

Design and Build Limited Governance Statement: compliance checklist

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
Principle 1: Mission and values			
The D&B Board actively supports and follows the Parent (RBH) social purpose, mission and values and through these embeds resident focus, inclusion, integrity, openness and accountability.	Yes ✓	Evidence: D&B Constitution	Enhancement Action: Wording to this effect to be included RBH's corporate strategy.
	Comments:	Refer to RBH Compliance CoG Evidence Chest	By Whom: Joanne Goodall By Date: 31 December 2021
Compliance: From Principle to Practice			
1.1 Mission: The D&B Board leads the organisation in line with RBH's social purpose.	Yes ✓	Evidence:	Action Needed:
	Comments:	Refer to RBH CoG Compliance Evidence Chest	By Whom: By Date:
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 D&B Board's decision-making in line with its Parent's Strategies and Policies.	Yes ✓	Evidence:	Action Needed:
	Comments:	D&B Risk Update RBH Annual report against resident and customer safety Refer to RBH Compliance CoG Evidence Chest	By Whom: By Date:
1.3 Equality, diversity and inclusion: The D&B Board demonstrates a clear and active commitment to achieve equality of opportunity, diversity and inclusion in all of the organisation's activities in line with its Parent Strategies and Policies.	Yes ✓	Evidence:	Action Needed:
	Comments:	Policy Review – Oct 20 EqIA in place for the Growth Strategy EqIA for our Shared Ownership Sales Refer to RBH Compliance CoG Evidence Chest	By Whom: By Date:
1.4 Culture: The D&B Board will follow RBH's culture and behaviours and how these apply to D&B Board Members.	Yes ✓	Evidence:	Enhancement Action: D&B Board Member Role Profile to be developed
	Comments:	RBH Code of Conduct (Employee) Effectiveness Review Framework Refer to RBH Compliance CoG Evidence Chest	By Whom: Joanne Goodall By Date: 31 December 2021
1.5 Integrity: The D&B Board maintains high standards of probity and conduct.	Yes ✓	Evidence:	Action Needed:
	Comments:	RBH Code of Conduct (Employee) Declarations of Interest Registers Conflicts Register RBH: Anti Fraud Policy, Anti Bribery Policy, Anti Money Laundering Policy, Whistleblowing Policy, Dignity and Safeguarding at Work Policy	By Whom: By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
(1) The D&B Board has clear policies and procedures for its members to identify, declare, record and manage any actual, potential and perceived conflicts of interest.	Yes ✓ Comments:	Evidence: D&B Constitution RBH Code of Conduct (Employee) RBH Employee contracts of employment (D&B Board Members are RBH Directors) D&B Declarations Register D&B Conflicts Register Agenda Templates – 1 st item Declarations of Interest	Action Needed: By Whom: By Date:
(2) There is a publicly available register for D&B Board member declarations of interest which is reported on annually to the D&B Board	Yes ✓ Comments:	Evidence: D&B Declarations Register Annual reports on the register	Action Needed: By Whom: By Date:
(3) Where there is a material conflict of interest, any individual concerned withdraws from the board’s discussions and decisions on relevant matters.	Yes ✓ Comments:	Evidence: Agenda Templates – 1 st item Declarations of Interest - this gives the Members opportunity to consider the appropriate action. Any minutes of meetings where this has been actioned D&B Conflicts Register	Action Needed: By Whom: By Date:
(4) In case of a fundamental or ongoing material conflict, the Parent Board (RBH) will determine if the person concerned should cease to be a D&B Board member.	Yes ✓ Comments:	Evidence: Annual Report to RBH Board on performance of subsidiaries	Action Needed: By Whom: By Date:
1.6 Accountability: The D&B Board operates openly and transparently, and demonstrates accountability to the Parent Board (RBH).	Yes ✓ Comments:	Evidence: Annual report to RBH Board on subsidiary performance RBH Directors Report and Financial Statements	Action Needed: By Whom: By Date:
(1) Information will be annually published about D&B’s activities which are accessible to its key stakeholders, and covers the matters referred to in this Governance Statement.	Yes ✓ Comments:	Evidence: RBH Directors Report and Financial Statements	Action Needed: By Whom: By Date:
(2) There will be clear and up-to-date information about D&B’s Board Members and its governance arrangements.	Yes ✓ Comments:	Evidence: RBH Directors Report and Financial Statements	Action Needed: By Whom: By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
(3) The organisation responds in a considered, open and transparent way to requests for information about its work, activities, and decisions made by the D&B Board, where it cannot provide certain information it gives clear reasons as to why this is the case.	Yes ✓ No ✗	Evidence: RBH GDPR Information Framework – Openness and Transparency RBH Customer Feedback Complaints Policy 2020	Action Needed: D&B Board to formally adopt the RBH Data Protection Policy and Confidentiality Policy
	Comments:		By Whom: D&B Board By Date: 31 December 2021
1.7 Reputation and trust: The D&B Board takes into account in its actions and decisions the importance of maintaining trust in the organisation and upholding its reputation.	Yes ✓	Evidence: Scheme approvals	Action Needed:
	Comments:		By Whom: By Date:

