through third party providers and Homestay arrangements. Policies are in place to identify any tenant under 18 and, where this is identified, for special case measures to be implemented, including advanced CRB checks of relevant staff.</p> <p>Unipol houses just under 400 children in its family housing. The presence of vulnerable children is taken into account in the charity's design statements and health and safety procedures. All of these children are under the care of their parents or guardians. Staff are trained to report any issues that might concern them to the Tenancy Support Officer who, in turn, would involve the statutory authorities if she felt this was appropriate.</p> <p>Unipol has a specific policy on Controlled Substances and all staff are aware of this and follow the procedures of that policy. The policy is made available to trustees at induction and reported to them from time to time.</p> <p>Unipol provides general housing advice to students as part of its activities but does not undertake advocacy or complex advice on individual issues. It recommends a standard tenancy contract which has been overseen by its legal advisors. It operates a solicitor's drop in service where those legal experts can advise students within that professional relationship on a client basis. Unipol also acts as a signposting agency and referral system to other sources of help within the areas in which it operates. It is not responsible for the advice given by those other agencies.</p> <p>Unipol is required to abide by the agreements it has made in respect of its tenancy agreements and tenancy law. As the main trainer in the sector, Unipol has excellent sources of advice and expertise in this area. From time to time tenancy agreements are automatically updated and any substantive changes are brought to the Board for approval.</p>	<p>Within its next Health and Safety Policy for Staff Unipol's Board will establish new rules for CRB checks and will take into account new procedures necessary under the new Vetting and Barring arrangements being phased in from 2010 to 2014. The Board will also approve a new policy that will deal specifically with housing under 18 year old students.</p>
C3	The Board should have policies, procedures and reporting mechanisms in place to ensure compliance with applicable legislation.	<p>Many reporting mechanisms and policies to ensure compliance with legislation are given above. Unipol's risk analysis identifies aspects of regulatory compliance and staff ownership of those tasks and the Board has put in place annual reporting that brings set policies before them on a regular basis for consideration. Details of any enforcement orders or known legislative breaches are automatically reported to the Board, together with audit management letters. Tenant complaints are kept on special file and can be consulted by trustees. These complaints are analysed annually and any trends or patterns reported to the Board. The Housing Services Manager is specifically responsible for that function.</p> <p>All correspondence regarding deposit deductions and complaints are kept on file and an annual report on this aspect of the organisation's operations is given to the Board. The Deputy Executive has a responsibility for this function.</p>	<p>Following the implementation of the Health Act 2006 Unipol now has a smoke free policy. The policy is designed to protect employees, tenants, customers, visitors and to assist compliance with the Health Act 2006. http://www.unipol.org.uk/National/Governance/Corporate_documents/smokefree.asp</p>

C4	Organisations which fundraise should comply with the relevant self-regulatory code (see Appendix 2 for further details).	The fundraising self-regulatory code is not relevant to Unipol's activities who undertake no direct fundraising from individuals and external agencies, other than other educational institutions (often in return for specific services) or earmarked grants from Government (local and central) or Government Agencies. There are financial regulations that apply to restricted funds and funds that are provided for specific purposes (mainly the local and national codes of practice and some funding from educational institutions and government departments are received, and reported, as restricted funds).	
Internal controls			
C5	The Board should set and maintain standing orders, systems of financial control, internal control, performance reporting, and policies and procedures	Unipol has, and reviews periodically, policies in respect of financial authorisation and limits of decision making by both its staff and trustees. It has a set of procedures for trustees involvement in the payments system and reports these arrangements to the Board, for review, annually. See also the response to B1(c)	
C6	The Board should ensure that there is a system for the regular review of the effectiveness of its internal controls.	Unipol's auditors are asked to make recommendations to the organisation about any weaknesses in financial controls or reporting and the Board themselves have management information to test the accuracy of budgeting to actual performance.	
C7	Larger and more complex organisations should set up an audit committee, and should also consider the use of an internal audit service.	The changes made to improve audit standards have been detailed under B1(c).	
C8	Organisations providing services to users should consider adoption of an appropriate quality assurance system, or of other forms of accreditation (see Appendix 1 for examples of relevant schemes).	Unipol is a member of all forms of accreditation that exist in respect of its services output and generally, has had a very significant hand in developing those quality assurance standards. As is reported above, it uses, within the limited resources it has, external assessment in respect of consumer satisfaction and feedback in a number of areas of its operations (training, housing supply, use of the websites, general housing conditions) and it is also subject to contractual monitoring in its partnership operations with the Local Authority and Registered Social Landlords.	
Managing risk			
C9	The Board must avoid undertaking activities which might place at undue risk the organisation's service users, beneficiaries, volunteers, staff, property, assets or reputation.	Unipol has an extensive risk analysis which was undertaken after external special list consultancy was engaged. Risk Assessment is carried out in respect of staff, fire safety and premises within the relevant Health and Safety policies.	
C10	The Board must exercise special care when investing the organisation's funds, or borrowing funds for it to use, and must comply with the organisation's governing document and any other legal requirements in doing so.	Unipol's Articles make specific reference to the powers to borrow money and make investments and the limits within which these activities must fall. These are monitored by the Board and all loans, together with their interest rate and amounts outstanding, are reported to the Board annually.	Unipol's borrowing powers were increased from a maximum of £10million to £15million following approval from the Charity Commissioners in 2008.
C11	Trustees should understand the risks facing the organisation and how these are managed and minimised. The Board should undertake a full risk assessment (either periodically or on a rolling basis) and take appropriate steps to manage the organisation's exposure to significant risks.	A full risk analysis is undertaken and reviewed annually. In terms of new developments, risk is specifically identified within each proposal and business plan approved by the Board.	

