



 **SHAKESPEARE
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Social Housing: Board Induction Training Programme

Birmingham

3 October 2023
09:00 – 13:00



Social Housing Board Induction Training

This training programme is specifically designed newly appointed Board Members as part of their induction training along with existing members seeking a bit of a refresher. This programme is also useful for Executive Officers who attend Board Meetings.

Along with legal updates, there are opportunities to meet and share ideas with other Social Housing Board Members working in the UK.

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Agenda

- 09:00 Registration and breakfast
- 09:30 Welcome and introduction
- 09:40 Understanding your organisation's legal structure and constitution
- 09:55 Board Member duties and responsibilities
- 10:35 Managing conflicts of interest
- 11:15 Break
- 11:30 Effective decision making and collective responsibility
- 11:40 Delegation and powers of attorney
- 11:50 Role of the Board, Committees and Chair
- 12:00 Impactful Board Meeting participation
- 12:15 Networking lunch
- 13:30 Close



Understanding your organisation's legal structure and constitution

Most social housing providers are incorporated as either a:

- (i) registered society under the Co-operative and Community Benefit Societies Act 2014 and regulated from a society law perspective by the Financial Conduct Authority (FCA); or
- (ii) a company under the Companies Act 2006 and regulated from a company law perspective by Companies House.

Both Companies House and the FCA require Board Members to ensure certain documents are filed with them every year such as annual accounts and a confirmation statement/annual return, as well as 'event driven' changes such as the appointment or retirement of a Board Member.

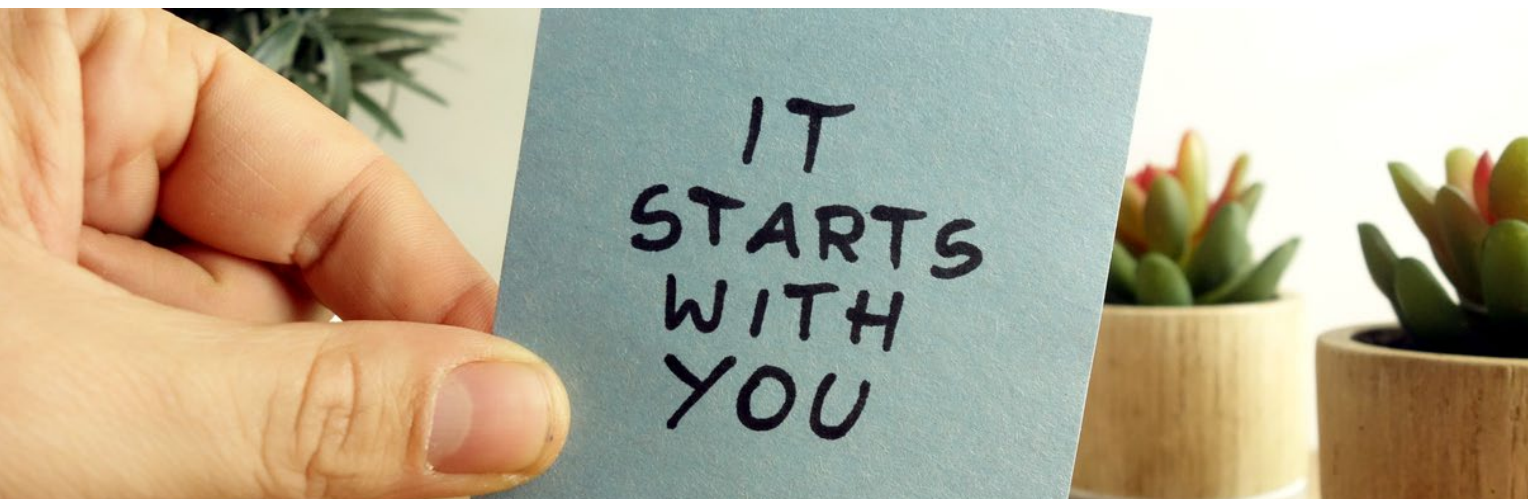


Rachel Gwynne
Head of Social Housing
Shakespeare Martineau

In this session, we will discuss:

- Company structure and constitution
- Statutory Books and Registers and associated articles
- Common filing checklist including documents to be filed and time scale limits

As head of our social housing team, Rachel has a particular focus on all areas of corporate and governance work. She leads large and complex corporate and governance projects including corporate and restructuring, collaborative working arrangements, stock transfers and charitable conversions and has an enviable reputation for advising on governance issues, regulatory matters and charity law requirements.



Board member duties and responsibilities

When individuals become Board Members they agree to abide by a wide range of practical, legal, regulatory and ethical duties and responsibilities.

These duties and responsibilities are vital in ensuring the proper oversight of an organisation.

It is essential for all Board Members to know and understand the duties and responsibilities they have as there are a range of personal penalties, including criminal sanctions in the worst cases, for breaches.

