

Compliance with the Charity Governance Code for Larger Charities

Unipol is committed to complying with this Code, wherever possible, and records this commitment in all its annual reports and in other relevant documents. This document is made publicly accessible through the governance section of Unipol's website and is reviewed annually by Unipol's Board.

The Code stresses that the extent of its applicability will vary according to the type of organisation and therefore full compliance may not be appropriate. Where application of the Code is not appropriate for Unipol, the exception is recorded in this document, supported by the inclusion of the reason for non-compliance. In most such instances, where compliance is not possible or is only partial this mainly relates to Unipol's governing documents, which make provision for trustees to be nominated by Member bodies to Unipol's Board and those appointment are mainly outside of Unipol's direct control.

In recognition of the importance of good governance to the organisation, in 2005 Unipol Board's established a Group on Governance which reviews a broad range of governance matters including the Articles of Association, standing orders, relevant policies and procedures, the Board's approach to recruitment, succession, co-option, skills sets and the performance of the Board, Committees, Groups and individual trustees.

This standing Group on Governance meets regularly and has the following terms of reference:

- a) advise the Board on relevant practice in respect of corporate governance
- b) review the Committee structure and assess whether it is working both efficiently and properly
- c) review all Groups established to assess their efficient working
- d) undertake an annual review of the Charity Governance Code
- e) make recommendations to the Chair of the Board in respect of extending the term of co-opted trustees and, in the event of the Chair of the Board being considered, to make recommendations to both Deputy Chairs

and report to the Board on all these matters annually and to undertake such other work as may be decided by the Board. The Group meets at least once a year and more frequently if required.

Principle 1. Organisation purpose

The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.

Code	Unipol
1.3.1 The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that the charity, and its purposes, stay relevant and valid.	<p>A clear process has been established for the formulation and approval of three-year strategic plans (the Forward Look). This cycle has been in operation since 1991. There is also a clear process for monitoring the progress of its implementation.</p> <p>The organisation's Charitable Objects form part of the set of documents issued to prospective and new trustees These are a constant reference point for strategic decision-making by the Board, including the formulation and monitoring of the Forward Look. The latest Forward Look 2015-2018 gives a restated set of values which are also given prominence on Unipol's website http://www.unipol.org.uk/about</p> <p>The Forward Look includes a review of the external environment. It is externally facilitated and Trustees bring with them their considerable knowledge of the higher education sector and within that student accommodation.</p> <p>Unipol has a thorough understanding of the sector in which it operates and is a key thought leader in the area of student accommodation as set out in the Trustees Annual Report: "Unipol is the main trainer in student accommodation. Its training ranges from hands-on advice for practitioners in the sector to the exploration of trends and solutions to emergent challenges, always with an emphasis on leading the sector towards best practice."</p>

<p>1.3.2 The board leads the development of, and agrees, a strategy that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts.</p>	<p>To remain effective, the Board, as part of its <i>Forward Look</i> considerations, periodically conducts 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. This is done periodically as part of the Forward Look process. This comprises a review of changes and progress over the previous three years and sets the strategic goals of the organisation for the next three years.</p> <p>The Forward Look is a process that determines the strategic direction of the charity on a three-yearly cycle. The process has an approved timetable where trustees are required to have a strategic input. Current arrangements for trustee engagement with the process comprise an away-day for directors/trustees collectively to discuss the meaning, role and future direction of the charity. The directors/trustees are assisted by an independent facilitator who reports back to them and the Chief Executive.</p> <p>A staff away-day is also held to enable staff views to form part of these strategic considerations.</p> <p>On the basis of the outputs of the away-day, the Chief Executive drafts a Forward Look, which is, following further consultation, discussed by trustees/directors at a special single agenda item meeting of the Board. The revised version is submitted to the subsequent Board meeting for approval.</p> <p>The current Forward Look covers the period 2015-2018. Progress in achieving the objectives of the Forward Look are reported in the Trustees Annual Report.</p>
<p>1.4.1 All trustees can explain the charity's public benefit.</p>	<p>Trustees receive a thorough induction and are well informed of the Charity's work and progress through involvement in the Forward Look and regular Board meetings. The Annual Board Peer Review of Trustees asks questions pertinent to Trustees' understanding of the charity's public benefit. The Annual Trustees' Report also fully explains the public benefit outputs of the charity.</p>
<p>1.4.2 The board evaluates the charity's impact by measuring and assessing results, outputs and outcomes.</p>	<p>The Board regularly reviews the impact of its actions both directly at Board meetings and through its committee structure. Examples of impacts that are measured are: the volume of lettings (i.e. how many students are benefiting from the charity's key activity); the availability of properties at a high standard; the impact of implementation of the Unipol Codes for landlords; the satisfaction of student tenants; and the views of landlords.</p>
<p>1.5.1 The board regularly reviews the sustainability of its income sources and business models and their impact on achieving charitable purposes in the short, medium and longer term.</p>	<p>Financial accountability, scrutiny and financial planning are properly assured by the Financial Affairs and Staffing Committee, chaired by the Treasurer of the Board (and in their absence an Officer of the Board) and is supported and serviced by the Director of Finance. Between meetings of the committee, the Treasurer and Director of Finance meet regularly to keep these matters under review. The Director of Finance is supported and advised by specialist professionals, as required and a quarterly mentoring arrangement has been entered into with the Director of Finance of the University of Leeds for 2017-2018.</p> <p>The Committee has an important role to play in financial and staffing oversight and scrutiny, including the authority to examine and initiate internal or external audits within Unipol's financial systems, if/where it considers these are warranted. The Committee meets annually with Unipol's external auditors at the stage the Audit Report is presented for the previous year's audit.</p> <p>The organisation's management accounts are presented quarterly, with commentary provided by the Chief Executive and Director of Finance, to enable the 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 Committee. Advice is sought annually from the external auditors on the level of provision that should be made for default and bad debts.</p> <p>Rental income is a key risk to the Charity and constitutes 86% of the charity's income and monitoring of performance throughout the lettings cycle is of significance to managing this risk. The Chief Executive reports to Officers of the Board on a timely basis (weekly at some stages in the cycle) on the progress the Charity is making in letting the properties it owns and manages. In addition to reports to the Financial Affairs and Staffing Committee, lettings are also reported and discussed at the Portfolio Committee.</p>
<p>1.5.2 Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar charitable purposes more effectively and/or if the charity's viability is uncertain.</p>	<p>Unipol's structure represents joint working between a number of organisations (principally two Universities and their respective Student Unions). The partnership allows each of these bodies, who are regulated either by the Office for Students or the Charity Commission, to jointly manage the risks to its beneficiaries around student housing i.e. Unipol's charitable objects are the advancement of education by providing and managing accommodation and related services for educational institutions, their students and other persons associated with educational institutions and to develop and foster excellence and expertise in this field.</p> <p>Unipol has worked with a number of other charities, housing organisations and both Leeds and Nottingham City Councils over the years and on this basis has seen the transfer of properties to it from other charities on the basis that Unipol is better positioned to be able to deliver benefits to tenants and future tenants.</p>
<p>1.5.3 The board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment, and acts on them in a manner consistent with the charity's purposes, values and available resources.</p>	<p>The Board is very aware, through discussions at its meetings, of the impact the Charity has on its community, stakeholders (although, as mentioned earlier these are better described as partners) and wider society and seeks to reconcile any issues in a way that is consistent with its charitable objects, values and resources. When making decisions Unipol considers the impact of its actions on the Principal Members as well as other education institutions, their student unions, the student population of the cities in which it operates, local authorities, community/resident organisations, landlords and neighbours. The Board recognises the value the charity brings to the Higher Education sector as a thought leader in student accommodation and Unipol is involved in raising housing standards nationally through the application of its Codes (https://www.unipol.org.uk/the-code).</p> <p>Unipol is also an active participant in both the Leeds and Nottingham Rental Standards.</p> <p>The Charity sets out in its Values and ethical stance including to be at the forefront of sustainability practice.</p>

Principle 2. Leadership

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

2.4.1 The board and individual trustees take collective responsibility for its decisions.

All trustees are provided with a statement or letter setting out their duties and responsibilities, which they are asked to sign and return confirming that they have received, read and understood these.

When they are appointed, trustees also receive a letter from the Company Secretary which, in addition to containing the formal information already required by the Board and Company Secretary, emphasises the individual aspect of becoming a trustee (including a commitment to upholding the values and objectives of the organisation), not acting on their own on behalf of the Board, or of Unipol, without having proper authority from the Board.

Each director/trustee of Unipol confirms to the Company Secretary their agreement to abide by the individual commitments set out in the letter within 14 days of its receipt. Any trustees whose tenure pre- dates this arrangement have made a similar formal commitment.

