

DOVECOTES TENANT MANAGEMENT ORGANISATION



Board Member Code of Governance Policy

Version Control

Version	Date	Summary of Changes	Author / Reviewer	Approved By
1.0	03.07.26	Initial draft prepared for Board review and approval.	Chief Officer	Board
1.1	18.07.2026	Minor administrative amendments, formatting updates, or review of comments recorded.	Chief Officer	Board / Policy Owner
2.0	15.09.2026	Full policy review or material amendments following legislative, regulatory, operational or governance changes.	Chief Officer	Board

The Board must approve this Policy before it is applied. Any important changes must also be approved by the Board.

The Policy Owner may make small administrative changes, such as correcting spelling, dates, or formatting. These changes must be recorded in the version control table.

This Policy must be reviewed at least every two years. It must be reviewed sooner if the law, regulations, Articles of Association, Modular Management Agreement, governance standards or Board requirements change.

1. Purpose

This Policy explains how Dovecotes Tenant Management Organisation Limited (“Dovecotes TMO”, “the TMO” or “the Organisation”) is governed.

Dovecotes TMO is a tenant-led, not-for-profit company limited by guarantee. This means it has members instead of shareholders. It does not exist to make private profit. Its money and assets must be used for its approved purposes and for the benefit of members, tenants, residents, and the local community.

The Policy helps Board Members understand their role, make lawful decisions, protect the Organisation’s assets, manage risk, and show clear accountability to residents and members. If this Policy conflicts with the law, regulations, the Articles of Association or the Modular Management Agreement, those higher requirements take priority.

2. Scope

This Policy applies to all Board Members, co-opted Board Members, Board officers, committee members, staff, volunteers, advisers and anyone else who is authorised to act for the TMO.

It does not replace the Articles of Association, the Modular Management Agreement, or legal duties. It explains how those duties should be applied in day-to-day governance.

3. Good Governance Principles

Good governance means that the Board makes decisions in a lawful, fair, open, and well-recorded way.

The Board must act with honesty, transparency, accountability, and respect. It must use money and resources properly, manage risk, listen to residents, protect confidential information and keep improving how the Organisation works.

4. About the Organisation

Dovecotes TMO is a tenant-led, not-for-profit company limited by guarantee. It manages housing and estate services on behalf of the landlord under the Modular Management Agreement.

As a company limited by guarantee, the TMO has members rather than shareholders. Members are guarantors. Their liability is limited to the amount stated in the Articles of Association if the Organisation is wound up.

The TMO must not distribute profit, dividends, or private gain. Any surplus, reserves or assets must be used for approved TMO purposes, such as service delivery, estate improvement,

resident engagement, governance, compliance and community benefit.

The TMO's mission is: *"Together we will listen to our community to provide a safe, supportive, accessible and inclusive environment where people want to live."*

5. Articles of Association and Company Law

The Articles of Association are the TMO's main governing document. They set out the Organisation's objects, powers, membership rules, Board structure, meetings, quorum, voting, conflicts of interest and rules for removing or replacing Board Members.

The Board must make sure that all decisions follow the Articles of Association. No policy, committee decision, officer instruction or informal agreement can override the Articles. Board Members are also company directors. This means they must follow the directors' duties in the Companies Act 2006.

In plain language, these duties mean Board Members must act within their powers, act in the best interests of the TMO, make their own informed decisions, use reasonable care and skill, avoid conflicts of interest, refuse improper gifts or benefits, and declare any personal interest in a decision.

For a not-for-profit company limited by guarantee, acting in the best interests of the company means supporting the TMO's approved objects, residents, members, community purpose, long-term sustainability and compliance duties. It does not mean making profit for shareholders.

Examples of compliance in practice. The Board shows compliance when it checks that decisions are within the TMO's objects, confirms that meetings are quorate, records decisions in minutes, declares conflicts of interest, uses funds only for approved purposes, refuses unauthorised private benefit, reviews policies and acts as a collective Board rather than as individual decision-makers.

6. Articles of Association Compliance

The Board must follow the Articles of Association at all times. This includes the following areas.
Objects and powers. The TMO must only act within its approved objects and powers. The Board must not approve work that falls outside the TMO's purpose, authority or management agreement unless proper approval has been obtained.

Non-profit status. The TMO must use its funds, assets, and any surplus only for approved TMO purposes. It must not distribute profit, dividends, or personal gain. Any payment or benefit involving a member, Board Member, staff member, volunteer or connected person must be lawful, authorised, transparent, recorded and in line with financial controls.

Membership. Membership must be managed fairly and in line with the Articles. Membership records must be kept up to date. Members' rights must be respected. Residents who are not members must still receive fair and respectful services.

Board Membership. The Board must stay within the size, membership, and role requirements set out in the Articles. It must monitor vacancies, co-opted and officer roles.

Meetings and Quorum. Board meetings must be appropriately called and recorded. Quorum means the minimum number of people needed before the Board can make formal decisions.

The minutes must show that the quorum was checked.