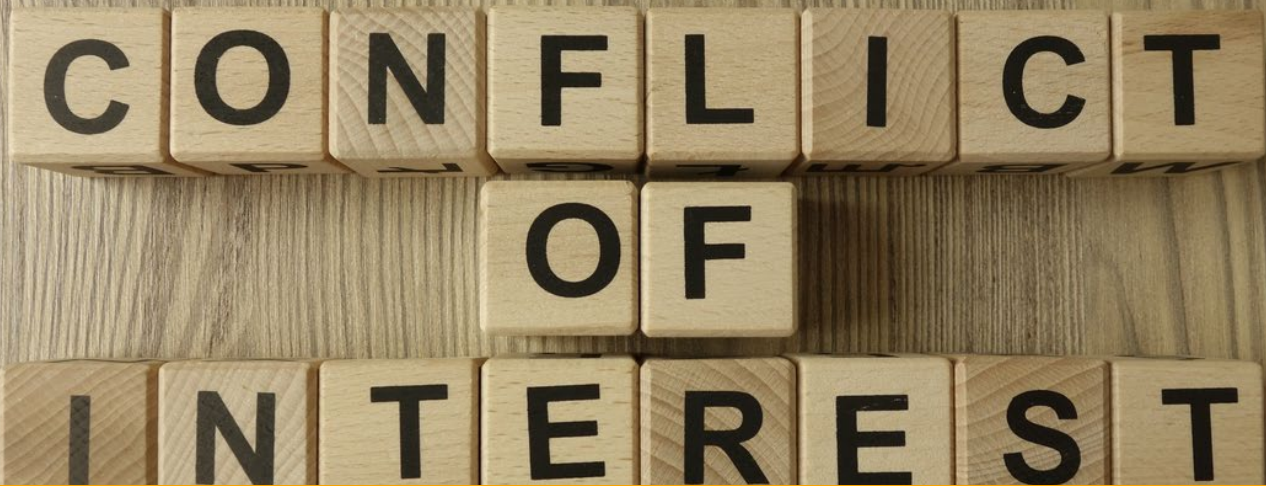
In this session, we will discuss:

- Fiduciary duties
- Duties and responsibilities under the Companies Act 2006 and the Co-operative and Community Benefits Societies Act 2014
- Other relevant statutory duties
- Corporate Manslaughter and Insolvency offences
- Regulatory Offences
- Reassurance

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Managing conflicts of interest

Conflicts of interest or duties arise where a Board Member has multiple interests which may influence the way they act and make decisions on a Board.

The inherent risk in a conflict of interest or duty is that the judgement or actions a Board Member takes in relation to the organisation they represent are influenced by secondary or other interests.

It is not unusual for Board Members to have conflicts or interest or duties, and if handled properly they do not need to result in issues of impropriety being raised.

In this session, we will discuss:

- Identifying conflicts
- Preventing and managing conflicts
- Dealing with conflicts
- Recording decisions regarding conflicts
- Consequences of not managing conflict appropriately
- Practical examples



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Effective decision making and collective responsibility

Every Board Member has a personal responsibility, shared with each of the other Board Members, for the appropriate and effective management of their organisation.

This responsibility is imposed on Board Members not only by various laws, but also under the organisation's governing document.

Board Members are required to keep themselves informed about what their organisation is doing and join their co-Board Members in making effective decisions and supervising the activities that are undertaken.

In this session, we will discuss:

- Decision making
- Collective responsibility
- Voting

As a charity lawyer Ellis is able to help social housing providers navigate the charity land disposal regime, along with providing advice on a range of charity law matters including registration with the Charity Commission, responding to regulatory inquiries, drafting and amending governing documents, incorporation, mergers and transfers, dissolution, the creation of group structures, compliance, trustee duties, trading matters and other ad hoc queries.



Ellis Pugh
Solicitor - Social Housing
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POWER OF ATTORNEY

Delegation and powers of attorney

The Board, and in some cases Board Members in an individual capacity, is often required to execute documents or undertake acts in connection with a transaction or the activities of their organisation.

But what happens if decisions have to be made at short notice or documents are required to be signed when Board Members are unavailable.

Whether the Board or individual Board Members can validly delegate certain acts depends on the delegation provisions in an organisation's governing documents and on the type of act or decision that is required.

In this session, we will discuss:

- Delegation by the board
- Delegation of a Board Member's responsibility as a Board Member
- Delegation of a Board Member's authority to bind an organisation
- Delegation of acts to be undertaken in a Board Members personal capacity
- Liability for delegated acts

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Role of the Board, Committees and Chair

The role of the Board, Committees, Chairs and Executive Teams can often be confusing and lines can be blurred.

As the Board has ultimate responsibility for the oversight of an organisation and will be held accountable for failings, it is essential for it, and those stakeholders it works alongside, to have clarity over their roles, powers and expectations.

In this session, we will discuss:

- The role of the Board
- What is the role of the Chair?
- How does the Executive Team fit in?
- What are Committees and what powers do they have?



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Impactful Board meeting participation

As an essential component of corporate governance, board meetings bring together Board Members and senior management to make decisions, drive forward the purpose, review performance and manage risk.

These regular meetings might seem like just another item on your already very long to-do list but done right, Board meetings are an opportunity to review progress, present ideas, assess risks and make strategic decisions to keep an organisation on the path to success.

In this session, we will discuss:

- Board decision making
- Obligation to meet together
- What is a meeting and how to call one
- Notice requirements and why getting it right is so important
- Conduct at Board meeting
- Minutes: good practice, retention, and inspection



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| How to book

Who should attend

Aimed at Housing Association Boards, great for newly appointed Board Members as part of their induction training along with Board Members wanting a bit of a refresher. Also useful for executive officers who attend Board Meetings.

Venue

Shakespeare Martineau
No 1. Colmore Square
Birmingham
B4 6AA

Date and time

3 October 2023
09:00 - 13:30

Cost

There is no cost for attending this event, but advance booking is required.

For more information about our Social Housing Training Programme, please email us at events@shma.co.uk or contact:

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