

Principle 1: Mission and values	
The board sets and actively drives the organisation’s social purpose, mission, and values and through these embeds within the organisation resident focus, inclusion, integrity, openness, and accountability.	Compliant
Comments	The Board understands its unique status of being both part of and not part of the Council as the sole owner. The Board reviews its mission and sets a delivery Plan every year to be agreed with the Council
Evidence	Annual approval of the Derby Homes Delivery Plan This includes the Mission, Values and Strategic Objectives. Minute 21/22 Draft Delivery plan considered by DH Board. SMT (mission, values, objectives) – September 2020 SMT (service drivers and actions) – October / November 2020 SMT (performance measures and actions) –December 2020 Minute 21/119 – Modern Slavery Act Statement approved by board 21/138 - Attendance at Board away day
Action needed	Approval to DCC Strategic working group.
Action for	Maria Murphy
Action by	Completed

Compliance: from principle to practice		
1.1 Mission: the board leads the organisation in pursuit of achieving its social purpose. The board sets the organisation's mission and values, and regularly reviews and reaffirms their relevance.		
		Compliant
Comments	<p>Annual review by SMT and the Board</p> <p>Update reports on Delivery plan provided to Board for each quarter with update on progress.</p>	
Evidence	<p>Minute 21/87 – Governance & Viability compliance statement 2020/21 compliance assessed</p> <p>Minute 21/87 - Q1 performance management report DH Board</p> <p>Minute 21/00 - performance management q4 2021/21 – measures reported to DCC & ops Board.</p> <p>31 March 22 - Delivery plan report Q3 report 21/22</p> <p>At the end of quarter three (31 December 2021) 77% of DP actions were judged to be 'completed' or 'on track' of completion within their timescale.</p> <p>19/05/2022 – Delivery plan report Q4 report 21/22</p> <p>At the end of 2021/22 - 90% of our actions were judged to be 'completed' or 'on track' of completion within their timescale.</p> <p>Minute 21/46 – various grants for homelessness, Safespace, offender housing and Private rented sector</p> <p>21/175 – MD report Reviewing Board Away day 20 November 2021. outlining the proposed approach to preparing for the forthcoming regulatory changes. Board Members were invited to raise any questions or comments with the Managing Director on the NFA/CWAG joint report, Excellence in Management and Partnership, and suggested the use of the action plan within the report to measure the strength of the relationship between Derby Homes and the Council.</p>	

1.2 Resident focus: the needs and safety of the organisation's current and future residents and other customers are placed at the heart of the board's decision-making.	
Compliant	
Comments	We have a very strong emphasis on tenant representation which Derby Homes has always strived to maintain. A Main board member is this health and safety champion who chairs the health and safety forum. feedback from the health and safety forum is given to the board at each meeting.
Evidence	<p>One third of main board members are tenants.</p> <p>Operational Board – 12 members majority tenant based (6), a leasehold member (1) and three board members (1 tenant, 1 independent & once councillor)</p> <ul style="list-style-type: none"> (1) Compliance is reported to the board at every board meeting in relation to the big six. E.g., minute 21/48 Gas Servicing Discussed at Board and minute 21/117 legionella discussion (2) H&S reports delivered to Board - e.g., Minute 21/47 - H&S update (3) Building Safety - Minute 21/114 Building Safety Bill & Rivermead (exceeds 18M) (4) Customer Feedback – e.g., Minute 21/149 - New customer engagement software to give customers more opportunities to get involved and to target customers based on their needs & Minute 21/180 HRA Business Plan & Rents 2022/23 Feedback from the DACP and Customer Voice was positive, and they saw rents as value for money. (5) Customer Engagement and community strategy 2021-24 (Ops board approved Dec 2020)

(1) There are policies, frameworks and opportunities which enable, encourage and support residents and other customers to engage with, influence and contribute to strategic decision-making.	
Compliant	
Comments	Derby Homes welcomes participation by its tenants in its work. This is demonstrated in several ways including participation in the Main Board, Operational Board, Audit Committee, Virtual panel & Customer voice
Evidence	The DACP (independent residents' group) has direct representation on the operational board and is consulted on key decision e.g., rent and service charges.

	<p>Under the Company's constitution tenants have the right to:</p> <p>Tenants have the right to:</p> <ul style="list-style-type: none"> • apply to sit on the Board and Operational Board of Derby Homes • contact their local councillor about any matters of concern to them • obtain a copy of our governance arrangements • attend meetings of the Board of Derby Homes, Operational Board, and committees, except where confidential matters are being discussed • ask a question at meetings of the Board or Operational Board of Derby Homes <p>*Petition to request a matter is considered by the Board of Derby Homes or Operational Board or petition to request a matter is considered by a committee of the Council</p> <p>*find out, from the Board's forward plan, what major decisions are to be discussed by the Board and when to see reports and background papers, and any record of decisions made by the Board and its staff</p> <p>*complain about any aspect of Derby Homes' services, under its Complaints Procedure *complain to the Ombudsman if they think Derby Homes has not followed its procedures properly. However, they should only do this after using Derby Homes' own complaints process</p> <p>*complain to the Managing Director if they have evidence which they think shows that a member of the Board or staff of Derby Homes has not followed Derby Homes' Code of Conduct</p> <p>* inspect Derby Homes' accounts and make their views known to the external auditor.</p> <p>There is a section for questions to the Board from the public at each board meeting</p>
--	--

(2) The board has access to insight into the views and needs of the organisation's residents and other customers (including insight into their concerns and complaints) and uses this to inform decisions where appropriate.	
	Compliant
Comments	See box Principle 1.2(4) in addition the board and operational receives updates of customer views and satisfaction.
Evidence	Complaints report e.g., May 2021 Q4 complaints and complaints report and September 2021 Q1 for example. Minute 21/43 – Better together and locality working summary of engagement content

	<ul style="list-style-type: none"> • Spring 2021 – Leaseholder survey, Website redesign, learning from complaints, Virtual Panel and Customer Voice updates • Autumn 2021 – Delivery plan, Customer Voice, Virtual Panel, who are the Board/meetings online/dates, Annual Report, • Winter 2021 – White paper, Customer Voice reviews, Youth Panel, DACP/Tenant Federation, • Spring 2022 – Leaseholder forum, consultations feedback and outcomes, Customer Voice, Annual Report feedback, ways to get involved, Youth Panel • Dec 2020 Customer voice report on quality of repairs
--	---

(3) There are policies in place which reflect that the safety of residents and other customers (as well as that of the workforce and the wider public) is an overriding priority, and the board receives reports annually on their operation.	
Compliant	
Comments	The health and safety forum is chaired by a board member (health and safety champion) which meets six times a year and focuses on health and safety. The issues from meeting are fed back to the main board.
Evidence	ROSPA Presidents Award for H&S (16 consecutive gold) and called Order of Distinction Extensive policies in place as well as risk assessments including those for Covid-19. Report to the Board for health and safety at every meeting. SMT meetings have a health and safety update every month and there are further meetings with the executive team and unions.

(4) The organisation regularly reports to its residents on how its commitments to resident focus have been delivered.	
Compliant	
Comments	Reporting to residents take place in a number of ways.
Evidence	Public reports on CMIS Reports are available via our website Minute 21/121 Digital strategy approved Minute 21/122 – DH annual report for customers 20/21 & tenant newsletter Board meetings are broadcast live on YouTube.