Delegation. The Board may give authority to committees, officers, staff or others where the Articles and approved policies allow this. Delegation must be clear, recorded, and monitored. The Board remains responsible overall.

Conflicts of interest. Board Members must declare any personal, financial, family or other interest that could affect, or appear to affect, their judgement. The conflict must be recorded and managed before the decision is made.

Records and Decisions. The Board must keep clear records, including minutes, attendance, declarations of interest, policies, delegations, and resolutions. Informal discussion must not be treated as a Board decision unless it has been properly approved and recorded.

7. Role of the Board

The Board is responsible for leading and overseeing the TMO. It sets the direction of the Organisation, approves policies and budgets, checks performance and risk, protects the TMO's reputation and makes sure the Organisation follows its legal and governance duties.

The Board must act together. Individual Board Members must not instruct staff, approve spending, access records, represent the TMO or commit the Organisation unless they have been given clear authority to do so.

8. Strategy and Decision-Making

The Board sets the TMO's strategy. This includes the business plan, priorities, budgets, service aims, risks and performance expectations.

Board decisions must be lawful, fair, evidence-based, and properly recorded. The Board must consider resident impact, equality, finance, risk, legal duties and operational impact before making important decisions.

Emergency decisions may only be made where approved procedures allow this. They must be reported to the next suitable Board or committee meeting.

9. Board and Staff Boundaries

The Board governs. Staff manage day-to-day services.

Board Members must not interfere in operational matters, instruct individual staff members, become involved in individual cases, or seek special treatment for residents. Concerns must be raised through the correct procedure.

10. Delegated Authority

Delegated authority means the Board gives someone else permission to make certain decisions or take certain actions.

Any delegation must be written down. It must say who has authority, what they can do, any financial limit, how they must report back, and when the delegation will be reviewed.

The Board remains responsible for delegated decisions. Anything outside the agreed delegation must come back to the Board.

11. Finance and Value for Money

The Board must make sure the TMO's money is properly managed and used only for approved purposes.

The Board must approve and monitor budgets, reserves, spending, financial reports, procurement, audit arrangements, and value for money. Spending must be authorised, recorded and supported by evidence.

12. Risk and Assurance

Risk means something that could stop the TMO from meeting its duties or providing safe, effective services. Assurance means sufficient and appropriate evidence showing that risks are being managed.

The Board must check that key risks are identified, monitored, and controlled. This includes governance, finance, health and safety, data protection, safeguarding, reputation, regulation, and business continuity risks.

The Board must receive enough information to know that duties are being met, services are safe and responsive, complaints are considered, and improvement actions are completed.

13. Legal and Regulatory Compliance

The Board must make sure the TMO follows all relevant legal, regulatory, and contractual duties. This includes company law, the Articles of Association, the Modular Management Agreement, housing management duties delegated by the landlord, health and safety, equality, data protection, employment, procurement, finance and audit requirements.

The Board must also understand the stronger consumer regulation regime introduced by the Social Housing (Regulation) Act 2023. This gives the Regulator of Social Housing a more proactive role in checking whether landlords meet consumer standards.

The landlord may hold the formal regulatory responsibility for some areas. However, the TMO must still make sure its own services, records, reporting and governance support compliance and provide a clear evidence trail.

14. Social Housing Consumer Standards Explained

The Regulator of Social Housing has four consumer standards. These standards explain what tenants should expect from social landlords. The TMO must understand how its work supports these standards.

- **Safety and Quality Standard.** Homes and services should be safe, well maintained, and of good quality. For the TMO, this means checking repairs, estate inspections, health and safety actions, damp and mould issues, compliance checks and service quality within its delegated role.
- **Transparency, Influence, and Accountability Standard.** Tenants should be treated fairly and respectfully. They should have clear information, a voice in decisions and a fair complaints process. For the TMO, this means strong resident engagement, clear communication, complaints learning, performance reporting and tenant scrutiny.

- **Neighbourhood and Community Standard.** Neighbourhoods should be safe, well managed and supported through partnership working. For the TMO, this means monitoring estate management, environmental issues, community safety, anti-social behaviour concerns, domestic abuse awareness and neighbourhood improvement work.
- **Tenancy Standard.** Tenancies should be managed fairly and consistently. For the TMO, this means understanding its delegated role in tenancy management and checking that tenancy-related work is fair, recorded and in line with policy.

The Board should also consider Tenant Satisfaction Measures, complaints data, resident feedback, service performance, equality information and improvement plans where these are available or relevant to the TMO.

15. Resident Voice and Accountability

The Board must make sure residents and members have meaningful opportunities to understand, influence and scrutinise the TMO's work.

Resident engagement must be fair, respectful, and accessible. The Board must consider diverse needs, language barriers, digital exclusion, additional support needs and the right of residents to use an advocate or representative where appropriate.

The Board must consider complaints, feedback, performance information and improvement actions so the TMO can show that it listens, learns, and improves.

16. Equality, Diversity and Inclusion

The Board must promote equality, diversity, inclusion, and respect in all governance and service decisions.

Board Members must treat people fairly and with dignity. They must consider equality impacts when making decisions and must help remove barriers to participation where possible.