C12	The Board should obtain advice from professional advisors or others on all matters where there may be material risk to the organisation, or where the trustees may be in breach of their duties.	Material risks would be fully identified to the Board and external advice, including from the Charity Commission, would be sought. Unipol seeks advice from legal and property professionals in respect of its systems and seeks specific expertise if this is not available in-house. Unipol has a significant number of professionally qualified staff in areas of expertise and, as the main trainer in the sector, encourages on-going training and staff development within the confines of available resources and relevance to the specific requirements of the charity.	
C13	The Board should take ultimate responsibility for dealing with and managing conflicts that may arise within the organisation. This includes conflicts arising between trustees, staff, the chief executive, members, volunteers or service users.	The Board devolves certain staffing matters to the Financial Affairs and Staffing Sub Committee and any conflicts would initially be addressed by them. Any staffing issues would be dealt with, on Unipol's behalf, by the University under a Staffing Protocol and the Chair of the Board is involved in that process. Conflicts between trustees will be dealt with by the board.	
C14	The Board should have a whistleblowing policy and procedures to allow confidential reporting of matters of concern, such as misconduct, misuse of funds, mismanagement, and risks to the organisation or to people connected with it. The policy and procedures should: (a) be accessible and open to all staff, volunteers, trustees and agents of the organisation; (b) provide for those who are not confident about raising a concern with their line manager or a senior manager to have direct access to a trustee, an independent person or a regulatory body; (c) assure people who raise such concerns in good faith that they need have no fear of reprisals or other adverse consequences; (d) ensure that all such concerns will be properly assessed and investigated in a way that is fair to the whistleblower and others involved; and (e) provide for appropriate action to be taken where a concern is shown to be well founded.	Unipol's Board is committed to the highest standards of probity and integrity. The Board has ensured that all of Unipol's staff have access to the University of Leeds's Code of Practice on Whistleblowing. A separate Whistleblowing Policy and Procedure has been adopted in order to provide a process for use by individual Unipol Directors/Trustees. The Policy provides in respect of a Director's/Trustee's disclosure to a designated person which is the Chair of Unipol's Board. If a disclosure relates to the Chair, the designated person will be the Deputy Chair of the Board. If the disclosure relates to both the Chair and Deputy Chair, the designated person will be an independent person as chosen by Unipol's Board. This is currently Mr Eddie Newcomb, c/o Unipol Student Homes, 155/157 Woodhouse Lane, Leeds LS2 3ED The Board receives an annual report, if appropriate a 'nil' report, on Unipol's receipt of Whistleblowing disclosures, including any submitted by staff under the University of Leeds's Code of Practice. The accreditation systems that Unipol is a part of, and which are publicised to service users, provide an independently accountable method of complaining about services and, intimately result in independent dispute resolution procedures through the relevant Tribunals.	The first report was made in April 2009.
Equality and diversity			
C15	The Board should ensure that its organisation upholds and promotes equal opportunities and diversity in all areas of its work, including: (a) the identification and assessment of needs to be met; (b) allocation of resources, making of grants or provision of services; (c) membership of the Board and any sub-committees; (d) staff recruitment, selection, training and conditions of service; (e) communication with stakeholders and the public; (f) accessibility of meetings and communications; and (g) the buying of goods and services.	Unipol's client group, being specific, is the result of the policy of its stakeholders in respect of access to higher education. Unipol plays its part in providing a wide range of affordable accommodation designed to promote choice as part of encouraging that wider diversity. As has been reported earlier, Unipol is externally monitored through its partnership with RSLs (Housing Associations) in respect of its allocations of housing to students with dependents where Housing Corporation funding is involved. This accounts for around 70% of family housing and would identify any shortcomings in allocation procedures which would be reported to the Board. Staff recruitment is subject to a number of rules and procedures designed to encourage and promote equality and diversity. Unipol, as an organisation, has a good gender and ethnic mix at all levels of the organisation and analysis of that mix shows a properly balanced organisation that continues to strive to increase its diversity as the mix and balance of its service users changes. See also C2 (d). In the case of the students' unions, elected officer nominations are very much the product of direct democratic selection by students, who are Unipol's end service users in any event. Unipol has a Diversity and Equality policy stressing that it is committed to providing equality of opportunity. The policy stresses that Unipol maintains a culture where individual differences are valued and respected and which enables everyone to give of their best and helps Unipol to respond more effectively to its residents, other clients and partners. This Policy, and its effective implementation, is the responsibility of the Chief Executive but day to day responsibility for its oversight and promotion is delegated to the Deputy Chief Executive. The Board receives an annual report on implementation from the Chief Executive. Unipol ensures that all employees have received basic training on diversity and	