	DH annual report - reporting KPI's, cost and value for money, property maintenance, stock levels, achievements, learning & safeguarding
--	---

1.3 The board demonstrates a clear and active commitment to achieve equality of opportunity, diversity, and inclusion in all of the organisation's activities, as well as in its own composition. It has policies and statements which meaningfully demonstrate this commitment and sets priorities and objectives for the organisation to achieve.	
Compliant	
Comments	The Board has appointed an equalities champion who chairs the equality's forum. Feedback from the Board is given to the Board. Derby Homes has relevant policies and procedures in place.
Evidence	<p>DH has the equalities forum and a board champion for equalities. The Equalities forum meet and review issues and make recommendations to the board and management. Equalities reports cover policies that are in place.</p> <p>Board Minute 21/50 – Diversity Forum and Annual workforce equality report. noted the actions taken by the Diversity Forum and the content of the annual workforce Equalities report and adopted and endorsed the Equalities Forum's objectives as the Board's equalities and diversity priorities and objectives for the year.</p> <p>Board Minute 21/51 25 March 2021 - The Board considered a review of the Equalities Policy, which was reviewed in accordance with the three-year policy review.</p> <p>21/130 – Gender pay gap reporting 20/21.</p> <p>21/149 - The report advised that Derby Homes offers a guaranteed interview for any active Derby Homes Ignite and Connect youth panel member in year 11 or above applying for apprenticeship opportunities within the organisation and meeting the essential criteria for the role.</p> <p>21/149 - An update was provided on progress of the Carelink Telecare Installation upgrade being installed in over 2000 council homes.</p> <p>21/179 – Equalities forum update proposed to main board and agreed.</p>

(1) The board seeks regular assurance about how these commitments and objectives are being delivered in practice, and tracks progress against the priorities it has set.	
Compliant	
Comments	The considerations of reports
Evidence	<p>Feedback at every board meeting from the previous equality's forum meeting by the board champion.</p> <p>See 1.3 above rather than duplicate information</p>

(2) The organisation annually publishes information about its work to deliver these commitments and objectives, and the progress it has made.	
Compliant	
Comments	Information about our work to deliver these commitments and objectives, and the progress it has made is reported at Board and its sub committees.
Evidence	Examples include Minute 21/86 Delivery plan 20/21 end of year report considered by Board Minute 21/87 Governance & Viability Compliance Statements 2020/21 Gender Pay Reporting - 21/130 – gender pay gap reporting 20/21. Derby Homes equalities reports Board Minute 21/50 – Diversity Forum and Annual workforce equality report.

1.4 Culture: the board regularly considers and defines the culture and behaviours that will best enable the organisation to deliver its mission and values.	
Compliant	
Comments	Plans have been consistently reviewed including mission and strategic objectives. Culture, standards and values expected of everybody in Derby Homes have also be considered.

(1) The board leads by example and promotes the culture of the organisation.	
Compliant	
Comments	Derby Homes chair is also the chair of the National Federation of Almo's. Counsellors actively operate from the DH board in non-political manner to promote the positive nature of Derby Homes within the council.
Evidence	Annual report Accounts and delivery plan reports

(2) The board seeks regular assurance that its desired culture and behaviours are being enacted in practice in alignment with its mission and values.	
Compliant	
Comments	Assurance on culture is a constant theme in all areas of the operation of the board
Evidence	Reports and feedback

1.5 Integrity: the board, its members and the organisation maintain high standards of probity and conduct.	
Compliant	
Comments	<p>Declarations of interest</p> <p>Board member code of conduct</p> <p>Declarations of interests at each Meeting of the board and its committees.</p>
Evidence	<p>Board members sign up to an internal code of conduct and services agreement and abide by the standing orders which are periodically reviewed.</p> <p>Governance committee scrutinises governance issues recommends practise to the board</p> <p>minute 21/105, 21/137, 22/35 – BM declarations of interest.</p> <p>Minute 21/184 - The Board considered recommendations from the Governance Committee arising from the meeting held on 4 November 2021</p> <ol style="list-style-type: none"> 1. Board Members Services Agreement 2. Board Members Code of Conduct <p>Approved by Board.</p>

(1) The board adopts a formal code of conduct to which all its members adhere.	
Compliant	
Comments	Code of conduct has been adopted
Evidence	<p>In November 2021 the Governance Committee (minute number 21/21) considered the 3-year review of the Board Member Code of Conduct and approved the code subject to some minor amendments.</p> <p>Minute 21/184 - The Board considered recommendations from the Governance Committee arising from the meeting held on 4 November 2021</p>
Action needed	Review of Code of conduct
Action for	Head of Governance
Action by	2024

(2) The board has clear policies and procedures for its members to identify, declare, record, and manage any actual, potential, and perceived conflicts of interest	
Compliant	
Comments	Various policies and procedures to identify and declare potential or perceived conflicts of interest.
Evidence	(1) Adoption of the NHF code of Governance 2020 - Minute 21/87 adoption of code in September (2) SMT declarations of Interest Minute 21/95 – SMT declarations of Interest (3) Employee Declarations of Interest June 21 and May 22 (4) Declarations of interest by BMs at every meeting and committee meeting. i.e., Board Minutes 21/33, 21/70, 21/137 & 21/182 – Board member declarations of interest. Annual report for 2021.

(3) There is a publicly available register for board and committee member declarations of interest which is reported on annually to the board	
Compliant	
Comments	Disclosed annually (November Board Meeting)
Evidence	Board Meeting papers
Action needed	Publicly available on CMIS

(4) Where there is a material conflict of interest, any individual concerned withdraws from the board's discussions and decisions on relevant matters.	
Compliant	
Comments	Written into standing orders
Evidence	Declarations of interest at each board meeting Declarations of interest by BMs at every meeting and committee meeting., Board Minutes 21/33, 21/70, 21/137 & 21/182 – Board member declarations of interest. Annual report for 2021

(5) In case of a fundamental or ongoing material conflict, the board determines whether the person concerned should cease to be a board member.	
Compliant	
Comments	DH would act in such an event.

1.6 Accountability: the board operates openly and transparently, and demonstrates accountability to key stakeholders including residents, other customers, and partner statutory bodies.	
Compliant	
Comments	<p>REPORTS</p> <p>(1) Openness/ transparency & accountability</p> <p>(2) Questions from the public at each meeting of the Board</p>
Evidence	<p>Board meetings are open to the public and a broadcast on YouTube</p> <p>Questions from the public are allowed at board meetings</p> <p>The AGM is held each year for the shareholder</p> <p>Regular oversight meetings with the council as client or held at all levels</p> <p>Minute 21/56, 21/91, 21/124, 21/156 – 21/186 Disclosure under Insurance Act 2015 – No information to disclose</p>

(1) The board publishes information annually about the organisation's activities, performance and plans for future improvements which is accessible to its key stakeholders, and covers the matters referred to in this code.	
Compliant	
Comments	<p>(1) Performance management reports</p> <p>(2) House Mark report</p>
Evidence	<p>Self-assessment reports have been made public and available on our website similar openness relating to our delivery plan and board meetings.</p> <p>Performance statistics are published by the council's performance team and systems</p> <p>The board receive performance management information e.g. Q2 updates - Minute 21/66 25 March 2021.</p> <p>Minute 22/31 - Q2 Performance data</p> <p>Minute 21/67 25 March 2021 Housemark report 2019/20 - report on Derby Homes' cost and performance information as detailed in the Housemark cost and performance benchmarking report 2019/20.</p> <p>21/08 – DCC response to annual Report</p>

(2) The organisation systematically identifies and regularly communicates with its key stakeholders and receives feedback about their views. In doing so it has regard to the communication needs of the diverse groups and communities it serves.	
Compliant	
Comments	Feedback via various mechanisms
Evidence	Customer feedback surveys Complaints process & reporting 9 December 2021 to operations board, i.e., Q1 complaints and complements report Sept 2021 Lessons learned and reporting Follow up on negative feedback re as evidenced in the annual report.

(3) Opportunities and information are provided for residents and other customers independently to scrutinise the work of the organisation and to hold it to account, and the board reviews these arrangements regularly to ensure that they remain fit for purpose.	
Compliant	
Comments	Various avenues for customers to independently scrutinise DH work
Evidence	Customer panel/ virtual panel (evidence in spring 2022 newsletter). June 2022 – customer voice Homefinder report (18 recommendations made of which 12 were implemented). Reports CV scrutiny reviews presented to Ops Board. Service area manager works through recommendations and report back 6 months later. Customer voice - Customer voice is supported by Derby homes offices and offered an opportunity to investigate and report on any area of operation Mystery shopper Minute 21/178 – updated Local Customer Priorities Locality Project

(4) The organisation publishes clear and up-to-date information about its board members, committees, and governance.	
Compliant	
Comments	Website review revamp
Evidence	Website has information on all these aspects. board papers other than confidential ones are accessible via the website/ CMIS link CMIS

(5) The organisation responds in a considered, open, and transparent way to requests for information about its work, activities, and decisions made by the board, where it cannot provide certain information, it gives clear reasons as to why this is the case.	
Compliant	
Comments	Responses are dealt with in an open and transparent manner
Evidence	<p>(1) Freedom of information policy</p> <p>(2) Data Protection Policy</p> <p>(3) Environmental Information Regulations</p> <p>Board Minute 21/52 Board reviewed and approved the Data Protection Policy</p> <p>Board standing orders define which documents are to be held confidential and the reason why.</p> <p>Head of Governance is the designated Data Protection Officer</p>
Action needed	Review of policies in accordance policy review procedure