17. Confidentiality and Data Protection

Board Members may see confidential, personal, sensitive, financial, or commercial information. They must keep this information safe and only use it for proper TMO purposes.

Board Members must not access, share or discuss confidential information unless they have a lawful reason and proper authority. This duty continues after they leave the Board.

The Board must make sure UK GDPR responsibilities are built into governance. This includes keeping data protection policies, using data protection by design, keeping required records, using proper processor contracts, completing Data Protection Impact Assessments where needed, recording data breaches and reporting notifiable breaches within required timescales.

18. Conduct and Collective Responsibility

Board Members must act with honesty, integrity, openness, and respect. They must act in the best interests of the TMO and its residents.

Once the Board has made a proper decision, Board Members must respect that decision unless it is lawfully changed. Board Members must not undermine decisions, act outside authority, disclose confidential information or damage trust in the TMO.

19. Conflicts of Interest, Gifts and Hospitality

Board Members must declare any interest that could affect, or appear to affect, their judgement. This includes personal, family, financial, employment, or organisational interests.

A Board Member must not take part in a decision if their interest could create a conflict. The conflict must be recorded and managed.

Board Members must not accept gifts, hospitality or benefits that could influence their decisions or create the appearance of influence. Any gifts or hospitality must be recorded in line with policy.

20. Skills, Training and Competence

The Board must make sure Board Members have the knowledge and support they need. This includes induction, governance training, finance and risk training, data protection training, equality training, and training on the Articles and Modular Management Agreement.

The Board must also prepare for the Competence and Conduct Standard for social housing. This means checking that staff involved in housing management services have the right skills, knowledge, behaviour, training, supervision and support to deliver respectful and effective services.

21. Policy Framework

The Board must make sure the TMO has clear, lawful, and up-to-date policies. Policies must be consistent with the Articles of Association and Modular Management Agreement. They must be practical, proportionate, communicated to the right people and reviewed on time.

22. Monitoring and Assurance

The Board must monitor compliance with this Policy. Evidence may include minutes, attendance records, declarations of interest, governance action plans, policy review schedules, Board reports, performance reports, audit activity, complaints, resident feedback, Tenant Satisfaction Measures where available, training records, data protection records and delegated authority records.

The Chief Officer, Chairperson and relevant committee leads must help the Board by making sure the right information is available for review and decision-making.

23. Breaches of this Policy

A breach means someone has failed to follow this Policy, the Articles of Association, the Code of Conduct or another relevant rule.

Examples of breaches include acting outside authority, failing to declare a conflict of interest, sharing confidential information, making decisions outside proper meetings, instructing staff without authority, ignoring financial controls, seeking access to personal data without a lawful reason or damaging trust in the TMO.

Breaches must be taken seriously. They must be dealt with in line with the Articles of Association, Code of Conduct, and relevant policies. If a breach may involve misconduct, data protection, finance, safeguarding or legal risk, it must be escalated and advice must be sought

where needed.

24. Related Documents

This Policy should be read alongside the Articles of Association, Modular Management Agreement, Scheme of Delegated Responsibilities, Code of Conduct, Board Member Role Description, Standing Orders, Financial Regulations, Conflict of Interest Policy, Gifts and Hospitality Policy, Confidentiality Policy, Data Protection Policy, Equality and Diversity Policy, Complaints Policy, Communications Policy, Business Plan, risk management arrangements and committee terms of reference.

25. Policy Review

This Policy must be reviewed every two years, or sooner if there are changes to the law, regulations, the Articles of Association, the Modular Management Agreement, consumer standards, Housing Ombudsman requirements, data protection law, competence and conduct requirements, the organisation's structure or Board requirements.

The Policy Owner is responsible for coordinating the review and presenting any important changes to the Board for approval.

26. Policy Owner Responsibilities Checklist

The Policy Owner must use the checklist below whenever this Policy is reviewed or updated.

- Check the review date and confirm whether the review is routine or needed because of a change in law, regulation, governance, the Articles of Association, the Modular Management Agreement or Board requirements.
- Check that the Policy still reflects the TMO's status as a tenant-led, not-for-profit company limited by guarantee.
- Check that the Policy remains consistent with the Articles of Association and does not conflict with them.
- Check that the Policy remains consistent with the Modular Management Agreement and the TMO's delegated responsibilities.
- Check whether any legal, regulatory, consumer standards, Housing Ombudsman, data protection, equality, health and safety or competence and conduct requirements have changed.
- Check whether Board practice, committee arrangements, delegated authority, reporting arrangements or staff responsibilities have changed.
- Check that the plain-language wording is still accurate, clear and easy for Board Members, residents and staff to understand.
- Check that related documents listed in the Policy are still current and correctly named.
- Record the outcome of the review, including whether no changes, minor administrative changes or material changes are needed.
- Update the version control table on the front page with the version number, date, summary of changes, reviewer, and approval route.
- Refer any material changes to the Board for approval before the updated Policy is used.
- Make sure the approved version is saved in the correct policy folder and shared with Board Members, staff or residents where appropriate.