2.4.2 The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to the charity.

The Chair ensures that the standing orders for the conduct of business are followed and that papers are properly issued and discussed.

There is a schedule setting out the responsibilities of the Chair:
The Chair is appointed annually by the Board.

The Chair has a vital role to play in acting as the figurehead of the charity and ensuring the good governance of the charity through high quality management of the Board and its business in line with the charity's mission.

Because of the centrality and importance of the Chair's role, they chair the Group on Governance, the The Review and Remunerations Committee and sits ex officio on the Financial Affairs and Staffing Committee.

The Chair has a number of areas of delegated authority agreed by the Board and is a formal signatory for most transactions requiring direct trustee approval that falls outside of clearly defined staff responsibilities. Between Board meetings the Chair can take Chair's action on matters delegated to them by the Board and on other matters that they feel it is important to do so for the good management of the charity: such decisions are always reported to the Board at the first opportunity.

The Chair meets regularly with the Chief Executive to review the operation of the charity and agrees any forthcoming Board agenda and order of business.

The Chair signs off the draft Board minutes and any minutes or reports from the bodies they chair prior to them being presented to the whole Board/Committee for approval.

At the Board meeting the Chair ensures that the meeting is conducted in such a way that the business for which it was convened is properly attended to. This includes preserving order and ensuring that the meeting has time to conclude its business. The Chair must ensure that all those entitled to do so can express their views and that the decisions taken by the meeting adequately reflect the views of the meeting as a whole.

The Chair's authority and responsibility in connection with meetings means that his or her position is one of great influence even though in theory the Chair has little greater power than any other director.

The Chair has considerable authority outside meetings because, more than any other director, they are the spokesperson for the Board and the Company.

The Chair represents the charity at important events and is seen as the "voice" of the charity.

The Chair is assisted by three other Officers of the Board: the Deputy Chair - Partnerships (who has a leading role in stakeholders relationships) the Deputy Chair - Portfolio who chairs the Portfolio Committee which deals with the shape of the portfolio, onward investment and rental levels) and the Treasurer (who takes the lead in financial scrutiny and transparency). The Chair is seen as the lead member of these four Officers. The Chair meets Officers of the Board twice a year in an Officer's Group to deal with co-ordination and matters of joint interest.

The lines of accountability to the Board, outside of Board meetings are either Chair's action (albeit taking advice from relevant officers) or a signed minute.

The statement on the role and functions of the Deputy Chairs will be updated in the near future. The role and functions of the Treasurer was updated recently as part of the recruitment process for a Treasurer.

<p>2.4.3 In the case of the most senior member of staff (e.g. CEO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.</p>	<p>The Review and Remunerations Committee reviews the performance and determines the salary of the Chief Executive of Unipol and is responsible for appraisal. The Committee meets at least once a year.</p> <p>The appointment and dismissal of the Chief Executive is reserved to the Board and the procedures are provided for, and governed by, the Protocol on Staffing between Unipol and the University of Leeds</p> <p>The organisation's documentation on the formal distribution of responsibilities (including Board / committee terms of reference and job descriptions) is predicated on a clear separation of executive and non-executive functions.</p> <p>Operational and strategic responsibilities are highlighted in Board papers and are stressed throughout the committee structure.</p> <p>The Review and Remunerations Committee has an ex-officio membership consisting of:</p> <p>the Chair of Unipol's Board (Chair of the group) the Treasurer both Deputy Chairs of Unipol's Board.</p> <p>It is the Charity's current policy that the group considers the Chief Executive's remuneration every three years.</p> <p>The Chief Executive's salary is disclosed in the annual accounts. The review of the Chief Executive's salary takes into account the targets set in the Forward Look and those achieved, and looks at financial and staffing performance.</p> <p>There is provision for the University of Leeds to give additional advice on the employment of the Chief Executive, when required.</p>
<p>2.4.4 The board's functions are formally recorded. There are role descriptions defining responsibilities for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.</p>	<p>Delegation and internal control are governed by:</p> <p>a clear list of matters that the Board reserves to itself the terms of reference of Committees and Groups that are established for specific purposes a schedule setting out the responsibilities of Directors and Officers.</p> <p>This schedule also gives some areas of delegated powers. Other powers are decided by the Board in specific instances and these are individually minuted.</p> <p>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:</p> <ul style="list-style-type: none"> • Chair • Deputy Chair – Partnerships • Deputy Chair - Portfolio • Treasurer • a specific outline of powers for decisions to be taken by officers between or outside meetings. <p>All of the organisation's staff have a job description. All job descriptions are reviewed periodically.</p> <p>Trustees are rarely involved in operational areas. Where this is the case (for example, in undertaking training, editing, document writing or acting as a consultant), the demarcation of the roles is made clear and 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.</p>
<p>2.4.5 Where the board has agreed to establish a formally constituted subsidiary organisation/s, it is clear about the rationale, benefits and risks of these arrangements. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.</p>	<p>The Board has established a wholly owned subsidiary, Leeds Student Homes. This was established as a commercial company to protect the Charity from unnecessary linkage with risks of a commercial operation. The company is to be used where the public benefit is not apparent i.e. where ventures would be commercial in nature. Leeds Student Homes is currently dormant. It is required that a majority of Board Members are Trustees. All profits from the company are to be Gift Aided to the Charity.</p>

<p>2.5.1 The board agrees the values, consistent with the charity's purpose that it wishes to promote and makes sure that these values underpin all its decisions and the charity's activities (see also Principle 1).</p>	<p>The organisation's Charitable Objects form part of the set of documents issued to prospective and new trustees These are a constant reference point for strategic decision-making by the Board, including the formulation and monitoring of the Forward Look. The latest Forward Look 2015-2018 gives a restated set of values which are also given prominence on Unipol's website http://www.unipol.org.uk/about</p> <p>The Charity addresses the issues of duties, expectations and commitment of Trustees in a letter to Trustees on appointment.</p>
<p>2.5.2 The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.</p>	<p>The recruitment of Board members from diverse backgrounds and their supported Induction into the Charity are very important to Unipol. The Group on Governance has the remit to ensure that there is a broad range of Trustees and the Chair conducts meetings in line with the responsibilities set out for that role in a way that enables thorough debate at Board meetings.</p>
<p>2.5.3 The board provides oversight and direction to the charity and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.</p>	<p>The Board reviews the charitable objects of the Charity and sets out its direction in the Forward Look. Through its meetings and those of its committees it gives direction to the Chief Executive, the senior team and the staff as a whole. Through the same meeting structure it requires staff, including the CEO, to report back on progress against its objectives and the risks facing their achievement. This can be seen in the terms of reference of the various committees and through the minutes of the Board and its committees.</p>
<p>2.5.4 The board, through its relationship with the senior member of staff, creates the conditions in which the charity's staff are confident and enabled to provide the information, advice and feedback necessary to the board.</p>	<p>The Board takes specific advice on standards, research, and 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.</p> <p>Board Members also liaise directly with key staff on specific issues from time to time under the direction of the Board or as part other responsibilities as Officers of the Board.</p>
<p>2.6.1 All trustees give sufficient time to the charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination or appointment and again on acceptance of nomination or appointment.</p>	<p>In addition to containing the formal information already required by the Board and Company Secretary, emphasises giving adequate time and energy to being a trustee. Each director/trustee of Unipol confirms to the Company Secretary their agreement to abide by the individual commitments set out in the letter within 14 days of its receipt. Any trustees whose tenure pre-dates this arrangement have made a similar formal commitment. During the recruitment process Trustees receive information both written (eg http://www.unipol.org.uk/footer/governance/trustee-recruitment) and through discussion with either the Chief Executive, Company Secretary and/or Chair. This process alerts potential Trustees to the commitments required and the nature of the role.</p>
<p>2.6.2 Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.</p>	<p>Unipol houses about six per cent of students studying in Leeds and from time to time a director/trustee will be a tenant of the charity. In order to manage conflicts of interest that arise in this way, the Board has adopted a Policy on Trustees as Tenants. The policy has two arms: where a tenancy has been entered into before a tenant becomes a trustee; or by an existing director/trustee.</p> <p>The policy has been formulated to protect both the charity and the trustee/director. It provides that at no time is a director/trustee permitted to discuss any aspect of their tenancy within the Board's business; and that they are disallowed from participating in any discussion relating to the Board's determination of any rent level they are liable to pay. The policy includes a procedure to be followed in the event that this policy is breached.</p> <p>The conduct of trustees is regulated by Unipol's procedures and also by the procedures of the bodies from which they are nominated. These procedures are predicated on the principle that trustees / employees should not gain any private benefit from their position. Unipol makes no payment to trustees as trustees. Occasionally, Unipol makes payment to a trustee for specific services procured from that trustee. In these cases, the roles of trustee and service provider are kept entirely separate. The rates of pay for such purposes 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 or Treasurer.</p> <p>No trustee is involved in setting their own level of remuneration in any circumstances.</p> <p>All payments made to trustees are declared annually by named individual in the accounts and to the Board.</p>

Principle 3. Integrity

The board acts with integrity, adopting values and creating a culture which helps achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.