(6) The role of shareholders in the governance of the organisation is documented and understood.	
Compliant	
Comments	Derby City Council is our only Shareholder
Evidence	<p>Governance arrangements make clear the council are our 100% owner.</p> <p>The council is the person with significant control (PSC) for Derby Homes.</p> <p>The PSC is registered at Companies House.</p>

(7) Organisations with open shareholding publish their policy for admission of shareholders	
N/A	

1.7 Reputation and trust: the board takes into account in its actions and decisions the importance of maintaining trust in the organisation and upholding its reputation	
Compliant	
Comments	Yes
Evidence	Board papers over many years

	Risk management approach includes reputational risk as a metric. Publicly available reports and minutes.
--	---

Principle 2: Strategy and delivery	
The board sets ambitions, plans and strategies which enable the organisation to fulfil its social purpose and remain viable and sustainable, and exercises demonstrable and effective oversight of their delivery.	Compliant
Comments	See below
Evidence	Board papers over many years Delivery Plan setting, monitoring and outcomes are reported.

2.1 Strategy, resources, and plans: the board sets the organisation's overall direction and strategy in line with its charitable, community benefit or other constitutional purposes	
	Compliant
Comments	The Board has clear ambitions to both grow the stock at a moderate pace but also to support council services especially, homelessness to a degree beyond our annual income for those services.
Evidence	Minute 21/81 - update on stock changes in 2020/21. At the 31 March the Council had lost a net 29 properties, while Derby Homes had gained 7 making a net overall loss of 22. The stock of 4 bed homes had risen while 3 bed properties continued to be lost through the Right to Buy Minute 21/82 – property update Minute 21/43 – larger asset (Bedroom) transfer from DCC. – acquisition of 10 new homes and work with children's services (young people's accommodation 21/148 – property update Minute 21/63 - 1.5m for Supported exempt housing, management agreement with Padley, utilise 5 a year general consent. Minute 21/115 – property update & Climate change champions x2 BM's Minute 21/177 property update. Minute 22/47 – stock ambitions, Solar PV, stock benefit study identified 6.5 k properties that could benefit.

(1) The board sets financially sustainable plans to ensure that the organisation has the resources it needs to deliver its strategy.	
Compliant	
Comments	Board plans are financially sustainable and have been altered according to prevailing situations
Evidence	<p>Budget papers every year and planning meetings</p> <p>Finance Training on an annual basis</p> <p>Minute 21/176 - Budget preparation plans for 2022/23 and future years</p>

(2) The board gives specific consideration in setting such plans to value for money (VFM), financial sustainability; carbon neutrality and environmental sustainability; and social sustainability.	
Compliant	
Comments	VFM and Finances are routinely considered.
Evidence	<p>(1) Finance report at each board meeting – e.g. Minute 21/44, Minute 21/81 (draft 2020/21 accounts drafted and being audited), 22/46</p> <p>(2) VFM report at Operational Board minute 21/58</p> <ul style="list-style-type: none"> • Report on the outturn figures for Derby Homes for 2020/21 compared to the RSH (Regulator of Social Housing) averages for 2019/20 • Comments on the VfM of Derby Homes • Report on the Housemark figures for 2019/20 (latest available) and comparisons <p>(3) Environmental considerations – e.g., Minute 21/45 Sap Ratings, Minute 21/28 Green Homes grant (Council and Private sector properties)</p> <p>Minute 21/115 – board appointed 2 Board Members as climate change champions, 21/148 – Decarbonisation staff forum & work with 2 BM champions. Bid for funding to bring up last few hundred homes up to EPC C. Minute 21/177 – Decarbonisation update from forum. Proposal of a single Environmental policy with DCC and Paperless board meetings discussed - trail on Application based meetings trialed by two board member volunteers.</p> <p>(4) Contracts and Frameworks - Considered as spend over £250K per year. Minute 21/98</p> <p>21/190 & 191 and Minute 22/25</p> <p>Minute 22/24 – annual waivers report – procurement noncompliance. Procurement exemptions</p>

	<p>(5) Annual report & Financial Statements - Board considered a report and the accompanying draft annual report and financial statements for Derby Homes for the year ended 31 March 2021. accepted the draft annual report and financial statements as a true and fair view of the Company's financial affairs as at 31 March 2021 and as a going concern. authorised the Chair and the Company Secretary to sign the accounts at this Board meeting</p> <p>(6) Minute 22/26 -Review of financial arrangements with DCC. NFA made the recommendation for full and comprehensive reports for financial arrangements to be completed between ALMOs and Councils.</p>
--	--

2.2 Structures: organisational and governance structures support the delivery of the organisation's social purpose and strategic objectives.	
	Compliant
Comments	Structure – Single company - private registered provider of social housing.
Evidence	We have a limited number of owned properties

(1) Structures are designed to support effective delivery and oversight of strategy, are clearly set out, and are regularly reviewed to ensure they remain fit for purpose.	
	Compliant
Comments	ALMO reviews by DCC over the last decade have each come to the same conclusion – that the single company structure is the most efficient and effective for our current plans.
Evidence	ALMO reviews

(2) The board considers regularly whether the organisation's purpose could be better achieved through changes to its group, governance or staffing structures.	
	Compliant
Comments	Any major spend (over £250k/year) including a change to staffing requires Board approval. The Governance committee considers all governance issues including rule changes on a regular basis.
Evidence	<p>Examples include Minute 21/101 – considered minutes from Joint consultative committee.</p> <p>Minute 21/146 Changes to the staffing establishment structures have resulted in a net budget pressure of £134,000 which will be incorporated into the 2022/23 budget consultation and costs relating to 2021/22 will be contained within this year's budgets.</p> <p>Minute 22/33 – MD report changing legislative framework for social housing and the importance of a strong governance arrangement between the Council and Derby Homes. The Managing Director explained that her report is a self-assessment of compliance for the</p>

	current Consumer Standards. The Managing Director felt it was important to allow the Board to have an open and honest discussion around the self-assessments completed by Heads of Service and Directors
--	--

2.3 Working with others: within the organisation's overall corporate strategy (or associated strategies and plans) there is consideration given to whether and how active cooperation, collaboration, joint working, or partnership with other organisations could enable it to deliver its social purpose and strategies more effectively and economically.	
	Compliant
Comments	Many examples of collaborative working, some of those examples are included below.
Evidence	<p>(1) Community Action Derby – grant to deliver various projects. One Project is the employability and community project on behalf of DH, across the city. Another project is the free Volunteer Action Pass, and a project to help upskill single parents so they are better equipped to secure employment.</p> <p>(2) DACP - to deliver funding to worthwhile causes and projects that benefit communities across Derby. Examples include TOGS – a clothes bank project providing second-hand school uniforms to children, a befriending community café for men with mental health and other challenges, and a local church which provides an annual trip to Skegness for its users.</p> <p>(3) DCC - Minute 21/83 Grant application for DCC – Rough sleepers' accommodation successful Grant submission for ex-offender accommodation submission for DCC</p> <p>(4) Employability projects x3</p> <p>(5) Office of the Police & Crime Commissioner - Minute 21/46 safe place</p> <p>(6) Public Health England - Minute 21/83 substance misuse</p> <p>(7) Derby University - Minute 21/83 next steps accommodation programme</p> <p>(8) Private rented sector landlords - Minute 21/83 237 positives PRS placements</p> <p>(9) Council, police, victim support - Minute 21/116 ASB road shows</p> <p>(10) Lionel Massingham Partnership award - 2021 award to Wilson St Surgery 21/01 AGM</p> <p>(11) The Customer Engagement and Community Development team manage 22 community rooms across the city, with over 100 diverse community groups and outside agencies using the spaces to run activities, clubs and outreach services which impact positively on tenants and residents living in Derby.</p>

2.4 The chief executive: the organisation has a chief executive, or equivalent, with the delegated authority to oversee and manage operational delivery of the strategies set by the board.		
		Compliant
Comments	Managing Director	
Evidence	Job description, person specification and Governance arrangements	

(1) The responsibilities of, and delegations to, the chief executive are clearly set out.		
		Compliant
Comments	Delegation of Authority in the governance arrangements sets out the Scheme of Delegations in detail.	
Evidence	Governance arrangements	
Action needed	Review of Governance documents in accordance with policy review schedule.	
Action for	Finance Director and Head of Governance	
Action by	In accordance with review schedule.	