		<p>equality and are fully aware of the Diversity and Equality Policy and related procedures. The policy covers: communication to users and staff of Unipol, all organisations nominating students for residence in Unipol's accommodation have the Policy drawn to their attention and are asked to confirm their commitment and adherence to the same Equality values.</p> <p>A designated person will investigate any complaint in respect of a Director/Trustee and this is the Chair of Unipol's Board. If a disclosure relates to the Chair, the designated person will be the Deputy Chair of the Board. If the disclosure relates to both the Chair and Deputy Chair, the designated person will be an independent person as chosen by Unipol's Board. This is currently Mr Eddie Newcomb, c/o Unipol Student Homes, 155/157 Woodhouse Lane, Leeds LS2 3ED</p>	
C16	The Board should set strategies for and receive regular reports on the organisation's work to achieve equality and diversity, against clear targets where practicable. These reports should be used to help develop the organisation's overall strategies.	Because Unipol's objectives are comparatively narrow a main strategy is not necessary, and would be difficult to write without simply consolidating stakeholders policies. It would be difficult to conceive of any specific targets that could be set that would be relevant to Unipol's work.	
C17	Where the organisation is set up to serve a specific section of the community, this should be clear and the above principles should be interpreted and applied as appropriate.	Unipol deals primarily with students and those associated with educational establishments and this is made clear in all aspects of Unipol's work.	
<p>The high performance Board</p> <p>Trustee duties and responsibilities</p>			
D1	All trustees should be asked to sign and return a statement or letter setting out their duties and responsibilities, and the expectations of the organisation on trustees.	<p>D1 The Code says that all trustees should be asked to sign and return a statement or letter setting out their duties and responsibilities. At the current time, as part of their induction, trustees receive a raft of information including a copy/copies of:</p> <ul style="list-style-type: none"> o the legal responsibilities of charity trustees o the booklet entitled Charities and the Charity Commission o Unipol's Memorandum and Articles of Association o the previous three years accounts o the previous year's minutes for Unipol Student Homes o Unipol's Review and Forward Look o the guidelines on operational procedures relating to abuse of controlled substances o the Chief Executive's authority to sign agreements o the Directors' Disclosure of Interests o the Policy on Gifts and Hospitality o the secondary documentation dealing with the powers and procedures of the Board o the Standing Orders for the Discussion of Business at the Board of Unipol Student Homes o the Statement on the Maintenance of the Board o Unipol Student Homes Health and Safety Policy – Buildings o Unipol Student Homes Health and Safety Policy – Offices and Staff o Unipol Student Homes Risk Analysis o the Whistle blowing Policy and Procedure for use by Unipol's Directors/Trustees o the Complaints Procedure o the Diversity and Equality Policy <p>and all trustees are asked, at the commencement of the first Board meeting that attend to confirm that they have received, read and understood these.</p> <p>Trustees also receive a letter from the Company Secretary at their appointment which, aside from containing the formal information already required by the Board and the Company Secretary, also stresses:</p>	

		<ul style="list-style-type: none"> o the individual aspect of becoming a trustee (include a commitment to uphold the values and objectives of the organisation) o giving adequate time and energy to being a trustee o not acting on their own on behalf of the Board, or of Unipol, without having proper authority from the Board o conforming to the requirements of Unipol's Policy on Gifts and Hospitality (see details under G12) o acting with integrity and avoiding or declaring any personal interests. <p>The letter also commits the trustee to participate in a process of evaluation and review by another Director/Trustee.</p> <p>Each Director/Trustee of Unipol confirms, within 14 days of receiving the letter that they agree to abide by the individual commitments as identified in the letter. Existing trustees also entered into such a commitment to remain trustees when the new system was implemented in 2007.</p>	
D2	The letter should, as a minimum, include obligations to: (a) uphold the values and objectives of the organisation; (b) give adequate time and energy to the duties of being a trustee; and (c) act with integrity, and avoid or declare personal conflicts of interest.	See D1 above	
D3	Individual trustees must not act on their own on behalf of the Board, or on the business of the organisation, without proper authority from the Board.	See D1 above	
The effective Board			
D4	The Board should meet regularly, and ensure that its work is focused on delivering its strategic role.	The Board meets between 5-6 times a year and has a starring system that highlights routine and non routine matters and seeks to priorities them for discussion. A specific single agenda item meeting is held to review the three yearly Forward Look.	<p>In November 2009 changes were made to the charity's Board papers to</p> <ul style="list-style-type: none"> • reduce the amount of paper work being distributed to the Board • focussing discussion on the Board on strategic matters • maintaining the task of reporting and scrutiny. <p>Trustees are now directed towards a number of web links giving greater details and background information with short summaries of papers prepared for the Board that link into more complex background information that is now available to them.</p> <p>In order to ensure accountability, wherever possible, papers for the Board are now circulated earlier at least five working days before the meeting rather than the previous three.</p> <p>It has also been made clear to trustees by the Chair that it will be assumed that Board papers have been read by trustees before the meeting so that those presenting papers can assume that to be the case and make shorter presentations of the main points at the actual meeting. The enables the Chair to move swiftly over formal business and reporting.</p>
D5	Within the terms of its governing document, the Board should ensure that it has enough trustees to provide the skills and experience needed, without becoming so large that decision-making becomes unwieldy.	The Board currently has 17 members and at least 2 staff in attendance (Chief Executive and Secretary).. See also response to D9.	
D6	The Chair of the Board should ensure that all trustees can contribute at meetings, and that the proceedings are not dominated by particular trustees.	Unipol's Board meeting have a regular Chair of the Board whose skills set includes chairing meetings.	
Information and advice			
D7	The Board should ensure that it conducts its work efficiently, and receives the information and advice it needs to make good decisions. Board papers should be timely, well-presented, circulated well in advance of Board meetings, and should make clear recommendations to the Board.	<p>The Board has taken measures to ensure that it conducts its work efficiently. Board papers are starred to give guidance and an indication of the use of the Board's time. Agendas are clear and laid out in a logical order and papers are provided on each item giving background, the policy or outcome being recommended (or a set of possible outcomes), and the nature of the decision being taken by the Board is clearly stated. Decision making areas are highlighted in bold in the papers.</p> <p>Board papers are generally circulated a least five working days before a meeting, but every effort is made to make this period longer (normally involving a weekend). Meeting dates are set well in advance so that trustees can allocate their own personal time to ensuring they can read the papers in advance.</p> <p>See also the response to D4.</p>	