3.4.1 Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour.

Trustees are obliged to meet the criteria laid down by the Charity Commission at the stage of appointment. Co-opted trustees are evaluated by the Chair and the Group on Governance as part of their appointment process and, if their co-option is extended, they are re-evaluated. Co-opted trustees are normally appointed for only one year in the first instance to ensure they provide the commitment needed to be a trustee and meet the standards required by the Board.

Nominated trustees and nominated by bodies who themselves are subject to regulation (either by the Charity Commission itself or by the Office for Students). Although there is in principle a potential for someone who falls below the required standards to continue in Office given the status of the nominating bodies this is unlikely.

Considerable attention is made to making clear standards and policies when new trustee is appointed or nominated:

As part of their induction, trustees receive a set of information which includes a copy of:

- the legal responsibilities of charity trustees (The Essential Trustee)
- the Articles of Association
- the charity's values
- the Confidentiality of Board papers and minutes
- the previous three years accounts
- the previous year's minutes for Unipol Student Homes
- the Forward Look
- the guidelines on operational procedures relating to abuse of controlled substances
- the guidelines on operational procedures relating to Unipol's Social Networking site
- the Good Governance compliance document
- extracts from the minutes dealing with the Chief Executive authority to sign agreements
- Directors' Disclosure of Interests
- the Policy on Gifts & Hospitality Information Flows within the Charity as a Result of Legal Action
- the secondary documentation dealing with the powers and procedures of the Board
- the Standing Orders for the Discussion of Business at the Board of Unipol Student Homes
- the Statement on the Maintenance of the Board
- Health and Safety Policy for Housing
- Health and Safety Policy for Offices
- Data Protection and Information Security Policy
- Unipol's Risk Register
- the Diversity and Equality Policy
- the Whistleblowing Policy and Procedure for use by Unipol's Directors/Trustees
- the Smoke Free policy
- the Trustees as Tenants Policy
- the Complaints Policy
- Housing Under 18s Policy.

and, at the start of the first Board meeting they attend, all trustees are asked to confirm that they have received, read and understood these.

When they are appointed, trustees also receive a letter from the Company Secretary which, in addition to containing the formal information already required by the Board and Company Secretary, emphasises:

the individual aspect of becoming a trustee (including a commitment to upholding the values and objectives of the organisation)
giving adequate time and energy to being a trustee
not acting on their own on behalf of the Board, or of Unipol, without having proper authority from the Board complying with the requirements of Unipol's policy on gifts and hospitality (see details under 3.5.3) acting with integrity and avoiding / declaring any personal interests.

Each director/trustee of Unipol confirms to the Company Secretary their agreement to abide by the individual commitments set out in the letter within 14 days of its receipt. Any trustees whose tenure pre- dates this arrangement have made a similar formal commitment.

During the recruitment process for Trustees explicit mention is made of the necessity to comply with the values of the Charity and the Nolan Principles.

Most trustees are nominated by the Principal Members and there is a natural tendency for trustees to see themselves as reflecting the values and culture of their nominating body. This area is

	<p>particularly problematic with student elected officers, who often come to the Board fresh from students" union training about how their role is to represent student members.</p> <p>In order to counter these dynamics, Unipol places strong emphasis on the individual aspect of becoming a trustee, both during the induction of new trustees and in formal induction and introduction information given to trustees.</p> <p>Where Members become ineligible to remain in office as a Trustee they would be removed (e.g. Charity Commission Automatic Disqualification Rules).</p>
<p>3.4.2 The board considers how the charity is perceived by other people, and organisations involved with the charity and the public. It makes sure that the charity operates responsibly and ethically, in line with its own aims and values. The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.</p>	<p>Unipol seeks out and welcomes feedback as part of its activities. The Board is particularly interested to hear about the views of tenants in its properties and those it manages for other landlords and undertaken a number of independently commissioned reports (one annually the other every two years) on tenant satisfaction which is analysed at the Portfolio Committee and by main Board. The survey is benchmarked against other provider performance and so gives a good indication of the strength of Unipol's performance year by year with appropriate action being taken and its impact followed through in subsequent years. The IT Working Group receives tenant internet feedback (again independently commissioned) twice a year.</p> <p>Feedback is received from Members through their nominated Trustees both at meetings and through the Trustees peer review process.</p> <p>Unipol has established the Rate Your Landlord site and performance on its own properties is reported to Trustees. The Board is also aware of the success of Unipol's thought leadership/training & conferences operations as well as the uptake of the Unipol Codes.</p>
<p>3.4.3 The board ensures that the charity follows the law. It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the "Nolan Principles" and other initiatives that promote confidence in charities.</p>	<p>The organisation undertakes continuous horizon scanning for legislative change through circulations from the British Property Federation and its links within Government. New legislative requirements are reported to trustees, as they arise, with commentary outlining the impact of compliance. Where non-mandatory guidance or discretionary standards are issued, the Board considers their merits and assesses their value for the organisation and its purposes. This consideration is often located within the framework of larger policies (for example, risk or health and safety), which are regularly reviewed and reported to the Board annually. The organisation routinely relays relevant Charity Commission mailings to trustees.</p> <p>In February 2017 the charity clarified the information flows that take place within the Charity as a result of legal action (either threatened or being taken) and, in undertaking this, considered and took fully the Charity Commission's new guidance for charities on taking and defending legal proceedings issued on 3rd August 2016.</p> <p>The charity is also a member of the Leeds Rental Standard, the Nottingham Standard and the ANUK/Unipol Codes, all of which independently audit the quality of Unipol's housing and management to ensure it is within the standards set in these Codes. The charity is also accredited and inspected by the British Council in respect of its Leeds Homestay arrangements.</p> <p>Members are supplied with copies of the governing documentation and secondary documentation at appointment. Unipol ensures that all its governance documentation and policies are available to any interested party on its web site.</p> <p>Compliance with the requirements of regulators and legislators is devolved to specific staff members, except where compliance rests directly with the Board.</p>
<p>3.5.1 The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.</p>	<p>Most trustees are nominated by the Principal Members 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 students" union training about how their role is to represent student members.</p> <p>In order to counter these dynamics, Unipol places strong emphasis on the individual aspect of becoming a trustee, both during the induction of new trustees and in formal induction and introduction information given to trustees.</p> <p>Unipol has a Policy on Conflicts of Interest. This encompasses procedures requiring trustees to complete a register of interest form each year. The Chair of the Board reviews each form and determines any disclosed interests which warrant report to the Board. Additionally, trustees are required to disclose any interests that arise between annual registration cycles.</p> <p>Procedures are also in place to require trustees to declare any possible conflict of interest; and to deal with such declarations. These are supported by the inclusion of a standard item – 'Directors' Disclosures' – on Board / committee agendas.</p>
<p>3.5.2 Trustees disclose any actual or potential conflicts to the board and deal with these in line with the charity's governing document, and a regularly reviewed conflicts of interest policy.</p>	<p>All Trustees are required to complete a declaration of interests form on an annual basis as set out at 3.5.1.</p> <p>The Board has a policy that all interests should be declared either at the commencement of each meeting or just before the discussion of any item on which a trustee might think they are conflicted. The Chair of the Board draws this to the attention of all trustees at the start of each Board meeting. If a conflict is declared the Chair will recommend one of three outcomes for the Board to agree i) the trustee/s withdraw from the meeting for that item ii) attendance is allowed but the trustee/s would not take part in that discussion iii) the conflict is recognised but allows full participation in the meeting. The Chair seeks the consent of the meeting to the approach they suggest.</p> <p>The Company Secretary attends all Board meetings and can draw to the attention of trustees any matters that they feel should be declared.</p> <p>Board papers are written to avoid trustees being asked to agree matters that relate to their nominating bodies (who have their own governance systems). Normally, the Board will recommend to a Member a course of action rather than directly agreeing on a course of action where the Member would subsequently need to agree as a body.</p>