(2) The chief executive has a formal contract of employment; this and the remuneration under it are reviewed regularly, with independent advice as required.		
		Compliant
Comments	Executive pay has been reviewed 2017.	
Evidence	Governance Committee paper on executive pay December 2017.	

(3) The chief executive's remuneration package is set at a level which is proportionate to the organisation's size, complexity, level of risk, and resources; it is also aligned with the organisation's social purpose and wider reputation.		
		Compliant
Comments	The 2017 review refers to these issues.	
Evidence	Governance Committee paper on executive pay December 2017	

(4) If the chief executive's contract is to be determined, any extra contractual severance payments or benefits are approved by the board with the reasons, costs, and reputational risks clearly minuted	
Compliant	
Comments	Not happened to date. However, any payment under the Leaving work policy are considered/ approved by the Governance Committee
Evidence	Leaving work policy 29 April 2021 Update to policy minute 20/14 Governance committee
Action needed	Review Policy
Action for	Finance Director
Action by	In accordance with policy review schedule

(5) There is a formal process for the chief executive's annual appraisal, overseen by the board or an appropriate committee.	
Compliant	
Comments	Formal process in place - Main Board and Delegation to Chair of the Board
Evidence	Board Minute 21/89 – MD's Targets and appraisals process 2021/22. Management delegated to chair of the Board Minute 21/167 - The Chair and Vice Chairs carried out the Managing Director's mid-year review of targets and agreed substantial progress had been made on all targets.
Action needed	The Managing Director will also update the Board throughout the year on progress against the target work areas.
Action for	Managing Director & Chair of the Board
Action by	21/22 financial year and then year end

2.5 Workforce: the board ensures that its workforce policies and practices support the success of the organisation and reflect its values and its commitments to equality, diversity, and inclusion.	
Compliant	
Comments	JCC Joint Consultative Committee (Board, Trade Union, and Management meeting) 3 times a year to discuss work force matters.
Evidence	Personnel Policies - 3-year policy reviews Equalities Forum Board Lead on Equalities

(1) The board has access to insight into the views of staff, such that their opinions and needs are understood, and influence the board's decisions as appropriate	
Compliant	
Comments	Yes
Evidence	JCC see above (2.5) Minute 21/101 - board received draft minutes of the joint consultative committee Annual report on equalities - Derby Homes equalities report Board Minute 21/50 – Diversity Forum and Annual workforce equality report

(2) The board determines a strategy for remuneration of the workforce which is aligned to the organisation's size and complexity, and to its purpose and values.	
Compliant	
Comments	Adoption of the NJC and trade standard remuneration scales other than for executives.
Evidence	NJC and Craft Trade pay scales.

(3) The board has policies on the safety and wellbeing of its workforce and reviews their effectiveness.	
Compliant	
Comments	Stored on controlled documents.
Evidence	Health and safety policy Wellbeing initiatives Included in feedback surveys Assessments in place (known risks) Access to Support and wellness services independent of DH.

2.6 Performance: the board has demonstrable oversight of the organisation's performance.	
Compliant	
Comments	Reviewed at Operations board and main board
Evidence	21/178 – board provided update on the City's Health and Wellbeing Board development sessions, at which Derby Homes is represented by the Director of Housing Services. Minute 21/87 - Q1 performance management report DH Board Minute 21/00 - performance management q4 2021/21 – measured reported to DCC & ops Board. Performance statistics are published by the council's performance team and systems Board received performance management information for Q2 Minute 21/66 25 March 2021. Minute 22/31 - Q2 Performance data Minute 21/67 25 March 2021 Housemark report 2019/20 - report on Derby Homes' cost and performance information as detailed in the Housemark cost and performance benchmarking report 2019/20.

(1) The board exercises active and regular oversight of delivery of strategies and plans. This includes scrutinising key operational and finance performance information, and information concerning resident insights and satisfaction.	
Compliant	
Comments	Lots of data is provided especially around the performance and finance including resident satisfaction

Evidence	<p>(1) Finance - Minute 21/44 – finance update including pension fund deficit and covid impact & treasury policy to reduce maximum balance held in bank. Minute 21/176 – finance update</p> <p>(2) Performance - Minute 21/147 Financial monitoring at the end of September (Quarter 2)</p> <p>(3) Customer survey Q4 report considered at Operational Board.</p>
----------	---

(2) The board has assurance that the reports it receives provide an accurate picture of performance.	
Compliant	
Comments	Compliance statistics were one of the areas where external assurance was taken.
Evidence	<p>Savills Audit</p> <p>Internal audit reports are required for any areas of concern to management on data. Performance reporting is handled by the council independently from Derby Homes.</p>

2.7 Group structures: organisations with subsidiaries ensure that these entities support and enhance delivery of the group parent's mission.	
NOT APPLICABLE	

2.8 organisations that set up joint ventures or partnership vehicles with external counterparties ensure that these are in support of their mission and objectives.	
Not applicable	

Principle 3: Board effectiveness		
The organisation is led by a skilled and diverse board which regularly reviews and capably manages its own performance and effectiveness, and ensures that it complies with this code		Compliant
Comments	(1) Annual review of previous years compliance (2) Feedback from committees	
Evidence	(1) This review to go to governance committee November 2022 and board November 2022. (2) Minute 21/39 (audit and Operational Board feedback), Minute 21/74 (Governance Committee feedback) Minute 21/65 Audit committee and Operational Board feedback. Minute 21/99 Audit and Governance committee feedback Minute 21/110 chairs feedback Audit and operational board. 21/129 chairs feedback audit and operational board 21/05 Annual report – chairs feedback of audit committee 21/07 report of chair of operational board 21/141 report of chair of Governance & operational Board. Minute 21/161 – feedback from Governance and Operation Board. Minute 21/171 committee chairs feedback Audit and governance committees. Minute 22/4 chairs feedback from audit & operational Board 22/45 BM attendance at NHA conference	

Compliance: from principle to practice		
3.1 Roles and responsibilities: the statutory and governance roles and responsibilities of the board, of its individual members, office holders and of others who work to the board are clearly set out.		
		Compliant
Comments	The Governance arrangements clearly set out roles and responsibilities.	

(1) The board elects or appoints a chair with appropriate skills to be responsible for leading the board and ensuring its effectiveness.	
Compliant	
Comments	The is done at the first meeting after the AGM.
Evidence	Minute 21/132 election of chair to preside for confirmation of the chair. Minute 21/133 confirmation of chair – Mike Ainsley appointed as chair 2020 – board confirmed as chair until the AGM 2022. Minute 21/134 - The Board appointed Bob MacDonald, Tenant Board Member, and Lucy Care, Councillor Board Member, as Vice Chairs of Derby Homes until the AGM in 2022.

(2) The chair of the board does not chair and is not a member of the committee responsible for audit, nor does the chair of the board chair the committee responsible for remuneration.	
Compliant	
Comments	Governance arrangements clearly set this out.
Evidence	Governance arrangements

(3) Where there are executive board members, the board formally records and publishes policies about the role they play on the board and committees, and makes clear those matters for which they must leave the meeting, or not participate in debate or decision-making	
NOT APPLICABLE	

(4) The roles of chair of the board and standing committees (and those of vice chair or senior independent director as applicable) are not held by an executive	
NOT APPLICABLE	

(5) Executives are not members of the committees responsible for nominations, remuneration or audit.	
NOT APPLICABLE	

(6) There is a clear, documented framework setting out delegations to staff, committees, and subsidiaries.		
		Compliant
Comments	Governance documents	
Evidence	Scheme of delegation Governance Committee minute 21/06 reviewed Standing Orders for Conduct of Derby Homes Board and General Meetings Appointment and Recruitment of Board Members Operational Board Constitution	

3.2 Functions of the board: there is a record of the essential functions and other matters which are reserved for board decision and cannot be delegated. In addition to matters set out in law, statute, regulations and in the organisation's constitution these include as a minimum:		
		Compliant
Comments	Governance documents Scheme of delegations	

(1) Setting and ensuring compliance with the values, vision, mission, and strategic objectives of the organisation, ensuring its long-term success;		
		Compliant
Comments	Governance documents Scheme of delegations	

(2) Establishing a culture that is positive, focused on the needs of current and future residents, other customers, and other key stakeholders, and embeds equality, diversity, and inclusion in the organisation;		
		Compliant
Comments	See section on equality and diversity above	
Evidence	Diversity plans policies, policies, reporting structures, equalities forum, reports, governance arrangements, mission, and values	

(3) Ensuring the organisation operates effectively, efficiently, and economically;		
		Compliant
Comments	Annual reports using Housemark and other sources which go to the board and operational board as well as the formal accounts Internal audit External audit Audit committee	
Evidence	Sub committees	

(4) Providing oversight, support, direction and constructive challenge to the organisation's chief executive and other executives;		
		Compliant
Comments	Regular discussions at board meetings. Monthly briefings with the chairs and/or the vice chairs of the board. Committee level challenges to reports. Approval of the board is required on significant spends.	