D8	The Board should take professional advice where necessary before making important decisions and should not rely excessively or exclusively on a single source.	The Board takes specific advice on standards, research, legal matters, financial areas of expertise and health and safety. This advice is identified in the Board papers concerned. Individual staff also present papers to the Board for their own areas of responsibility.	
Skills and experience			
D9	The trustees should collectively provide a mix of skills, experience, qualities and knowledge appropriate to the organisation and its beneficiaries' needs, and so that the organisation can respond to the challenges and opportunities it faces.	<p>The mix of skills and experience on the Board is dependent upon nominations made by the Principal Members. They are aware, however, of Unipol's needs and have a wide range of skills that they consider before a nomination is made.</p> <p>On 5th July 2007 The Board adopted a Statement on the Maintenance of the Board, which is reviewed annually. The Statement recognises that Unipol's Board is comprised of two groups of Directors/Trustees, viz. those Directors/Trustees appointed by Unipol's principal members; and those Directors/Trustees co-opted by the Board. It is intended as the base document (i.e. supplementary to the Articles of Association) with respect to Board co-options and also as a reference point for the principal members when determining their own appointees to Unipol's Board.</p> <p>In order to fulfil its responsibilities the Board well understands the need for a wide-ranging and complementary set of skills amongst its membership. Those required collective skills will vary over time, because of changes in Directors/Trustees; and the evolving aspirations of and challenges to the organisation.</p> <p>Current identified needs are for:</p> <ul style="list-style-type: none"> o legal and financial professional expertise o a Leeds based Director/Trustee who can bring a 'whole city' perspective and also facilitate networking within the city o a Director/Trustee with a national profile and knowledge of national policies and their implications for Unipol o other specialised professional skills for embedding within the Board o a Director/Trustee with direct knowledge of particularly important arenas for Unipol's operations. 	The Board are still considering possible future co-options and have the possibility of adding four voting members, through co-option, on to the Board. They have had a number of initial discussion in September 2009 and work on this is ongoing.
D10	Depending on the organisation's size and the nature of its activities, the experience of trustees should, as appropriate, cover the following areas: (a) providing effective strategic leadership, and working as a team; (b) direct knowledge of the organisation's beneficiaries and users, and of their needs and aspirations, whether gained through life or work experience; (c) governance, general finance, business and management; (d) human resources and diversity; (e) the operating environment and risks that exist for the organisation; and (f) other specific knowledge required, such as fundraising, health, social services, property or legal.	The skills on the Board are mixed, within the higher educational sector, and the Board work as a team and have direct knowledge of the charity's beneficiaries and users. There is a tendency for skills to concentrate within the areas of governance, administration and management with a level of general financial literacy but there is little input from trustees who have had commercial experience.	
D11	The Board should aim to have a diverse group of trustees, broadly representative of the community and membership it serves.	The Board does have a diverse group of trustees broadly representative of the community and membership it serves: it has administrators, welfare experts, students and managers.	
D12	The Boards of organisations providing services to beneficiaries or users should be open to trustee membership from these groups unless there are clear legal or other reasons why this is not practicable.	Board membership primarily is by nomination from Principal Members and it is not possible for trustee membership to be open to user groups, other than through the nominations processes used by the students' unions. Co-option in line with a defined skills base is covered in D9 above.	
D13	Staff of the organisation may only become trustees where this is permitted by law and by the organisation's governing document. It should also be agreed by the Board as being demonstrably in the interests of the organisation, and as not creating unacceptable conflicts of interest. A staff trustee should not chair the organisation; staff trustees should be in a minority on the Board.	No staff sit as trustees on Unipol's Board and there is no future intention to argue for this. The Chief Executive and Secretary are required to attend Board meetings	