	<p>In order to avoid conflicts of interest with tenants the charity has a Trustees as Tenants policy.</p> <p>Where a material conflict of interest arises, trustees concerned are not permitted to vote on the matter, although the Board has discretion to allow them to participate in related discussion. In general, however, trustees, having declared an interest, withdraw from the meeting for the duration of related discussion.</p> <p>Unipol houses about six per cent of students studying in Leeds and from time to time a director/trustee will be a tenant of the charity. In order to manage conflicts of interest that arise in this way, the Board has adopted a Policy on Trustees as Tenants. The policy has two arms: where a tenancy has been entered into</p> <p>before a tenant becomes a trustee by an existing director/trustee.</p> <p>The policy has been formulated to protect both the charity and the trustee/director. It provides that at no time is a director/trustee permitted to discuss any aspect of their tenancy within the Board's business; and that they are disallowed from participating in any discussion relating to the Board's determination of any rent level they are liable to pay. The policy includes a procedure to be followed in the event that this policy is breached.</p> <p>Where a trustee has a major or on-going conflict of interest, she or he should offer to resign from the Board. If a trustee did not offer to resign in these circumstances, a difficulty would arise through the nominated trustee arrangement.</p>
<p>3.5.3 Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.</p>	<p>All Trustees are required to complete a declaration of interests form on an annual basis. These are held centrally by the Company Secretary. These can be consulted by trustees, Members and regulatory bodies. There are no relevant stakeholders who would need access to these or find them of use.</p> <p>The charity has a Policy on Gifts and Hospitality received by Directors/Trustees. This requires directors/trustees to register any gifts or hospitality accepted by them in the course of their role, along with a record of the source of the gift / hospitality. Such declarations are required to be made to the Company Secretary in the prescribed manner by completion and submission of the relevant form or by registering online, within 28 days of receiving the gift / hospitality. The Register is available for trustees to view at the first Board meeting of the year (although it can be viewed at any time by trustees) and trustees' attention is drawn to this fact by the Chair.</p> <p>Trustees are entitled to claim out-of-pocket expenses for attending meetings and other events in connection with Unipol business. The organisation encourages trustees to claim for expenses incurred as a direct result of work in support of Unipol's business, e.g. dealing with third-party organisations or undertaking training for Unipol.</p> <p>It is Unipol's policy that no trustee should be out of pocket by attending to the organisation's business.</p> <p>Trustees' expense claims are currently governed by the policy and procedures in operation for University of Leeds staff.</p>
<p>3.5.4 Trustees keep their independence and tell the board if they feel influenced by any interest or may be perceived as being influenced or to having a conflict.</p>	<p>Unipol has a Policy on Conflicts of Interest as set out at 3.5.1 above.</p> <p>Where a material conflict of interest arises, trustees are required to deal with the matters as set out in 3.5.2 above.</p> <p>The Board has a policy that all interests should be declared either at the commencement of each meeting as set out in 3.5.2 above.</p>

Principle 4. Decision making risk and control.

The board makes sure that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

4.5.1 The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, committees or individual trustees, staff or volunteers.

Delegation and internal control are governed by:

a clear list of matters that the Board reserves to itself
the terms of reference of Committees and Groups that are established for specific purposes a schedule setting out the responsibilities of:

- Directors
- the Chair
- the Deputy Chair (Partnerships)
- the Deputy Chair (Portfolio)
- the Treasurer.

This schedule also gives some areas of delegated powers. Other powers are decided by the Board in specific instances and these are individually minuted.

The Board periodically reviews the matters it wishes to reserve to itself for primary consideration and all the delegated matters it wishes to make to individual trustees, staff and committees. All delegated decisions are reported to the Board, either through minutes of committees or through reports available to trustees.

All the organisation's staff have a job description. All job descriptions are reviewed periodically.

Delegations are clear and codified in job descriptions, Board policy papers and terms of reference for specific groups and committees.

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 for cheque signing and financial authorisation are also reported annually to the Board.

Unipol has terms of reference for all its committees. The Group on Governance is charged with reviewing these matters and assessing whether all Committees and Groups are working both efficiently and properly and making recommendations to the Board accordingly.

All minutes and notes from delegated groups and committees are reported back to the Board. Trustees are represented on those bodies in line with company law requirements. The use of delegated authority by staff is monitored by the Chief Executive and reported to the Financial Affairs and Staffing Committee.

4.5.2 The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.

Unipol's Board has a statement of its strategic and leadership roles and of key functions that cannot be delegated and limits of delegated authority are reported to the Board

The charity's Articles are regularly reviewed to ensure compliance with both the Articles and Objectives.

The framework is set out in the overview above at 4.5.1.

4.5.3 The board makes sure that its committees have suitable terms of reference and membership and that:

- the terms of reference are reviewed regularly
- the committee membership is refreshed regularly and does not rely too much on particular people.

Unipol has terms of reference for all its committees. These are reviewed annually.

The Group on Governance makes recommendations to the Board on the membership of committees in order to ensure that the composition of the Committees is effective and does not put particular pressure on individuals.

<p>4.5.4 Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of the charity and in line with its values and the agreement between the charity and supplier. The board makes sure that such agreements are regularly reviewed so that they remain appropriate.</p>	<p>Unipol fundraises only using Unipol staff and will not use third party suppliers for such activities.</p> <p>Like most organisations Unipol enters into contracts with other organisations for them to provide specified property and health and safety services. All health and safety matters are monitored by the Health and Safety Review Board which is chaired by a trustee. Organisations are answerable to Unipol for the work they are contracted to do under the terms of any agreed contract. All contracts entered into are expected to comply with the values of the Charity.</p>
<p>4.5.5 The board regularly reviews the charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.</p>	<p>To remain effective, the Board periodically conducts strategic reviews of all aspects of the organisation's work and functioning, to ensure that:</p> <p>(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. This is done periodically as part of the Forward Look process. This comprises a review of changes and progress over the previous three years and sets the strategic goals of the organisation for the next three years.</p> <p>The charity also produces a detailed and considered Trustees' Report each year at the head of its accounts. This describes the development of the charity during the previous year in a transparent and non- prompted manner.</p> <p>Financial accountability, scrutiny and financial planning are properly assured by the Financial Affairs and Staffing Committee, chaired by the Treasurer of the Board and supported and serviced by the Director of Finance. Between meetings of the committee, the Treasurer and Director of Finance meet regularly to keep these matters under review. The Director of Finance is supported and advised by specialist professionals, as required and a quarterly mentoring arrangement has been entered into with the Director of Finance of the University of Leeds for 2017-2018.</p> <p>With authority from the Board, the committee also undertakes staff reviews and considers promotion proposals for members of the Senior Management team (other than the Chief Executive and the Deputy Chief Executive. Both Deputy Chairs of the Board are included in the Committee's membership to support the effective discharge of this term of reference.</p> <p>The Committee has an important role to play in financial and staffing oversight and scrutiny, including the authority to examine and initiate internal or external audits within Unipol's financial systems, if/where it considers these are warranted. The Committee meets annually with Unipol's external auditors at the stage the Audit Report is presented for the previous year's audit.</p> <p>The organisation's management accounts are presented quarterly, with commentary provided by the Chief Executive and Director of Finance, to enable the 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 Committee. Advice is sought annually from the external auditors on the level of provision that should be made for default and bad debts.</p> <p>The Board has made policies in respect of the establishment and maintenance of specific reserves for the long-term maintenance of its portfolio. It also affirms an annually renewable reserves and investment strategy.</p> <p>One of the principal areas of risk to the charity's financial strength is failure to let all its rooms to students in an overstocked local market in Leeds. Unipol has a Portfolio Committee http://www.unipol.org.uk/footer/governance/committees/the-portfolio-committee chaired by the Deputy Chair - Portfolio, which has three national experts on it with expertise on portfolio development, estates strategy and marketing. The Committee give great attention to lettings, product placement, pricing, marketing, property acquisition and refurbishment. The Portfolio Committee makes recommendations to the Financial Affairs and Staffing Committee in respect of rent setting as part of the budgeting process. The Committee meets three times a year.</p> <p>Unipol has in place policies on financial authorisation and limits on decision-making by both its staff and trustees. It reviews these policies periodically. The organisation has a set of procedures for trustees' involvement in the payments system and reports to the Board annually on the use of these procedures for review.</p> <p>As part of Unipol's annual external audit the auditors identify any weaknesses in financial controls or reporting arrangements and make recommendations to the organisation about them. The Board itself is provided with management information to test the accuracy of budgeting to actual performance.</p> <p>Given the fact that Unipol houses students from various education institutions it has a range of data sharing protocols in place which meet the requirements of Data protection legislation.</p>