(5) Appointing and, if necessary, dismissing the chief executive;		
		Compliant
Comments	Governance arrangements	

(6) Satisfying itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication;		
		Compliant
Comments	See above and below.	
Evidence	Budget scrutiny day held in advance of the meeting where the budget is set. The accounts are scrutinised by external audit and then the audit committee before board approval. Minute 21/180 – HRA business plan and rents 2022/23 - The Board considered a report on the Council's HRA Business Plan and rent and service charges for 2022/23.	

(7) Establishing, overseeing, and regularly reviewing a framework of delegations to committees and staff.	
Compliant	
Comments	Scheme of delegation
Evidence	Reviewed on 3-year cycle in accordance with policy review programme.

(8) Establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance, and reputation of the organisation.	
Compliant	
Comments	Audit Committee scrutiny recommendation to the board each year on risk management
Evidence	<p>(1) Strategic and operational Risk Register oversight</p> <p>Minute 21/61 Board meeting 25 March 2021. Board considered Q3</p> <p>Minute 21/62 Board meeting 25 March 2021. Report presenting the proposed revised strategic and operational risk registers for 2021/22. The registers were compiled after consideration of outputs from the risk review and refresh held on 14 January 2021. The revised registers were considered and consider recommendations proposed by Audit Committee on 22 February 2021.</p> <p>Minute 21/96 -. Board considered Q3 updates 2020/2021</p> <p>(2) Internal controls report Minute 21/118 - The Board noted the report and approved the statement on internal controls assurance within the Report of the Board of Management and Strategic Report on the financial statements for the year to 31 March 2021.</p> <p>Minute 21/160 – Strategic and operational risk registers 2021/22 Q1 (as at 30 June) noted a new risk had been added to the Strategic Risk Register on private rented housing sector, as requested by the Council.</p> <p>21/192 - Strategic & Operational Risk Registers Q2 2021/22 - The Board considered a report on the effectiveness of Derby Homes' risk management arrangements and a snapshot of the strategic and operational risk registers as of 30 September 2021.</p> <p>The Board noted</p> <p>(a) the Strategic Risk Register (risks SR01 to SR09)</p> <p>(b) the Operational Risk Register (risks OR01 to OR12).</p>

(9) Holding to account the organisation's subsidiary boards, committees, and senior staff for the exercise of any powers delegated to them.	
Compliant	
Comments	The constitution of committees is regularly reviewed
Evidence	<p>Feedback from committees to main board</p> <p>(1) Minute 21/39 (audit and Operational Board feedback), Minute 21/74 (Governance Committee feedback)</p> <p>Minute 21/65 Audit committee and Operational Board feedback.</p> <p>Minute 21/99 Audit and Governance committee feedback</p> <p>Minute 21/110 chairs feedback Audit and operational board.</p> <p>21/129 chairs feedback audit and operational board</p> <p>21/05 Annual report – chairs feedback of audit committee</p> <p>21/07 report of chair of operational board</p> <p>21/141 report of chair of Governance & operational Board.</p> <p>Minute 21/161 – feedback from Governance and Operation Board.</p> <p>Minute 21/171 committee chairs feedback Audit and governance committees.</p> <p>Minute 22/4 chairs feedback from audit & operational Board</p> <p>22/45 BM attendance at NHA conference</p>

3.3 Board composition: board members have the attributes and time needed to govern effectively, and each member exercises independent judgement in doing so.	
Compliant	
Comments	<p>A Skills matrix is maintained.</p> <p>Independent judgement is a required attribute in board members code of conduct</p>

(1) The organisation determines, documents and regularly reviews the board composition best suited to its needs; in the case of a group subsidiary, this may be a matter for the group parent.	
Compliant	
Comments	This is a matter for Derby City Council as the sole shareholder.
Evidence	Change from 15 to 9 board members in 2013

	21/154 – appointment to committees 2020/2021 1. Audit Committee Members: Charlene Bhurton, Lucy Care, Iain MacDonald 2. Chair of Audit Committee: Iain MacDonald 3. Derby Homes representative on CMAP Board: Iain MacDonald 4. Chair of Governance Committee: Jsan Shepherd 5. Operational Board Members: Lucy Care, Bob MacDonald, Jsan Shepherd
--	---

(2) The board has between five and 12 members, including and co-optees and executive members.	
	Compliant
Comments	Nine Board Members
Evidence	Three tenant, three councillor and three independent board members. Constitution

(3) Executive board members, if appointed, are in a minority on the board and in the quorum for a board meeting.	
	Not applicable
Comments	No executive members

(4) There is a dedicated senior board member (normally a vice-chair or senior independent director) with duties that include appraisal of the chair and assisting the chair to ensure the effectiveness of the board.	
	Compliant
Comments	All Members appraise chair / committee chairs and each other. The vice chairs are responsible for the appraisal of the chair.
Evidence	2 year cycle – one year the chair and vice chairs are appraised and the following year all board members. Board Minute 21/53 25 March 2021 The Board considered the proposed arrangements for Board Member appraisals. The appraisals will ensure Derby Homes complies with the National Housing Federation Codes of Governance, 2015 and 2020, and the process will commence in June, followed by virtual meetings with the Chair, and conclude by the AGM.

	21/181 – Board member appraisals from report considered at away day
--	---

3.4 Board election, selection, and appointment: the board has a diverse membership with the collective skills and attributes needed to govern effectively.	
	Compliant
Comments	Skills matrix shared with the appointment panel and councils for DCC appointments Panel has expertise and access to officers in the recruitment process
Evidence	<p>Minute 21/54 Recruitment and selection of BM 25 March 2021 – appointments panel appointed for Board and Operation Board</p> <p>1. Minute 21/79 - Appointed Lucy Care as a Vice Chair of Derby Homes, Noted the reappointment of Independent Board Member Mike Ainsley and Tenant Board Member Jenn Layton Annable for a further period of 3 years & noted the appointment of Tenant Operational Board Members Natasha Cover, Kevin Ellaway and Sarah Mason.</p> <p>2. Minute 21/03 Reappointment of BMs. Jenn Layton Annable, Tenant Board Member and reappointment of Mike Ainsley, Independent Board Member until the AGM 2024</p> <p>Minute22/51 - seeks approval for the recruitment/ reappointment of Derby Homes Tenant and Independent Board Members. If successful at interview, approved that Iain MacDonald and Charlene Bhurton can be reappointed for a further 3-year term of office. Iain Macdonald's appointment would be beyond the maximum term of office</p>

(1) The board understands, states, and regularly reviews the collective skills and attributes it requires to be effective.	
	Compliant
Comments	Skills matrix Reviews
Evidence	See above

(2) Prospective board and committee members undergo an open and merit-based assessment process to establish their suitability. Where the organisation's constitution provides for one or more board members to be nominated by an external body, or directly elected, the organisation ensures that those coming forward have the necessary attributes and qualities, and that they are aware of the responsibilities of the role, including those of exercising independent judgement.	
Compliant	
Comments	Whilst this applies fully to tenant and independent board members, those nominated by the Council are not subject to any vetting by the board. We ensure we submit our skills matrix to the council to assist with their selection and see if there are any gaps that might be addressed.
Evidence	Whilst the board's constitution recognises the council has a right to nominate a third of the board members the induction process undertaken for all new members ensures there is a need for an independent approach to Derby Homes matters. It is also open to the board to reject any member that it regards not to have the necessary attributes and qualities.