Development and support			
D14	The Board should have a strategy for the support and personal development of all trustees, so that each trustee can keep up to date with the knowledge and skills they need to carry out their role.	Trustee induction is undertaken seriously particularly as around 25% of Unipol's Board is bound to change annually with elected officers. All trustees, on appointment, receive a substantial pack of information about the charity (see D1 earlier), including key policy and procedure documents, information about the powers of the Board, and how those powers are exercised, the details of the devolution of specific responsibilities to Officers of the Board, the Chief Executive and senior staff members. The Company Secretary is available to deal with any specific issues relating to this pack and trustees confirm to the Board at the first available opportunity that they have read and understood the material sent to them. All trustees also receive a full day's dedicated induction. The day consists of an opportunity to meet the senior management team, talk with the Chief Executive and take part in an induction presentation that outlines the financial and administrative structure of the charity. The governance structure is also explained which includes standing orders and the sub committee structure. All trustees also have a tour of the Accommodation Bureaux and visit a number of Unipol properties and meet tenants and housing management staff in those developments. Particular stress is placed on trustees seeing a representative cross-section of Unipol properties and meeting tenants.	
D15	All new trustees should undergo a full induction, in which they receive all the information and support they need to carry out their new role, and can meet key staff, users and beneficiaries, and other stakeholders.		
D16	Implementation of these strategies may be delegated by the Board to the organisation's chief executive or secretary.	Each year a refresher event is organised for all trustees where existing trustees visit Unipol properties, normally when they are tenanted. See also the response to E1.	
The Chief Executive			
D17	The Board should ensure that formal arrangements are set up for the regular supervision, appraisal and personal development of their chief executive. This may be carried out by the chair, another trustee or by a small group of trustees.	<i>The Review and Remunerations Group on the Chief Executive</i> reviews the performance and determines the salary of the Chief Executive of Unipol with an ex-officio membership consisting of Chair of Unipol's Board (Chair of the Group) The Hon Treasurer and the Deputy Chair of Unipol's Board.	The next review is scheduled for April 2010 with any changes to take effect from August 2010.
D18	The Board should ensure that there is a formal mechanism for setting the remuneration of the chief executive, which should be ratified by the Board.	The Group meets at least annually at the invitation of the Chair. It is the charity's current policy that the Chief Executive's remuneration should be considered every three years and this was reaffirmed in September 2009.	
D19	The remuneration package for the chief executive should: (a) be adequate to attract and retain the quality of staff required, but no more; (b) be openly disclosed in the organisation's accounts, including pension and other benefits; and (c) where there is a performance related element, be linked to the achievement of measurable target	The Chief Executive's salary is disclosed in the Annual Accounts, along with payments made throughout the year to any trustees. The review takes into account the targets set in the Forward Look and those achieved and looks at financial and staffing performance.	
D20	The Board should seek independent expert or professional advice when required concerning sensitive matters relating to the chief executive's employment.	The University of Leeds would give additional advice on the employment of the Chief Executive and this has happened. See also B1 (e) and C2 (g).	

Board review and renewal

Performance appraisal

E1	<p>The Board should ensure that:</p> <p>(a) at least every two years, it sets aside time to reflect on its own performance and functioning as a team;</p> <p>(b) the performance of individual trustees is regularly assessed and appraised, either by the chair or another trustee, or by using external assistance;</p> <p>(c) the performance of the chair is likewise assessed and appraised, either by another trustee, the Board as a whole, or using external assistance; and</p> <p>(d) the performance of sub-committees, standing groups and other bodies is similarly appraised and reviewed.</p>	<p>E1 (a)-E1 (d) The attendance at meetings is monitored. Considerable thought was given to an appraisal system. There is a problem with two yearly appraisals because that would exclude many student trustees who serve only for one year. Instead, the Board agreed to undertake a number of mechanisms the aims of which were to:</p> <ul style="list-style-type: none"> add value to the Board build commitment to trustee responsibilities and activities view the process as two way and developmental improve the effectiveness of trustees on the Board. <p>From August 1st 2010 all new trustees will have the opportunity of an introductory meeting with the Chair or Deputy Chair, as part of their induction process (although not necessarily within the current induction day timetable).</p> <p>Trustees will hold an annual half day meeting of all trustees to discuss general trustee matters, including their effectiveness as a team and as a Board. The discussion would be facilitated and would focus around a theme identified by the Chair, normally the <i>Forward Look</i>.</p> <p>Any relevant outcomes from these meetings are reported annually to the Chief Executive and Company Secretary.</p> <p>In respect of attendance at Board meetings, Unipol's Articles were changed in 2008 so that they were more explicit about trustees/Director's attendances: that unexplained absence from three meetings consecutively would result in the trustee being suspended and referred back to the Member for further consideration. In the case of co-opted trustees Directors then after three missed meetings those trustees are deemed resigned and reappointment is a matter for the Board.</p>	<p>This new mechanism will take place from August 2010 and its effectiveness will be reviewed after the first full cycle.</p>
E2	<p>The results of these appraisals should be used to make necessary changes and improvements, to inform the creation of appropriate training programmes, and to guide trustee renewal and recruitment.</p>		
E3	<p>The Board should have a strategy for its own renewal, with succession planning arrangements in place to ensure timely replacement of trustees resigning or reaching the end of their terms of office; particular attention should be given to succession planning for replacement of the chair and other honorary officers.</p>	<p>Co-opted trustees are appointed for a fixed term of 3 years but can be reappointed. There is no maximum term for nominated trustees.</p>	<p>Co-optees are still being considered by the Board.</p>
E4	<p>The Board may wish to delegate implementation of this strategy to a sub-committee or panel.</p>		
E5	<p>Trustees must be recruited and appointed in accordance with the organisation's governing document, and with relevant legislation.</p>		
E6	<p>The Board should consider setting maximum terms of office to ensure a steady renewal of trustees; these may be set out in standing orders or in the organisation's governing document.</p>	<p>At present none of these aspects are achievable with nominated trustees. The charity has reviewed its balance between nominated and co-opted trustees and, as part of that process, has considered mechanisms and processes for the external recruitment of trustees.</p>	
E7	<p>Before new trustees are appointed, the Board should determine what new attributes and knowledge are needed, and write them down in the form of a role description, or role profile.</p>	<p>See response to D9</p>	
E8	<p>The Board should ensure that the recruitment process is open to all sections of the community, and should consider open advertising and a range of other recruitment methods to attract a wide range of candidates.</p>		
E9	<p>Candidates should, where the organisation's governing document permits, be interviewed formally, and appointed on merit.</p>		