<p>4.6.1 Working with senior management, the board ensures that operational plans and budgets are in line with the charity's purposes, agreed strategic aims and available resources.</p>	<p>The arrangements for trustee engagement with strategy formulation and the establishment of plans has been set out above (1.3.1, 1.3.2, 1.5.1).</p> <p>The Board sets the organisation's budget in November or December for the following financial year (having received the views of the Financial Affairs and Staffing Committee) and receives regular financial reports on performance. It also receives the minutes of, and a report from, the Financial Affairs and Staffing Committee.</p> <p>Trustees build a number of considered contingencies into budgets to allow for a modest level of unforeseen expenditure or under-performance.</p> <p>The Portfolio Committee recommends rent levels to the Financial Affairs and Staffing Committee in order that the rents set can be financially viable for the Charity in terms of rent level and anticipated uptake/demand.</p>
<p>4.6.2 The board regularly monitors performance using a consistent framework and checks performance against delivery of the charity's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.</p>	<p>There is a process, approved by the Board, for setting and monitoring budgets, this entails: quarterly reporting to the Board of actual against budgeted performance the agreement of a budget strategy for each budget the agreement of a budget (with a recommendation from the Financial Affairs and Staffing Committee).</p> <p>This activity is supported by the Financial Affairs and Staffing Committee, the terms of reference for which codify its role in this regard.</p> <p>Each Committee has its own responsibilities for monitoring the implementation of the Board's requirements as set out in their Terms of Reference.</p> <p>All staff have agreed job descriptions which set out in detail what the Charity expects of them. There is a comprehensive and protracted staff induction programme and further training for all staff to ensure they are competent to carry out their duties.</p> <p>Many staff, c50%, are on fixed term contracts.</p> <p>Staff under performance is handled through the various processes put in place via the University of Leeds.</p> <p>The Board receives a confidential briefing on staffing issues at the end of each meeting and any action required to hold staff to account can be reported at that point or initiated by the Board.</p> <p>Tenant Satisfaction surveys and other feedback from tenants identifies where staff may need additional support and prompt action is taken where this is the case.</p> <p>All Health and Safety responsibilities of staff are subject to supervision by superiors and ultimately reported through the committee structure to the Board.</p> <p>The Company Secretary and CEO attend all Board meetings and can draw to the attention of trustees any matters that they feel should be declared.</p> <p>The Chair and Board can call on an independent audit of any matter should they consider this necessary. Such facilities have been offered to the Chair.</p>
<p>4.6.3 The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales. Charity Governance Information should be timely, relevant, accurate and provided in an easy to understand format.</p>	<p>The Board and its Committees have well established agendas with information produced in order to facilitate discussion at governance level. Examples include the condition of properties, complaints, tenant satisfaction, financial performance, rent levels, performance relative to other providers, developments in student accommodation and higher education.</p> <p>Papers are produced before the meeting and the more detailed reports are frequently the subject of presentations during Board and committee meetings.</p> <p>Specific information on Governance issues is commissioned when appropriate and presented to the Board.</p>
<p>4.6.4 The board regularly considers information from other similar organisations to compare or benchmark the organisation's performance.</p>	<p>Unipol is a member of all forms of accreditation that exist in respect of its services output. Generally it has had a very significant hand in developing those quality assurance standards.</p> <p>As is reported above, it uses, within the limited resources it has, external assessment of consumer satisfaction and feedback in a number of areas of its operations (training, housing supply, use of the websites, general housing conditions). It is also subject to contractual monitoring in its partnership operations with the local authorities where it works and Registered Social Landlords.</p> <p>Unipol supplements this external monitoring and assessment with regular internal exercises to secure intelligence on tenant views: the organisation undertakes an annual customer satisfaction survey, the results of which are reported to the Board. A summary of the results is made available on Unipol's website. The organisation also undertakes interviews directly with a sample of students (normally around 100) four times a year. This is known as The Student Forum.</p> <p>If a complaint is made under Unipol's own Codes then, in respect of shared house in Leeds, this is dealt with by Leeds City Council, in Nottingham by DASH (Decent and Safe Homes) and for the National Codes there is an independent Tribunal system in place.</p>

<p>4.7.1 The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.</p>	<p>Unipol maintains a comprehensive risk register. This was established in 2007 on the basis of advice commissioned from a specialist external consultant, and is the subject of review annually.</p> <p>Operational risk assessment is carried out in respect of staff, fire safety and premises within the framework of the organisation's relevant health and safety policies.</p> <p>The Board's Committee structure is established to ensure it mitigates its most significant and strategic risks e.g. Financial Affairs and Staffing, Portfolio, Group on Governance, IT Working Group. The Board agenda's focuses on the delivery of the Forward Look and those matters that might negatively affect implementation of its plans. Due time and consideration is given to financial, reputational, development, health & safety risks in Board agendas.</p>
<p>4.7.2 The board regularly reviews the charity's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.</p>	<p>Areas of particular risk are highlighted in Board papers. These are backed up with a risk analysis that is presented to, and reviewed annually, by the Board. The risk analysis is confidential to the Board and Members.</p> <p>Unipol's Articles specifically provide for powers to borrow money and make investments, and place limits on these activities within parameters determined for the organisation by the Charity Commission. Borrowing and investment are monitored by the Board with all loans, together with their interest rate and amounts outstanding being reported to the Board annually.</p>
<p>4.7.3 The board puts in place and regularly reviews the charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the charity's system of internal controls to manage these risks. The board reviews the effectiveness of the charity's approach to risk at least every year.</p>	<p>Unipol maintains a comprehensive risk register which is reviewed at least annually. The identification and management of specific risks is an important and integral part of formulating any new proposals and business plans for new developments. The approach to risk is included in all such submissions to the Board for its approval.</p> <p>Where there may be material risk to the organisation, or where the trustees may be in breach of their duties, Unipol is committed to securing appropriate external advice, (including from the Charity Commission) and to keeping its Board fully briefed.</p> <p>Where appropriate, Unipol procures advice from legal and property professionals on its systems and seeks specific expertise if this is not available in-house.</p> <p>Unipol has ready access to in-house expertise from a significant number of professionally qualified staff. As the main trainer in the sector, the organisation is able to sustain and build on this internal expertise by encouraging continuing staff development within the constraints of available resources and relevance to the specific requirements of the charity.</p>
<p>4.7.4 The board describes the charity's approach to risk in its annual report and in line with regulatory requirements.</p>	<p>Unipol produces annual accounts, an annual Trustees' Report and a three-yearly strategic review / planning document, entitled Forward Look. These provide an assessment of the organisation's performance, which receives appropriate scrutiny for balance and accuracy before publication.</p> <p>A section of the Annual Report is devoted to discussion of the Principal Risks and Uncertainties facing the Charity. It talks of new risks and those that are no longer considered a significant or strategic risk as well as looking at risk ownership.</p>
<p>4.8.1 The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.</p>	<p>The Board appoints its auditors following the recommendations of the Treasurer and the Financial Affairs and Staffing Committee. The procurement cycle is normally every three years although appointments need not be renewed further than the current year in cases where the Board, Financial Affairs and Staffing Committee or Treasurer feel this would be of benefit to the Charity.</p> <p>The selection process is competitive, thorough and rigorous.</p>
<p>4.8.2 Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.</p>	<p>The Board do not consider that Unipol is of sufficient size to warrant an audit committee but the Financial Affairs and Staffing Committee has, as one of its terms of reference "to seek assurances at an audit level of accountability (subject to Board approval of any resources needed for this process outside of the approved budgetary limits) as it deems necessary". The Committee's Terms of Reference set out its remit in terms of the audit function.</p> <p>The Treasurer has particular authority and responsibility for accounting and financial matters as set out in the duties of this post.</p>
<p>4.8.3 The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.</p>	<p>The Financial Affairs and Staffing Committee has the opportunity, on request, to meet the auditors without staff members being present.</p>