(3) The membership of board and committees comprises people with diverse backgrounds and attributes, having regard to the diversity of the communities the organisation serves and in line with the organisation's stated commitments to equality, diversity, and inclusion.	
Compliant	
Comments	Within the constraints above, the board appointments whilst based on merit have attempted to balance the board composition wherever possible.
Evidence	Diversity monitoring

(4) People with direct lived experience of (or particular insight into) the communities served by the organisation are meaningfully engaged in governance structures.	
Compliant	
Comments	with the inclusion of tenants on the main board and the majority of the composition of the operations we achieve this aim.
Evidence	1/3 of the tenants on the main board are tenants. Majority of the operational board are tenants

(5) Shareholders who are not board members are supported and informed to play their proper constitutional role in the organisation's governance and in particular in the election of board members.	
Compliant	

(6) The organisation annually publishes information about the appointment of new board members, and about the diversity, skills, and attributes of all the board members.	
Compliant	
Comments	Each board member has a summary on the website
Evidence	Our accounts detail all our board members during that financial year Details of our board members are registered at Companies House Spring 2021 Article "Who are the Board". Board member profiles on CMIS.

3.5 Committees: committees are established where the board determines that they will enable it to exercise more effective scrutiny, control, or oversight of areas of the organisation's activity.	
Compliant	
Comments	Various committees
Evidence	Audit Governance Operational

(1) Each committee has formally recorded terms of reference approved by the board and reports regularly to the board on its work and the exercise of any delegated authority.	
Compliant	
Comments	Board feedback.
Evidence	Minute 21/88 – review of governance arrangements Standing orders for conduct of Derby homes board and general meetings Operational board constitution Terms of reference

(2) The membership of committees is determined on the basis of the skills, attributes, and diverse characteristics which the board determines are appropriate.	
Compliant	
Comments	Yes, where possible and using skills matrix.
Evidence	Audit – experience of relevant discipline is helpful. Governance – experience of relevant experience is helpful. Ops board – majority of tenants with broad experience as well as three main board members
Action by	

3.6 Board remuneration: organisations paying non-executive board members have an objective mechanism for setting payment levels. This will normally be the responsibility of a committee responsible for remuneration, using independent advice. Such payment is:	
Compliant	
Comments	Committee taking advice from the council on external advice if required.
Evidence	Nov 21 Governance Committee agreeing to link Remuneration of Board Members to annual Local Government Pay Awards

(1) Permitted by law and by the organisation's own constitution;	
Compliant	
Comments	Yes
Evidence	Board Approvals

(2) Agreed by the board as being in the best interests of the organisation;	
Compliant	
Comments	yes
Evidence	Board approvals

(3) Aligned with the organisation's social purpose and wider reputation;	
Compliant	
Comments	Yes
Evidence	Board approvals

(4) Proportionate to the organisation's size, complexity, level of risk and resources;	
Compliant	
Comments	Yes
Evidence	Comparators made when establishing the scheme, no changes since the original scheme was applied other than to add the governance committee chair to paid officers

(5) Linked to the role's responsibilities, against which performance is reviewed;	
Compliant	
Comments	Yes
Evidence	Only the chair and vice chairs are paid as well as the chairs of sub committees. No payment is made to counsellors

(6) Regularly reviewed, drawing on external advice as necessary;	
Compliant	
Comments	Yes
Evidence	Reviewed Governance committee 2019 & Board 2018 also see 3.6

(7) Disclosed in the organisation's annual financial statements.	
Compliant	
Comments	Yes
Evidence	Annual Financial Statements – requirement to disclose details in notes to the accounts

3.7 Tenure and renewal: tenure for non-executive board members (and independent committee members) complies with the organisation's constitution and is managed to enable the organisation to achieve an appropriately skilled, diverse, and independent board membership.	
Compliant	
Comments	Yes
Evidence	In accordance with Derby Homes constitution

(1) The board has a strategy for its own renewal which is based on an agreed statement of the skills, qualifications, diversity and other attributes required.	
Compliant	
Comments	The Board appoints an appointments panel who are made aware of the overall skills matrix and if any gaps.
Evidence	Skills matrix, appoints panel

(2) Where a member is at the end of a term of office and is eligible for reappointment, this is subject to considering the member's performance and skills, and the needs of the board.	
Compliant	
Comments	The board tightened their own renewal each three years by requiring an open recruitment each time.
Evidence	Constitution and the board resolution - renewal is subject to a recruitment process. An example - Minute 21/54 - Agreed that Mike Ainsley can be reappointed for a further 3-year term of office beyond the maximum term of office, if successful at interview.

(3) Maximum tenure will normally be up to six consecutive years (typically comprising two terms of office), but where a member has served six years, and the board agrees that it is in the organisation's best interests, their tenure may be extended up to a maximum of nine years.	
Non-Compliant	
Comments	The Derby Homes constitution limits the terms nine years in line previous code, however, allows for further extension with board approval. This has been a consistent noncompliance with the previous NHF code and also will remain so with this one. The board's view is that the six years is too short for a maximum tenure and nine years would remain. The provision of open recruitment competition at each three-year cycle is sufficient to ensure that membership is set for the organisation's best interests. With a limited membership and with thirds from tenants, councillors and independent board members longer periods up to nine years and sometimes beyond are beneficial in maintaining the appropriate skills mix.
Evidence	
Action needed	continued noncompliance explanation for those members exceeding nine years

(4) A member who has left the board is not re-appointed for at least three years.	
Non-Compliant	
Comments	The council has the right to appoint members on annual basis. It would be possible for member to leave the board one year and returned the next whilst this hasn't happened it could.
Evidence	
Action needed	Noncompliance explanation will be necessary. previous requirement was for non-reappointment for a whole cycle which for counsellors was one year and therefore compliant.

(5) These provisions concerning tenure apply to office held across all of the organisation's boards and committees, and those of predecessor organisations, including service as a co-optee.	
Non-Compliant	
Comments	Dennis Rees OBE has been appointed on a lifetime basis to the operational board to reflect his long service and extensive knowledge of both Derby Homes and the housing sector.
Evidence	Operational board arrangement for Dennis Rees.
Action needed	Non-compliance statement required

3.8 Conduct of business: the board and its committees conduct their business efficiently, and on the basis of an appropriate level and quality of information.	
	Compliant
Comments	Board papers
Evidence	CMIS Minutes

(1) The board has appointed (and is responsible for the removal of) a company secretary who is accessible to all board and committee members and accountable to the board for advising on governance matters.	
	Compliant
Comments	There are currently 2 officers registered at Companies House as Company Secretaries
Evidence	Companies House website

(2) Board and committee meetings are quorate.	
	Compliant
Comments	Board minutes
Evidence	CMIS

(3) Scheduled board and committee meetings are based on agendas and documents circulated well in advance. Decisions and the main reasons for them are recorded in the minutes.	
	Compliant
Comments	Agendas circulated in advance of meetings
Evidence	CMIS – papers are circulated 9 days in advance allowing a clear week to review papers. Also, papers are now “digital” negating any delay in postage.

(4) Urgent decisions between board meetings are taken in accordance with predetermined and formally recorded arrangements.	
Compliant	
Comments	Long established & working practice when necessary.
Evidence	Urgent actions enshrined in governance documents. Urgent actions - decisions are recorded at the next board meeting and approved by the two Vice chairs or the chair and a vice chair.

(5) Meetings are fully inclusive and accessible, with adjustments made as necessary so that all members are able to attend and participate.	
Compliant	
Comments	Any requests for support are positively responded to.
Evidence	An example being the payment of childcare invoices.

(6) Where meetings are conducted remotely, arrangements are made and support provided so that all members can fully participate and contribute.	
Compliant	
Comments	Arrangements in place to facilitate participation
Evidence	Teams, skype and YouTube are used for board meetings. IT equipment is provided, papers are available digitally and can be fully annotated. Where there is a barrier to digital first, hard papers copies are provided.

(7) There is a policy and procedure setting out how disputes and grievances involving members of the board can be raised and are responded to.	
Compliant	
Comments	Enshrined within governance documents
Evidence	Disciplinary policy, code of conduct and members services agreement.

3.9 Board performance, review and learning: the board reviews and seeks to improve its performance.	
	Compliant
Comments	Detailed in the sections below
Evidence	See below – we also have an induction process, e-learning, self-assessments, away days, training and board reviews.