E10	In the case of organisations where the trustees are nominated by an external body, or elected by a wider membership, the Board should work in partnership with the organisations or people concerned to ensure that they are aware of the specific skills and experience required from new trustees.	Specifically addresses the issue of nominated trustees and the plans outlined in B9 above addresses this issue.	
E11	Where permitted by the organisation's governing document, using co-options should be used where necessary to recruit individuals with particular skills, experience and qualities that are not fully provided by existing trustees.	Until recently the charity has had only limited powers of full co-option and has co-opted 3 voting trustees within the last 5 years. In these cases particular skills were identified and a decision was taken after discussion by trustees.	
E12	The Board should ensure that the procedures for joining and leaving the Board are clearly understood by all trustees and others involved.	The Company Secretary makes the procedures for joining and leaving the Board clear to all trustees and ensures that necessary documentation is completed.	
Review			
E13	To remain effective, the Board should periodically conduct strategic reviews of all aspects of the organisation's work and functioning, to ensure that: (a) the needs for which the organisation was set up still exist, and its objects as set out in the governing document remain relevant to those needs; (b) the organisation is continuing to meet those needs, and remains fit for purpose; and (c) the needs are being met in the most effective way.		
E14	Reviews should include the areas covered in this Code, including the organisation's: (a) governing document, standing orders, purposes, mission and vision; (b) Board and trustees – their functioning and effectiveness; (c) staffing and volunteer structures, working methods, and operational policies and procedures; (d) mechanisms for internal control and performance reporting; (e) mechanisms for planning and budgeting; (f) sub-committees, working groups and advisory bodies; and (g) relations with stakeholders, and arrangements for communication and consultation with them.	E13-E14 are periodically reviewed under the Forward Look, which comprises of a review of changes and progress in the previous three years and sets the strategic goals of the organisation over the next three years. A number of other review mechanisms relating to (a) - (g) have already been reported.	
E15	The Board should use the results of such reviews to: (a) generate a creative and innovative approach to the organisation's development; (b) inform its strategic planning; (c) make changes and improvements to its operational activities; and (d) initiate collaborative work with other organisations to deliver the best possible outcomes for users, beneficiaries and members; and (e) create a positive impact on the overall effectiveness and governance of the organisation.	The <u>Forward Look</u> is a process that results in the strategic direction of the charity being set every three years. The process has an approved timetable where trustees are required to have a strategic input. As part of the considerations of the Forward Look 2008-2011 trustee/Directors attended an away day with their fellow trustees to discuss the meaning, role and future direction of the Charity. The trustees/Directors were assisted by an independent facilitator who reported back to them and the Chief Executive. A staff away day was also held to enable staff views to form part of these strategic considerations. A draft Forward Look was prepared by the Chief Executive, building on the away day. After further consultation, a draft Forward Look was discussed by trustee/Directors at a special single agenda item meeting of the Board, some minor alterations were made and the Forward Look was approved at the next meeting of the Board.	
E16	Where possible, the Board should be open with stakeholders about the results of such reviews, indicate clearly what steps they intend to take in response, and give explanations concerning actions they have decided not to take.	It is the duty of trustees to report back to their stakeholders the results of Unipol's deliberations and it's policies. Unipol's staff inform other stakeholders and partners, as appropriate. Generally, as much information is placed on open access on the web as possible. See also sections H1 and H2. The Charity also produces a lengthy and considered Trustees' Report each year at the head of its accounts which reports on the development of the charity during the previous year in a transparent and non-prompted manner.	

Board delegation

Clarity of roles

F1	The Board should define and write down the role of the chair, and that of other honorary officers such as vice-chair, treasurer and the secretary to the Board; it should be noted that for companies the role of secretary is partly defined by the relevant legislation.	The officers of the Board have clearly defined powers and are elected annually by the Board. There are specific descriptions of the role and powers of the Chair, Deputy Chair Treasurer and Officer without Portfolio and a specific outline of powers for decisions to be taken by officers between or outside of meetings, together with the consultation and reporting proceedings required as part of those decision-making processes.	The role of Deputy and Chair and Treasurer had been jointly held until September 2009 when the Board decided to review the role of the Deputy Chair, who now has a specific remit for stakeholder relations, and two trustees were appointed to both posts. The role of the Officer without Portfolio was also reviewed and clarified.
F2	The role of the chair should include, as a minimum, to ensure: (a) the efficient conduct of business at the organisation's Board and general meetings; (b) that the organisation's business is efficiently and accountably conducted between Board meetings; (c) that the organisation complies generally with this code; (d) specifically that the appraisal and remuneration of the organisation's chief executive is conducted in accordance with this Code; (e) that the employment of the chief executive complies with employment legislation and good practice; and (f) that the appraisal of board and trustee performance is conducted in accordance with this Code.	There is no maximum time limit for serving as an officer. The Chair ensures that the Standing Orders for the discussion of business are followed and that papers are properly issued and discussed. Matters relating to the employment, remuneration and appraisal of the Chief Executive have been dealt with earlier in this document as have the mechanisms being considered for Board appraisal and trustee performance. See also sections D17 to D20.	
F3	Where the Board has delegated specific roles to honorary officers or to other trustees, ultimate responsibility rests with the Board as a whole. In such situations the trustee(s) concerned should separate the specific roles from their wider trustee role.		