<p>4.8.4 Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by „whistle blowing“. Arrangements are also in place for appropriate and independent investigation and follow-up action.</p>	<p>Unipol's Board is committed to the highest standards of probity and integrity. The Board ensures that all Unipol's staff have ready access to the University of Leeds's Code of Practice on Whistleblowing.</p> <p>A separate Whistleblowing Policy and Procedure has been adopted by the Board to provide a process for use by individual Unipol directors/trustees. The policy provides for a disclosure process to designated persons:</p> <p>the Chair of the Board for directors/trustees the Deputy Chair -Partnerships, of the Board if a disclosure relates to the Chair an independent person as chosen by Unipol's Board in the event of the disclosure relating to both the Chair and Deputy Chairs. This is currently Mr Eddie Newcomb, c/o Unipol Student Homes, 155/157 Woodhouse Lane, Leeds LS2 3ED.)</p> <p>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 Code of Practice.</p> <p>The accreditation systems that Unipol is a part of provide further complaints mechanism. Substantial publicity ensures high awareness of the complaints system among service users. The complaints mechanism includes a tribunal component which ensures dispute resolution that is independent and guarantees robust accountability.</p>
<p>Principle 5. Board Effectiveness The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.</p>	
<p>5.5.1 The board meets as often as it needs to be effective.</p>	<p>The Board meets four or five times a year. The effective management of discussion time in meetings and proper focus on reporting and scrutinising strategic issues are maintained by:</p> <p>a starring system that highlights routine and non-routine matters careful control of the volume of paperwork for Board meetings (including the provision of web links for trustees to access more detailed information and relevant background material) a specific single agenda item meeting within the annual cycle, held to review the Forward Look the circulation (wherever possible) of Board papers at least three working days before the meeting a regular reminder by the Chair to trustees that it is assumed they have read Board papers before the meeting so that presentations on reports can be kept short.</p>
<p>5.5.2 The chair, working with board members and staff, plans the board's programme of work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well- considered decisions, so that board time is well-used.</p>	<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. Papers are provided on each item, giving background, the policy or outcome being recommended (or a set of possible outcomes), and a clear statement of the nature of the decision being taken by the Board. Decision-making areas are highlighted in bold in the papers.</p> <p>Board papers are generally circulated at least three working days before a meeting, but every effort is made to make this period longer. Meeting dates are set well in advance so that trustees can allocate their own personal time to ensure they have read the papers in advance.</p> <p>The Board meetings follow a regular rhythm with items being reviewed at the appropriate time e.g. budget setting in November, review of properties in February, review of lettings at various points etc.</p>
<p>5.5.3 The board has a vice-chair or similar who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed.</p>	<p>The Board has established a number of Officer positions for Trustees: Chair, Deputy Chair - Partnerships, Deputy Chair - Portfolio & Treasurer. Each role has a description of the duties expected of the Potholder. The Chairs of the various committees also have expectations of them set out in the Terms of reference of the relevant committee.</p>
<p>5.5.4 The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where trustees can constructively challenge each other.</p>	<p>Attendance at meetings is monitored. In respect of attendance at Board meetings, Unipol's Articles were changed in 2008 so that they were more explicit about directors"/trustees' attendances: that absence from all meetings held within a period of nine months 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 missing all meetings held within a nine month period those trustees are deemed resigned and reappointment is a matter for the Board.</p> <p>A number of mechanisms are used to ensure effective trustee involvement in addition to their attendance at Board and committee meetings:</p> <p>all new trustees have the opportunity of an introductory meeting with the Chair or a Deputy Chair, as part of their induction process (in addition to the induction day)</p> <p>any relevant outcomes from these meetings are reported by the Chair annually to the Chief Executive and Company Secretary.</p> <p>The Board sees peer-to-peer review as being an essential component of the Board's operation and responsibilities. The Chair co-ordinates the reviews (assisted by the Company Secretary who</p>

	<p>ensures that reviews are taking place and maintains a central record of who reviewed who and when). The review system is:</p> <p>one year sabbatical officers are reviewed annually in January or February</p> <p>all other trustees are reviewed every two years with all trustees being reviewed within the first year of appointment.</p> <p>existing trustees at the time of implementation (2011) were reviewed within the first year</p> <p>reviewers had a number of pre-prepared questions, approved by the Group on Governance, as a framework for peer reviews</p> <p>that is an annual meeting of all reviewers to share information and experiences and that this reports back any useful outcomes to the Chief Executive and Company Secretary. The Company Secretary facilitates this meeting.</p> <p>The Group on Governance reviews the effectiveness of Committees every two years and reports to the Board on any recommended changes. Groups are normally established to fulfil particular tasks and are wound up after their work.</p> <p>Trustees and staff take the outcomes of meetings and reviews seriously and changes are made when issues are identified.</p>
<p>5.5.5 Where significant differences of opinion arise, trustees take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in board discussions.</p>	<p>Such debate does happen and is accurately recorded through minutes.</p>
<p>5.5.6 The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the charity's expense if needed for the board to discharge its duties.</p>	<p>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.</p> <p>The Board uses the expertise of the Group on Governance and the Company Secretary and CEO. Specialist external legal advice has been commissioned and presented to the Board.</p>

<p>5.6.1 The board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead and deliver the charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board.</p>	<p>The mix of skills and experience on the Board relies on nominations made by the Principal Members. The Principal Members are aware of Unipol's skills needs and give careful consideration to their nominations in this context.</p> <p>The Board has adopted a Statement on the Maintenance of the Board. This recognises that Unipol's Board comprises two groups of directors/trustees:</p> <p>Nominees of Unipol's principal members co-optees.</p> <p>The statement is intended as the base document (i.e. formal supplement to the Articles of Association) on co-option and a frame of reference for Principal Members to use when determining their own appointees to Unipol's Board. The statement is the subject of periodic review.</p> <p>In order to discharge its responsibilities effectively, the Board recognises the need for a wide-ranging and complementary set of skills amongst its membership. The collective skills required will vary over time, both because of changes in Directors/trustees; and because of the evolving aspirations of, and challenges to, the organisation.</p> <p>With the support of its Group on Governance, the Board periodically reviews: its skills needs (currently under review) possible future co-options arrangements for the identification and recruitment of potential trustees.</p> <p>The Board currently has a number (up to 6) co-opted trustees to supplement the skills profile of the trustees nominated by Principal Members. As part of the application process, prospective co-optees are asked to complete a skills statement."</p> <p>Drawn predominantly from the higher education sector, the Board's membership has a mix of skills. Collectively, it has strong 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. The Group on Governance is currently undertaking a skills assessment of current trustees with the identification of relevant business and/or professional skills believed to be absent or under-represented within the current make-up of the Board.</p>
<p>5.6.2 The board is big enough that the charity's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice.</p>	<p>The Board currently has 13 nominated trustees (out of a possible 13) and 5 co-opted trustees (out of a possible 6) and so it is considerably larger than that recommended as "good practice".</p> <p>Senior Staff also attend the meeting when required. The Company Secretary, Chief Executive and Director of Finance (excepting in discussions about themselves) attend any confidential section of the meeting.</p> <p>The Board ensures that the skills set of its Chair includes the effective chairing of meetings.</p> <p>At the next review of the Forward Look it is envisaged that there will be a review of the number of Nominated Trustees and hence the size and composition of the Board.</p>
<p>5.7.1 There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.</p>	<p>The Group on Governance deals with the recruitment and screening of co-opted trustees prior to their appointment by the Board.</p> <p>Co-opted trustees are normally appointed for a period of one year in the first instance and the Board can make appointments of up to three years in duration. In the case of trustees nominated by other institutions the duration of service is a matter for the nominating body and, in the interests of treating all trustees the same the Board have decided to impose no maximum term for any co-opted trustee.</p> <p>There are four Officers of the Board appointed by trustees and the Board confirms these appointments on an annual basis. It is made clear to trustees that this is an opportunity for any trustee to put their name forward to stand as an Officer of the Board and, in the event of a contested post, a secret ballot takes place immediately after a proposer and seconder has been secured for each trustee putting their name forward.</p> <p>The recruitment process for Co-opted members is open and Unipol publishes a wealth of information for prospective Trustees on its website. http://www.unipol.org.uk/footer/governance/trustee-recruitment</p>
<p>5.7.2 The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board. Regular skills audits inform the search process.</p>	<p>Board membership is primarily 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 operated by the students' unions. Co-option in line with a defined skills base is covered in 5.6.1 above.</p> <p>Consideration of Diversity is a key feature of the recruitment process for co-opted trustees and something that is reviewed by the Group on Governance when considering the filling of vacancies. A Diversity and Equality statement can be found within the Skills Statement for Applicants for Trustee/Board Members.</p> <p>This Statement is reviewed annually by the Board.</p>