(1) All boards and committees consider their effectiveness annually and assess how they conduct their business, including their:	
	Compliant
Comments	Annual effectiveness review at board level.
Evidence	Governance Committee minute 21/07 Governance and viability Statement and NHF code of governance self-assessment (29 April 2021).

(a) Composition, skills, experience and diversity;	
	Compliant
Comments	Skills matrix updated with each change of membership. Diversity reported in NFA survey.
Evidence	Questioned the question base in NFA survey and asked for the inclusion for non-binary options to some questions which only provided a male or female option.

(b) Effectiveness in role-modelling the desired culture, values and behaviours of the organisation;	
	Compliant
Comments	The track record of board members in role modelling the culture, values and behaviours of the organisation has been consistent for many years.
Evidence	No formal action taken in relation to board members.

(c) Governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation as referred to in this code;	
	Compliant
Comments	Reviews

Evidence	Rules and polices reviewed every three years. They are reviewed at lesser intervals if there is a change in legislation or strategy.
----------	--

(d) Timing and frequency of meetings	
	Compliant
Comments	Set at the AGM/ meeting following the AGM for the year.
Evidence	Convention is last Thursday of the month unless there is a clash with Council meetings.

(e) Format of agendas, quality and scope of papers, minutes and communications;	
	Compliant
Comments	Agendas follow a forward plan.
Evidence	Papers checked by managers. The minutes are agreed and checked by the board. Board members are given the opportunity to ask questions of the board author prior to the board meeting.

(f) Effectiveness of decision-making, including how the views and needs of key stakeholders, including residents and other customers, have informed decisions;	
	Compliant
Comments	Strong track record in this regard.
Evidence	Lived experience of tenants and residents is a key feature of the Derby Homes structure with 33% of board members being tenants. We have a majority of tenants make up the operational board. The views of the equalities forum, resident surveys, and scrutiny via many routes. There is oversight by the council. We also deal with Councillor and MP enquires.

(g) Compliance with this code and legal duties	
	Compliant
Comments	Self-assessment assurance on compliance
Evidence	Self-assessment against code undertaken annually. Inclusion of statements in annual accounts.

(2) These matters are regularly and formally reviewed.	
Compliant	
Comments	See above.
Evidence	Report to board on board effectiveness.

(3) All new board and committee members receive a full induction.	
Compliant	
Comments	Induction process and E-learning
Evidence	Induction process and E-learning.

(4) All members have an agreed programme of ongoing learning and development opportunities, including to address needs identified through the appraisal process.	
Compliant	
Comments	E-learning and regular training provided.
Evidence	Regular training offered through an annual programme including external speakers.

3.10 Member appraisal: A full, rigorous and documented appraisal process for the individual members of the board and its committees, including the chairs, is carried out at least every two years.	
Compliant	
Comments	
Evidence	Chair, vice chairs and committee chairs every two years All board members every year between the above.

(1) The appraisal of the board's chair is led by a senior board member, informed by the views of all board members.	
Compliant	
Comments	As above
Evidence	Minute 22/50 Board Member training and appraisals 2022

(2) There is an appropriate process for responding to under-performance by individual board members, and to any conduct which may breach policies or codes.	
Compliant	
Comments	Various mechanisms
Evidence	Code of conduct, services agreement and disciplinary process

3.11 Compliance with this code: a compliance statement is published with the annual report, with an explanation given for any non-compliance.	
Compliant	
Comments	See previous accounts
Evidence	We have consistently reported a compliance statement in our accounts for the 2015 code and will continue to do so under the 2020 code.

(1) Where the formal constitution of an organisation conflicts with the code, the constitution takes precedence.	
Compliant	
Comments	Constitution overrides the 6-year tenure for board members.
Evidence	Governance documents, accounts and board reports.

(2) Where a statement of non-compliance is needed it sets out:	
Compliant	
Comments	See below

(a) The reasons for non-compliance, and an explanation of how the relevant principle in this code is being upheld; and	
Compliant	
Comments	Included in this review and the finals accounts
Evidence	This review and final accounts

(b) Summary plans for the achievement of compliance, if applicable.	
	Compliant
Comments	Included in this review and the finals accounts
Evidence	This review and final accounts

(3) Where an organisation has subsidiaries which have not adopted this code, the reasons for this are given.	
	NOT APPLICABLE

(4) All policies, documents and statements referred to in this code are formally recorded as appropriate and are regularly reviewed.	
	Compliant
Comments	Review schedule
Evidence	Board reports on CMIS

Principle 4: Control and assurance	
The board actively manages the risks faced by the organisation, and obtains robust assurance that controls are effective, that plans and compliance obligations are being delivered, and that the organisation is financially viable.	
	Compliant
Comments	Well established processes, refined to align with Council approach (2019).
Evidence	Minute 22/57 Operational & strategic risk registers 22/23 Update to board of effectiveness - snapshot of strategic and operational risks at Dec 2021. Minute 22/58 Strategic & operational risk registers q3. - proposed strategic and operational risk registers for 2022/23. The registers have been compiled after consideration of outputs from the risk review and refresh held on 3 February 2022 and were considered by Audit Committee on 7 March 2022

Compliance: from principle to practice	
4.1 Audit: the board has formal and transparent arrangements ensuring that the organisation is financially viable and maintains both a sound system of internal audit and controls and an appropriate relationship with its external auditors.	
Compliant	
Comments	External Audit and internal audit
Evidence	Minute 21/04 the reappointment of the current external auditors – BDO LLP for the year 2021/22. HOWEVER, following the withdrawal by BDO we have engaged Crowe as our new external auditors.

(1) The board can have confidence in the information it receives and there are robust internal controls and systems for business and control assurance in place which are reviewed annually.	
Compliant	
Comments	CMA Performance data compiled by DCC performance team HouseMark benchmarking
Evidence	3 x independent forms of reassurance. Examples include Minute 21/67 Housemark report 2019/20 DH cost & performance benchmarking

(2) There is a committee primarily responsible for audit, and there are arrangements for effective internal control assurance and audit functions.	
Compliant	
Comments	Audit committee
Evidence	Audit committee agendas and minutes

(3) The organisation's external auditors are independent and effective, and their appointment is reviewed at least every six years.	
Compliant	
Comments	External Auditors appointed
Evidence	Minute 21/04 the reappointment of the current external auditors – BDO LLP for the year 2021/22. Then the appointment of Clowes when BDO resigned.

4.2 Audit committee: a committee exercises independent scrutiny and challenge to provide the board with assurance.	
	Compliant
Comments	Audit committee
Evidence	Board membership and extension to operational board members allows for an effective audit committee

(1) The committee responsible for audit meets regularly and its minutes are available to the board.	
	Compliant
Comments	<p>Scheduled meetings</p> <p>Feedback to board</p> <p>Minute 21/06 - Report of the Chair of the Audit Committee to Members during past year</p> <p>(1) Minute 21/39 (audit and Operational Board feedback), Minute 21/74 (Governance Committee feedback)</p> <p>Minute 21/65 Audit committee feedback.</p> <p>Minute 21/99 Audit committee feedback</p> <p>Minute 21/110 chairs feedback Audit.</p> <p>21/129 chairs feedback audit</p> <p>21/05 Annual report – chairs feedback of audit committee</p> <p>21/07 report of chair of operational board</p> <p>Minute 21/171 committee chairs feedback Audit and governance committees.</p> <p>Minute 22/4 chairs feedback from audit & operational Board</p>
Evidence	committee meets three times a year. The audit committee chair reports back to the main board following each audit committee meeting.

(2) The committee exercises oversight of the internal and external audit functions.	
	Compliant
Comments	Compliance is achieved
Evidence	Appointment of internal and external audit is made by audit committee.

(3) The committee annually meets with the external auditors with only non-executives present.	
Compliant	
Comments	Compliance is achieved
Evidence	Requirement to meet a minimum of once a year. Attendance at other audit meetings is also achieved when requested.