Effective delegation

F4	In all but the smallest organisations, the Board will need to delegate parts of its work to others in a clear, practical and legal manner. Delegations may be made to individual trustees, sub-committees (see below), the chief executive, other staff, volunteers or agents and consultants.		In September 2009 the Board reviewed all of the matters it wished to reserve to itself for primary consideration and all the delegated matters it wished to make to individual trustees, staff and Sub Committees. All delegated decisions are reported to the Board, either through minutes of Sub Committees, or reports available to trustees.
F5	Delegations must comply with the terms of the organisation's governing document and any relevant legislation.	Delegations are clear, as previously mentioned, being set out in job descriptions, Board policy papers and terms of reference for specific groups and sub committees. See also sections B1 (f) and section C.	
F6	Where there is a chief executive, delegations to other staff and volunteers should normally be through that individual.	Delegations are in writing and the charity has set clear limits of financial delegation in respect of the agreed budget, authorisation for expenditure, credit card procedures and limits and bank authorisations. These limits are reviewed annually and those with specific delegated powers in respect of cheque signing and financial authorisation are also reported annually to the Board.	
F7	Delegations should always be in writing, and should set clear limits on matters such as expenditure, authority and decisions that can be made. Delegations may be written in Board minutes, terms of reference for sub-committees, staff job descriptions, or in a separate list.		

Terms of reference

F8	The Board may wish to set up sub-committees, advisory groups, panels or other bodies to assist its work. Such bodies should have clear written terms of reference in addition to any delegated authority.	Unipol has terms of reference for all of its sub committees which are reviewed annually.	
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Monitoring			
F9	The Board must remain in ultimate control of all delegations: (a) Honorary officers and other trustees should report back to the Board promptly on any use of delegated authority; (b) the Board should receive regular reports and minutes from all sub-committees etc; and (c) the mechanisms established for internal control and performance reporting should be used to monitor use of delegated authority by the chief executive, or other staff or volunteers (see C5-C8).	(a), (b) and (c). All minutes and notes from delegated groups and Sub Committees are reported back to the Board. Trustees are represented on those bodies in line with Company Law requirements. Delegated authority is monitored by the Chief Executive, in respect of staff and by the Chair and is reported to the Financial Affairs and Staffing Sub Committee and the Review and Remunerations Group on the Chief Executive in respect of the Chief Executive.	
Board and trustee integrity			
No personal benefit			
G1	Trustees must be scrupulous to avoid gaining any private benefit from their position, whether financial or other, except: (a) as permitted by law and the organisation's governing document; and (b) where this is agreed by the Board as demonstrably in the interests of the organisation.	Trustees are governed by Unipol's procedures and also by the procedures of the bodies from which they are nominated. Unipol makes no payment to trustees, as trustees. Occasionally, Unipol makes payment to a trustee for specific services procured from that trustee. These rates of pay are set in accordance with Unipol's general procurement policies. In some cases, because they involve a trustee, they will be approved directly by the Chair. Unipol has never made a payment, for any services, to the Chair.	
G2	Where the law and the organisation's governing document permit payment of trustees, this must not exceed the prescribed limits, and it should be demonstrably in the interests of the organisation to make the payment.		
G3	No trustee should be involved in setting their own remuneration. Mechanisms for setting the level of payment to trustees should be set up to avoid conflicts of interest, including where appropriate making use of independent advice.	No trustee is involved in setting their own level of remuneration in any circumstances.	
G4	Full disclosure of any payments made to trustees is required by law for some organisations, in the organisation's annual accounts and annual report. All organisations should do the same, even where not required by law.	All payments made to trustees are declared in the accounts and are declared annually to the Board with those payments identified by individual.	
G5	The organisation should have procedures for trustees to claim legitimate travel and other expenses incurred while carrying out the organisation's business; trustees should not be out of pocket for the work they carry out for the organisation.	Trustees are entitled to claim out of pocket expenses to attend meetings and when they are representing Unipol. Claims are encouraged when dealing with third party organisations or undertaking training for Unipol. The policy is that no trustee should be out of pocket by attending to the organisations' business.	
Conflicts of interest			
G6	The organisation must have procedures for trustees to declare actual or potential conflicts of interest to the Board; such declarations should be made at the earliest opportunity. They should be recorded in Board minutes or in a register kept for the purpose.	Unipol has a procedure for trustees to declare a conflict of interest and a procedure for dealing with any such declaration. The charity has a register of those interests that is open to trustees and is publicly available for consultation.	
G7	Where a material conflict of interest arises at a Board meeting, the trustee concerned should not vote on the matter or participate in discussions. She or he should also offer to withdraw from the meeting, and the other trustees should decide if this is required.	Where a material conflict of interest arises then the trustee should not vote on the matter, although the Board has generally allowed them to participate in discussion at their discretion. Unipol houses about 4% of students studying in Leeds and from time to time a trustee/Director will be a tenant of the charity. In order to avoid a conflict of interest a Policy on Trustees as Tenants has been adopted. The policy has two arms, where a tenancy has been entered into prior to a tenant becoming a trustee and when a new tenancy is being entered into with the tenant a trustee/Director. The policy aims to protect both the charity and the trustee/Director. It ensures that at no time should a trustee/Director discuss any aspect of their tenancy on the Board nor should they take part in any discussion which may decide upon any rent level that they are liable to pay. The policy sets out a procedure to be	