<p>5.7.3 The charity considers using a nominations committee to lead the board appointment process and to make recommendations to the board.</p>	<p>The Group on Governance fulfils the role that would be filled by a nominations committee and a separate committee is not considered necessary. The Board specifically addresses the issue of nominated trustees and working with Principal Members to ensure optimal coverage of skills needs.</p>
<p>5.7.4 Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is:</p> <ul style="list-style-type: none"> • subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board • explained in the trustees' annual report. 	<p>The Group on Governance deals with the recruitment and screening of co-opted trustees prior to their appointment by the Board.</p> <p>Co-opted trustees are normally appointed for a period of one year in the first instance and the Board can make appointments of up to three years in duration. In the case of trustees nominated by other institutions the duration of service is a matter for the nominating body and, in the interests of treating all trustees the same the Board have decided to impose no maximum term for any co-opted trustee.</p> <p>The charity's Board has a reasonable turnover and replacing trustees with committed and informed individuals is difficult. A greater turnover may well result in either poorly filled or vacant places.</p> <p>The current length of service of trustees as at 1st April 2018 is:</p> <p><u>Less than 1 year</u> Mr George Bissett Ro Sewell Ms Chloe Spark Mr Chris Warrington</p> <p><u>1 to 3 years</u> Ms Kelly-Anne Watson Ms Meri Braziel Mr Robert Sladdin Ms Priscilla Preston</p> <p><u>3 to 5 years</u> Ms Rachael Elliott Mr Martin Rushworth Ms Di Pedder</p> <p><u>5 to 10 years</u> Mr Ian Robertson Mr Andy Welsh Mr David Collett Mr Mike Wilkinson</p> <p><u>Over 10 years</u></p> <p>It should be noted that there is a high turnover of student's union nominees, by the nature of the roles they occupy in their nominating organisations; and so some longevity for other Trustees could be considered useful in order to preserve organisational memory.</p> <p>In the case of co-opted trustees a proper review is carried out each time a trustee's term of office comes up for review. It is not the intention of the charity to publicise trustees length of service within its annual report as this could be considered detrimental to newer, and younger, trustees and the charity is keen that all trustees should be treated and viewed as having equal weight on the Board.</p> <p>There may be a case that longer serving trustees should be balanced out by newer trustees on any nominating body, if a significant number of appointments were being made, at the consideration of appointments stage to address (and be seen to address) suspicions that the Board could be self-appointing to the detriment of diversity and this will be reviewed as part of the next Forward Look.</p>
<p>5.7.5 If a charity's governing document provides for one or more trustees to be nominated and elected by a wider membership, or elected by a wider membership after nomination or recommendation by the board, the charity supports the members to play an informed role in these processes.</p>	<p>Unipol takes significant time and care over the support of all new Trustees including those nominated by member institutions. These arrangements are set out above in 3.4.1 and 5.5.4.</p>

<p>5.8.1 Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the charity's work. Trustees are given the opportunity to have on-going learning and development.</p>	<p>The organisation attaches strong importance to the induction of its trustees, particularly in the context of the annual changes in membership that are a consequence of changes in students' union elected officers. This accounts for around 20% of Unipol's Board.</p> <p>On appointment, trustees receive a substantial pack of information about the charity (see 3.4.1 earlier). This includes:</p> <p>key policy and procedure documents information on 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.</p> <p>Trustees have open access to the Company Secretary on any specific issues relating to this pack. Trustees confirm to the Board at the first available opportunity that they have read and understood the material sent to them.</p> <p>All trustees also receive a full day's dedicated induction. The day comprises: an opportunity to</p> <ul style="list-style-type: none"> • meet the senior management team • talk with the Chief Executive • take part in an induction presentation on the financial and administrative structure of the charity and on the organisation's governance structure (including standing orders and the committee structure) a tour of the Housing Hub • visits to a representative cross-section of Unipol properties, including an opportunity to meet tenants and housing management staff in those developments. <p>Each year a refresher event is organised for all trustees where existing trustees visit Unipol properties, normally when they are tenanted.</p> <p>The Company Secretary makes the procedures for joining and leaving the Board clear to all trustees and ensures that necessary documentation is completed.</p>
<p>5.8.2 The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.</p>	<p>The comments on the Peer Review System and effectiveness review are mentioned at 5.5.4 are replayed here again:</p> <p>The Board sees peer-to-peer review as being an essential component of the Board's operation and responsibilities. The Chair co-ordinates the reviews (assisted by the Company Secretary who ensures that reviews are taking place and maintains a central record of who reviewed who and when). The review system is:</p> <p>one year sabbatical officers are reviewed annually in January or February</p> <p>all other trustees are reviewed every two years with all trustees being reviewed within the first year of appointment</p> <p>existing trustees at the time of implementation (2011) were reviewed within the first year</p> <p>reviewers had a number of pre-prepared questions, approved by the Group on Governance, as a framework for peer reviews</p> <p>that is an annual meeting of all reviewers to share information and experiences and that this reports back any useful outcomes to the Chief Executive and Company Secretary. The Company Secretary facilitates this meeting.</p> <p>The Group on Governance reviews the effectiveness of Committees every two years and reports to the Board on any recommended changes. Groups are normally established to fulfil particular tasks and are wound up after their work.</p> <p>In addition, the Board does review how effective the Charity and thereby itself has been performing at the Forward Look Review. This is externally facilitated and consideration will be given to whether the right balance of time is spent on review of past performance versus strategic development for the future as part of the planning for that session.</p> <p>The Peer Review process is currently under review and is expected to change in 2019.</p> <p>Diversity is commented on in greater detail in 6.4.2 where the Board recognises the importance of a diverse membership and the charity will seek to stress its importance as part of a review of the Equality and Diversity Statement.</p>
<p>5.8.3 The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report.</p>	<p>The Annual Trustee Report includes a section on Board performance and what is done to improve this.</p>

Principle 6. Diversity**The board's approach to diversity supports its effectiveness, leadership and decision making.**

6.3.1 The board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.

Trustees from nominated organisations all receive Equality & Diversity training via their nominating organisations. Most co-opted trustees have similarly undertaken training in the past. This area will likely be picked up as part of the review of the Peer Review system being undertaken by the Group on Governance. All Trustees are required to familiarise themselves with the Equality and Diversity Policy and the Company Secretary is able to support them with this at Induction.

It is anticipated that the charity will source and develop some on-line training that all trustees will be required to undertake.

6.3.2 The board makes a positive effort to remove, reduce or prevent obstacles to people being trustees, allocating budgets, where necessary, to achieve this within the charity's available resources. This could include looking at:

- the time, location and frequency of meetings
- how papers and information are presented to the board, for example
- using digital technology
- offering communications in formats such as audio and Braille
- paying reasonable expenses
- where and how trustee vacancies are publicised and the recruitment process.

The Board has a diverse group of trustees broadly representative of the community and membership it serves: it has administrators, welfare experts, students and managers.

Particular needs of Trustees are identified at recruitment or when made known by the Trustee. The Charity takes reasonable efforts to ensure that the Trustee can or can continue to play a full and active part in its work.

Trustees are entitled to claim out-of-pocket expenses for attending meetings and other events in connection with Unipol business. The organisation encourages trustees to claim for expenses incurred as a direct result of work in support of Unipol's business, e.g. dealing with third-party organisations or undertaking training for Unipol. It is Unipol's policy that no trustee should be out of pocket by attending to the organisation's business.

Trustees' expense claims are currently governed by the policy and procedures in operation for University of Leeds staff.

6.3.3 The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other and all voices are equally heard.

The Board ensures that the skills set of its Chair includes the effective chairing of meetings.

The Chair takes considerable steps to ensure that all can and do contribute and in particular that new members, particularly student members, are encouraged to participate. The Chair meets with Trustees during their extended Induction period to ensure they feel supported in making a contribution. The Peer Review process, which the Chair leads, also asks Trustees about whether they feel able to make a contribution.

6.4.1 The board regularly carries out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.

See previous comments at 5.6.1 and 5.8.1

6.4.2 The board sees diversity, in all its forms, as an integral part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives.

Unipol deals primarily with students and those associated with educational establishments. This is made clear in all aspects of Unipol's work.

Unipol's client group is defined in terms of students in post-compulsory education. The demographic profile of this group is a function of the access / widening participation policies of the education providers which supply the client base. Unipol plays its part in providing a wide range of affordable accommodation designed to promote choice as part of encouraging wider diversity.

Staff recruitment is governed by a number of rules and procedures designed to encourage and promote equality and diversity. Unipol has a balanced gender and ethnic mix at all levels of the organisation. It strives continually to increase its diversity as the mix and balance of its service users change.

Unipol's stakeholders are all actively involved in the governance of the charity, either as trustees in the Board or as appointed members within Unipol's committee structure. Elected student officers, themselves determined by direct democratic selection, also provide feedback from student end-users.

Unipol has a Diversity and Equality Policy which enshrines the organisation's commitment to providing equality of opportunity. The policy stresses that Unipol maintains a culture in which 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 from the Chief Executive.