(4) The chair of the committee is a member of the board and regularly reports to it.	
Compliant	
Comments	Main Board member is chair.
Evidence	<p>Minute 21/06 - Report of the Chair of the Audit Committee to Members during past year</p> <p>(2) Minute 21/39 (audit and Operational Board feedback), Minute 21/74 (Governance Committee feedback)</p> <p>Minute 21/65 Audit committee feedback.</p> <p>Minute 21/99 Audit committee feedback</p> <p>Minute 21/110 chairs feedback Audit.</p> <p>21/129 chairs feedback audit</p> <p>21/05 Annual report – chairs feedback of audit committee</p> <p>21/07 report of chair of operational board</p> <p>Minute 21/171 committee chairs feedback Audit and governance committees.</p> <p>Minute 22/4 chairs feedback from audit & operational Board</p>

(5) The membership of the committee includes at least one person with recent and relevant financial experience, proportionate to the size and complexity of the organisation.	
Compliant	
Comments	This is commensurate with the size and complexity of the organisation and the limited number of members. The board has adequate financial experience and access to officers.
Evidence	The membership includes a former Chief Executive and member of the Councils audit committee.

4.3 Risk: the board retains ultimate responsibility for risk management and ensures that appropriate risk management arrangements are in place.	
Compliant	
Comments	Ultimate responsibility retained by the main board.
Evidence	The main board approves risk registers after scrutiny from the Audit committee. Regular reports updating the position.

(1) The board may delegate the detailed scrutiny and evaluation of risk to a committee.	
Compliant	
Comments	Scrutiny is delegated to a sub committee
Evidence	The Audit committee

(2) The board has a suitable risk management framework in place; it understands the organisation's risk profile and the effectiveness of key controls.	
Compliant	
Comments	A risk management framework is in place
Evidence	<p>Risk registers – strategic and operational, which include mitigations and controls as well as risk appetite.</p> <p>(1) Strategic and operational Risk Register oversight</p> <p>Minute 21/61 Board meeting 25 March 2021. Board considered Q3</p> <p>Minute 21/62 Board meeting 25 March 2021. report presenting the proposed revised strategic and operational risk registers for 2021/22. The registers were compiled after consideration of outputs from the risk review and refresh held on 14 January 2021. The revised registers were considered and take into account recommendations proposed by Audit Committee on 22 February 2021.</p> <p>Minute 21/96 -. Board considered Q3 updates 2020/2021</p>

(3) The board establishes and documents its appetite for the risks the organisation faces in pursuit of its strategy.	
Compliant	
Comments	The risk appetite is documented
Evidence	Risk registers – strategic and operational, which include mitigations and controls as well as risk appetite. See 4.3(2) above

(4) The board ensures that the organisation is resilient to the risks it may face, with appropriate mitigations and a suitably comprehensive, tested and up-to-date business continuity plan.	
Compliant	
Comments	Business Continuity plans in place
Evidence	Reviewed at officer level. Used as part of covid pandemic (adapted the flu pandemic scenario).

(5) The board includes members with skills and experience appropriate to the level and type of risks faced by the organisation.	
Compliant	
Comments	A good balance with the nine members
Evidence	Background of independent members is varied and includes direct housing management and senior leadership roles in previous careers.

(6) The board regularly reviews the risks the organisation faces and how they are being managed; this includes the risks associated with activities carried out by subsidiaries or partnership vehicles.	
Compliant	
Comments	No subsidiaries
Evidence	Risk registers – strategic and operational, which include mitigations and controls as well as risk appetite. Quarterly reports on risk registers

(7) The board regularly participates in stress-testing of its plans, to identify the risks (or combination of risks) that may pose a material threat to the viability of the business and ensure that appropriate mitigations are in place.	
Compliant	
Comments	Stress testing takes place as part of the going concern testing on the company's cashflow forecast and reviewed by the External Auditors. Additionally, a "stress test" on the annual budgets is reported to Board as part of the annual budget setting paper in January.
Evidence	External Audit - Report to Audit Committee annually. Plus, annual Operational Budget paper to main Board in January.

(8) The organisation's annual report includes a statement about the risk management work of the board, including its understanding of principal and emerging risks and how these are being managed or mitigated.	
Compliant	
Comments	The statement covers risk management approach.
Evidence	Statement included within the "Principal Risks & Uncertainties" section of the Strategic Report within the annual financial statements.

4.4 Compliance: in line with its mission and values, the board retains ultimate responsibility for the organisation's compliance with all legal, statutory, regulatory, and constitutional requirements.	
Compliant	
Comments	The obligations are clearly set out in the company's standing orders
Evidence	Standing Orders
Action needed	Review Standing orders
Action for	Director of Finance/ Head of Governance scrutiny by Governance Committee Approval by Board
Action by	In accordance with Review Schedule
(1) The board has a robust internal control framework and has regular assurance about the effectiveness of key controls including controls to ensure compliance.	
Compliant	
Comments	Various reports prepared by external organisations
Evidence	CMAF reports (internal audit & ad hoc investigations) Performance reports Housemark - e.g. minute 21/67 report 2019/20 DH cost & performance benchmarking
Action needed	Continued reports
Action for	Director of finance & company secretary
Action by	Business as usual & via Audit committee (internal Audit)

(2) The board has regular assurance about compliance, including those requirements relating to the health and safety of residents, other customers, and employees, and to safeguarding.	
Compliant	
Comments	Assurance comes from various sources including but not limited to those examples given in the evidence section.
Evidence	<ul style="list-style-type: none"> (1) H&S updates – on compliance & H&S e.g., minutes 21/47, 21/10 & 22/49 (ROSPA Gold 16th consecutive year). (2) Big Six Compliance reports – e.g., Minute 21/82 - At the end of April 2021 all six areas had full compliance. & 21/149 100% compliance (3) ROSPA – e.g., minute 21/179 - 2021 RoSPA Occupational Health and Safety Awards, Derby Homes has received the RoSPA Order of Distinction Award for its health and safety performance in 2020 (4) External views on housing and safety – e.g., minute 21/146 - Chloe Fletcher or Eamon McGoldrick from the National Federation of ALMOs will be invited to attend to look at the Housing White Paper, Building Safely and other regulatory issues. (5) Updates to board minute e.g., 21/146 implementation of the amendments to the Fire Safety Order and the Government's actions on the recommendations from Phase 1 of the Grenfell Tower Inquiry.
Action needed	Continued reporting
Action for	Executive Team
Action by	Each Board Meeting

(3) The board publishes an annual statement setting out its approach to compliance and internal control.	
Compliant	
Comments	This is published with the Annual Accounts
Evidence	A statement of internal control is approved by the audit committee and then the Board

4.5 Whistleblowing and confidential concerns: there are clear and well-publicised arrangements for members of staff and others associated with the organisation to raise confidential concerns with a designated non-executive member of the board (other than the chair), where these are serious concerns and cannot appropriately be raised through the usual channels, and for these to be dealt with through proportionate and independent investigation as necessary.	
Compliant	
Comments	Formal whistle blowing policy
Evidence	<p>Whistle blowing policy (2021-24) revised October 2021</p> <p>Extract of policy...</p> <p>5.6 If an employee believes that the whole of the line management is involved, there are a number of others they can contact. They include:</p> <p>5.6.1 The Managing Director of Derby Homes</p> <p>5.6.2 any Director</p> <p>5.6.3 any SMT Manager</p> <p>5.6.4 the Chair of Derby Homes</p> <p>5.6.5 the Chair of the Governance Committee</p> <p>Also, an independent whistleblowing line. (Free phone)</p> <p>Minute 21/183 – The Board considered recommendations from the Audit Committee arising from the meeting held on 18 October 2021 including the:</p> <ol style="list-style-type: none"> 1. Annual Fraud Plan 2021 2. Corporate Anti-Fraud Policy 2021-2024 3. Whistleblowing Policy 2021-2024 4. Depreciation Policy 2021-24 <p>The board approved the above</p>
Action needed	Review Policy October 2024
Action for	Finance Director & company secretary / Head of Governance and Corporate Services
Action by	October 2024

(1) The board ensures that appropriate whistleblowing policies and procedures are in place.	
Compliant	
Comments	See 4.5

(2) The board (or an appropriate committee) regularly receives an account of matters raised under these policies, and actions taken in response.	
Compliant	
Comments	Such matters would be discussed at audit committee/ Board and formally minuted.

(3) If a board member has concerns about the board or the organisation that cannot be resolved, these concerns are shared with the board and formally recorded.	
Compliant	
Comments	This has not happened to date – however if such a matter could not be resolved it would be discussed at Board and formally minuted.