		followed if this policy is breached. Participation in the discussion is at the discretion of the Board.	
G8	Where a trustee has a major or ongoing conflict of interest, she or he should offer to resign from the Board.	If a trustee did not offer to resign a difficulty would arise through the nominated trustee arrangement.	
G9	Boards should have special procedures or standing orders to deal with conflicts of interest for trustees who are the organisation's service users, beneficiaries or members of staff.	The complex area of conflicts of interest relates to Unipol as an organisation, with a member, as an organisation and does not directly affect individual members of that organisation or trustees. It would be very rare for such a conflict, even if identified, to have the effect of involving trustees in private gain, either as service users or beneficiaries. There are circumstances where it could be envisaged that a member could argue for a change in policy that would be beneficial to them, as an organisation (this is, of course, allowed under Company Law where members are allowed to vote in their own interests). In theory the other members would seek to block such an unbalanced proposal as, in giving an unfair benefit to one member, it might be perceived as taking away a fair contribution to another.	
Probity			
G10	Trustees should declare all personal gifts received and hospitality accepted while on the organisation's business, or from people or organisations connected with the organisation; such declarations should be recorded in Board minutes or in a register kept for that purpose.	The charity has a Policy on Gifts and Hospitality Received by trustees/Directors which means that they must register the gift or hospitality and its source to the Company Secretary in the prescribed manner by completing the relevant form or registering on line, within 28 days of receiving it.	
G11	Trustees should not accept gifts with a significant monetary value or lavish hospitality; where this may be a frequent issue, the organisation should set a policy to define what is and is not acceptable.	See the response under G10	
G12	Trustees should under no circumstances accept gifts or hospitality where this could be seen as being likely to influence the decisions of the Board.	Details on the Policy on Gifts and Hospitality Received by trustees/Directors are provided in G5 above.	
Board openness			
Communication and consultation			
H1	The Board should identify those people and groups who have a legitimate interest in the organisation's work; these might include users, beneficiaries, members, partners, staff, volunteers, regulators, other government bodies and funders. We refer to these as 'stakeholders' in this code.	Unipol clearly identifies its stakeholders in all of its communications and tries to ensure, through its trustees, that those stakeholders have a clear understanding of the organisations' aims and objectives. In other areas, considerable effort is made to inform service users of the special relationship Unipol has with its stakeholders.	
H2	The Board should ensure that the whole organisation, and its stakeholders, have a clear understanding of the Board's role, and of the organisation's objects and values.		

H3	There should be regular and appropriate communication and consultation with stakeholders to ensure that: (a) their views are taken into account in the organisation's decision-making; (b) they are informed and consulted on the organisation's plans and proposed developments which may affect them; (c) there is a procedure for dealing with feedback and complaints from stakeholders, staff, volunteers and the public; and (d) the organisation's performance, impacts and outcomes are reported to stakeholders.	The trustees should ensure that the members are fully consulted about changes and discussions. These consultations also take place outside of the Board in respect of policy changes that might affect stakeholders. This approach is also adopted in respect of non-trustee stakeholders such as Local Authorities, RSLs, community groups and Unipol's users. Some of these groups have a wider role within Unipol's sub committee structure. There is a complaints procedure and the organisations' performance is reported back in the Trustees Report annually and every three years a Forward Look report back is undertaken.	
H4	The Board must ensure that the organisation produces an annual report and accounts that comply with relevant legislation; these should provide a balanced and accurate assessment of the organisation's successes and failures.		
H5	Communication should be offered in formats accessible to the stakeholder audiences, for instance in plain language, translated into languages commonly spoken among the communities served, on tape/CD, or in Braille.	Information is placed, on open access, on Unipol's much used web site and this is used by stakeholders and strategic partners to find out about the organisation.	
H6	The organisation must hold an Annual General Meeting if required by the governing document or by law; this may be an opportunity to invite stakeholders.	Unipol is not required to hold an Annual General Meeting and since its membership is less than its trustee representation this was regarded as unnecessary and annual business is dealt with by elective resolution. Unipol holds a number of regular events to which partners, stakeholders and members are invited.	
Openness and accountability			
H7	The Board should ensure that the organisation upholds a commitment to openness and accountability at all levels. This will mean: (a) being clear about what information is available, and what must remain confidential to protect personal privacy or commercial confidentiality; (b) complying with reasonable outside requests for information about the organisation and its work; (c) being open about the organisation's governance work, and its strategic reviews; (d) ensuring that stakeholders have the opportunity to hold trustees to account and know how to do this; and (e) ensuring that the principles of equality and diversity are applied, and that information and meetings are accessible to all sections of the community.	The Board is clear about what is open access information and what is not. Its general policy is that information should be disclosed unless there is a clear view that it should not be and that these matters relate mainly to staff and commercial confidentiality. The organisation has a specific governance section on its website where all policies open and accessible electronically. That section of the website complies with good practice for access for those with visual impairments. Unipol holds a number of open forums and has a policy on visitors attending the Board. Participation, where appropriate, is encouraged.	The visitors to the Board policy has been placed on the Unipol website under governance.
Stakeholder involvement			
H8	The Board should ensure that the views of users, beneficiaries, staff, volunteers and other stakeholders are taken into account in the organisation's decision-making and strategic reviews. This will mean: (a) encouraging wide stakeholder engagement in the organisation's decisionmaking, and promoting activities that support that engagement; and (b) ensuring that users, beneficiaries, members and other stakeholders are involved in the most appropriate way, and that involvement is open to all sections of the community (see Equality and Diversity at C15-C17).	The articles make clear who is and who is not involved. Stakeholder involvement, in respect of members, is the responsibility of trustees, except where a conflict of interest is declared. the processes under H1. and H2. also apply to this section.	
H9	In organisations where the trustees are elected by a wider membership, the Board should ensure that it: (a) has clear policies on who is and is not eligible for membership of the organisation, including users, beneficiaries and staff; (b) keeps the members informed about the organisation's work; and (c) uses the membership as a way of involving stakeholders in the organisation's governance.	None of Unipol's trustees are elected by a wider membership.	