Unipol ensures that all employees receive training on diversity and equality and are fully aware of the Diversity and Equality Policy and related procedures. The policy covers

	<p>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>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 devise and set any specific targets that would be relevant to Unipol's work.</p>
6.4.3 When deciding how to recruit trustees, the board thinks about how best to attract a diverse pool of candidates. It tries to achieve diversity in any trustee appointment panels.	The Group on Governance undertakes this responsibility at the recruitment stage. Minutes can demonstrate an active consideration of such issues as can the trustee recruitment material found on the Charity's website.
6.5.1 Trustees ensure that there are plans in place to monitor and achieve the board's diversity objectives.	This is in the remit of the Group on Governance and is addressed mainly through the Trustee recruitment and replacement process.
6.5.2 The board publishes an annual description of what it has done to address the diversity of the board and the charity's leadership and its performance against its diversity objectives, with an explanation where they have not been met.	The Group on Governance and Board will consider how this can be facilitated for the next annual report but it is clear that it would be inappropriate for the charity to comment upon the policies of other organisations who themselves are regulated and have a full range of diversity policies which they monitor themselves.
<p>Principle 7. Openness and accountability. The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.</p>	
7.5.1 The board identifies the key stakeholders with an interest in the charity's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.	<p>Some of the key partners are members of the organisation and make nominations for trusteeship to the Board. In turn, the members themselves are the primary users and beneficiaries of the charity's services.</p> <p>Unipol clearly identifies its beneficiaries in all its communications and tries to ensure, through its trustees, that those partners have a clear understanding of the organisation's aims and objectives.</p>
7.5.2 The board makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes.	<p>Trustees should ensure that members are fully consulted about changes and discussions. These consultations also take place outside the Board in respect of policy changes that might affect stakeholders. Additionally, this approach is taken for partners without trustee status, including local authorities, RSLs, community groups and Unipol's users. Some of these groups have a wider role within Unipol's committee structure.</p> <p>There is a complaints procedure, which is widely publicised and has an appropriate level of usage. See the response to 4.6.4 for information on work undertaken by the organisation to secure user feedback and to measure consumer satisfaction.</p> <p>The organisation's performance is reported annually in the Trustees' Report.</p>
7.5.3 As part of this strategy, the board thinks about how best to communicate how the charity is governed, who the trustees are and the decisions they make.	It is clear to the nominating institutions, who are key stakeholders, how the governance system operates but the charity communicates such matters via the website and the Trustees Annual report.
7.5.4 The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.	There are various opportunities for stakeholders to make an input: institutional links with nominating partners, student forum, and tenant satisfaction surveys, complaints processes, the Unipol Codes, landlord briefings.
7.5.5 The board makes sure there is suitable consultation with stakeholders about significant changes to the charity's services or policies.	This happens via institutional links, membership of the various Codes, directly with tenants who may be personally affected and through social media.

<p>7.6.1 The board gets regular reports on the positive and negative feedback and complaints given to the charity. It demonstrates that it learns from mistakes and errors and uses this learning to improve performance and internal decision making.</p>	<p>The Board receives regular reports on Tenant Satisfaction with the various committees picking up comments in their own meetings either from tenants, institutions, student unions, local authorities or landlords. There is a formal complaints process, see below.</p>
<p>7.6.2 The board makes sure that there is a transparent, well- publicised, effective and timely process for making and handling a complaint and that any internal or external complaints are handled constructively, impartially and effectively.</p>	<p>There is a complaints procedure, which is widely publicised and has an appropriate level of usage.</p> <p>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 complaints system, is overseen by the Deputy Chief Executive.</p> <p>All correspondence regarding deposit deductions and complaints is kept on file for three years and a report on this aspect of the organisation's operations is made to the Board annually. The Deputy Executive is responsible for this function. Any cases involving the Dispute Service Adjudication Service are reported to the Board.</p> <p>The accreditation systems that Unipol is a part of provide further complaints mechanism. Substantial publicity ensures high awareness of the complaints system among service users. The complaints mechanism includes a tribunal component which ensures dispute resolution that is independent and guarantees robust accountability. See also the response to 4.6.4.</p> <p>Complaints are investigated by a designated person as follows:</p> <p>the Chair of the Board for complaints about directors / trustees the Deputy Chair - Partnerships of the Board for complaints about the Chair an independent person as chosen by Unipol's Board in the event of the complaint relating to both the Chair and Deputy Chairs. This is currently Mr Eddie Newcomb, c/o Unipol Student Homes, 155/157 Woodhouse Lane, Leeds LS2 3ED.</p> <p>Under all codes Unipol is accountable through external monitoring and assessment and through a complaints procedure that includes an independent tribunal or right of redress component.</p> <p>If a complaint is made under Unipol's own Codes then, in respect of shared house in Leeds, this is dealt with by Leeds City Council, in Nottingham by DASH (Decent and Safe Homes) and for the National Codes there is an independent Tribunal system in place.</p>
<p>7.6.3 The board keeps a register of interests for trustees and senior staff and agrees an approach for how these are communicated publicly in line with Principle 3.</p>	<p>Unipol has a Policy on Conflicts of Interest. This encompasses procedures requiring trustees to complete a register of interest form each year. The Chair of the Board reviews each form and determines any disclosed interests which warrant report to the Board. Additionally, trustees are required to disclose any interests that arise between annual registration cycles.</p> <p>Procedures are also in place to require trustees to declare any possible conflict of interest; and to deal with such declarations. These are supported by the inclusion of a standard item – 'Directors' Disclosures' – on Board / committee agendas.</p> <p>Where a material conflict of interest arises, trustees concerned are not permitted to vote on the matter, although the Board has discretion to allow them to participate in related discussion. In general, however, trustees, having declared an interest, withdraw from the meeting for the duration of related discussion.</p> <p>Unipol houses about six per cent of students studying in Leeds and from time to time a director/trustee will be a tenant of the charity. In order to manage conflicts of interest that arise in this way, the Board has adopted a Policy on Trustees as Tenants. The policy has two arms: where a tenancy has been entered into</p> <p>before a tenant becomes a trustee by an existing director/trustee.</p> <p>The policy has been formulated to protect both the charity and the trustee/director. It provides that at no time is a director/trustee permitted to discuss any aspect of their tenancy within the Board's business; and that they are disallowed from participating in any discussion relating to the Board's determination of any rent level they are liable to pay. The policy includes a procedure to be followed in the event that this policy is breached.</p> <p>If a trustee did not offer to resign in these circumstances, a difficulty would arise through the nominated trustee arrangement.</p> <p>The Board has a policy that all interests should be declared either at the commencement of each meeting or just before the discussion of any item on which a trustee might think they are conflicted. The Chair of the Board draws this to the attention of all trustees at the start of each Board meeting. If a conflict is declared the Chair will recommend one of three outcomes for the Board to agree i) the trustee/s withdraw from the meeting for that item ii) attendance is allowed but the trustee/s would not take part in that discussion iii) the conflict is recognised but allows full participation in the meeting. The Chair seeks the consent of the meeting to the approach they suggest.</p>

	<p>The Company Secretary attends all Board meetings and can draw to the attention of trustees any matters that they feel should be declared.</p> <p>Board papers are written to avoid trustees being asked to agree matters that relate to their nominating bodies (who have their own governance systems). Normally, the Board will recommend to a Member a course of action rather than directly agreeing on a course of action where the Member would subsequently need to agree as a body.</p> <p>In order to avoid conflicts of interest with tenants the charity has Trustees as Tenants policy.</p>
<p>7.6.4 Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the charity's websites and in its annual report</p>	<p>The Chief Executive's salary is disclosed in the annual accounts. The review of the Chief Executive's salary takes into account the targets set in the <i>Forward Look</i> and those achieved, and looks at financial and staffing performance.</p> <p>Other senior staff's salaries are identified in bands within the accounts.</p> <p>Unipol produces annual accounts, an annual Trustees' Report and a three-yearly strategic review / planning document, entitled <i>Forward Look</i>. These provide an assessment of the organisation's performance, which receives appropriate scrutiny for balance and accuracy before publication.</p>
<p>7.7.1 In charities where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity:</p> <ul style="list-style-type: none"> • has clear policies on who is eligible for membership of the charity • has clear, accurate and up-to-date membership records • tells members about the charity's work • looks for, values and takes into account members' views on key issues • is clear and open about the ways that members can participate in the charity's governance, including, where applicable, serving on committees or being elected as trustees. 	<p>Unipol itself represents a partnership between a number of organisations (principally two Universities and their respective Student Unions). The partnership allows each of these bodies, who are regulated either by the Office for Students or the Charity Commission, to nominate Trustees. Those nominees follow largely the same process as for co-opted Trustees in terms of assessing eligibility, their induction into the charity, their values and participation. The Company Secretary keeps clear, accurate and up to date records of appointments.</p>