Principle 2: Strategy and delivery			
Compliance: From Principle to Practice			
2.1 Strategy, resources and plans: the D&B Board sets the organisation’s overall direction in line with the Parent’s (RBH) overall objectives.	Yes ✓	Evidence: D&B Constitution Budget approval Business Plan approval	Action Needed:
	Comments:		By Whom: By Date:
(1) The D&B Board sets financially sustainable plans to ensure that the organisation has the resources it needs to deliver its purpose.	Yes ✓	Evidence: D&B Board approval and monitoring of Budgets and Financial performance	Action Needed:
	Comments:		By Whom: By Date:
(2) The D&B Board gives specific consideration in setting such plans to value for money, financial sustainability; carbon neutrality and environmental sustainability; and social sustainability.	Yes ✓	Evidence: Reports for approvals to enter into contracts	Action:
	Comments:		By Whom: By Date:
2.2 Performance: The D&B Board has demonstrable oversight of the organisation’s performance. This includes scrutinising key operational and financial performance information.	Yes ✓	Evidence: D&B Board approval and monitoring of Budgets and Financial performance Annual report to RBH Board on subsidiary performance	Action Needed:
	Comments:		By Whom: By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
2.3 Group Structures: The constitutional relationship and arrangements between the Parent (RBH) and D&B including how oversight and control will be exercised, are formally documented.	Yes ✓	Evidence: IGA (reviewed Nov 20) Scheme of Delegation	Action Needed:
	Comments:		By Whom:
			By Date:

Principle 3: Board Effectiveness			
D&B Limited 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 Governance Statement.	Yes ✓	Evidence: Governance Effectiveness Review Framework Including Technical Skills and Knowledge MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports Mar 21 & Effectiveness Reports to Board Mar 21	Action Needed:
	Comments:		By Whom:
			By Date:
Compliance: From Principle to Practice			
3.1 Roles and responsibilities: (1) The statutory and governance roles and responsibilities of the D&B Board, of its individual members, office holders and of others who work to the Board are clearly set out.	Yes ✓ No ✗	Evidence: D&B Constitution Scheme of Delegation	Action Needed:
	Comments:		D&B Board Member Role Profile to be developed
			By Whom: Joanne Goodall
(2) There is a clear, documented framework setting out delegations.	Yes ✓	Evidence: Scheme of Delegation Schedule of Governance Functions IGA	Action Needed:
	Comments:		By Whom:
			By Date:
3.2 Functions of the board: there is a record of the essential functions and other matters which are reserved for D&B Board decision and cannot be delegated including:	Yes ✓	Evidence: D&B Constitution RBH Scheme of Delegation IGA	Action Needed:
	Comments:		By Whom:
			By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
(1) Ensuring the organisation operates effectively, efficiently and economically;	Yes ✓ Comments:	Evidence: Governance Effectiveness Review Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports Risk Reports Reports on Annual Accounts Reports on Review of Financial Performance Budget approvals Business Plan approval Monitoring reports of Budgets and Financial performance	Action Needed: By Whom: By Date:
(2) Providing oversight, support, direction and constructive challenge to RBH's chief executive and other Officers;	Yes ✓ Comments:	Evidence: Minutes of meetings Governance Effectiveness Review Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports MGC Feb 21 Board Mar 21	Action Needed: By Whom: By Date:
(3) 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;	Yes ✓ Comments:	Evidence: Reports on Annual Accounts Reports on Review of Financial Performance Budget approvals	Action Needed: By Whom: By Date:
(4) Establishing, overseeing and regularly reviewing a framework of delegations;	Yes ✓ Comments:	Evidence: Scheme of Delegation MGEF Review reports/minutes IGA Reviews	Action Needed: By Whom: By Date:
(5) Establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance and reputation of D&B;	Yes ✓ Comments:	Evidence: Risk Reports	Action Needed: By Whom: By Date:
3.3 Board composition: (1) D&B Board members have the attributes and time needed to govern effectively, and each member exercises independent judgement in doing so.	Yes ✓ Comments:	Evidence: Employee Contracts of Employment (D&B Board Members are Directors of RBH)	Action Needed: D&B Board Member Role Profile to be developed By Whom: Joanne Goodall By Date: 31 December 2021

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
(2) The D&B Board understands and regularly reviews the collective skills and attributes it requires to be effective.	Yes ✓ Comments:	Evidence: Governance Effectiveness Review Framework including Technical Skills and Competency Framework MGC Oct 20 Board 18 Nov 20	Action Needed: By Whom: By Date:
3.5 Conduct of business: (1) The D&B Board conducts its business efficiently on the basis of an appropriate level and quality of information.	Yes ✓ Comments:	Evidence: Schedule of Governance Functions Forward Plans Information Flow Review of forward plan reports Reporting In	Action Needed: By Whom: By Date:
(2) D&B Board meetings are quorate.	Yes ✓ Comments:	Evidence: D&B Constitution Attendance Logs Minutes of meetings	Action Needed: By Whom: By Date:
(3) Scheduled D&B Board meetings are based on agendas and documents circulated well in advance. Decisions and the main reasons for them are recorded in the minutes.	Yes ✓ Comments:	Evidence: Forward Planner Review of forward plan reports Minutes of meetings	Action Needed: By Whom: By Date:
(4) Urgent decisions between board meetings are taken in accordance with predetermined and formally recorded arrangements.	Yes ✓ Comments:	Evidence: Urgent Decisions procedure Examples of some electronica decisions Board agendas showing list of electronic decisions and consideration packs	Action Needed: By Whom: By Date:
(5) Where meetings are conducted remotely, arrangements are made and support provided so that all members can fully participate and contribute.	Yes ✓ Comments:	Evidence: Access to Secure Portal Effectiveness Review Framework	Action Needed: By Whom: By Date:
3.6 Board performance, review and learning: the D&B Board reviews and seeks to improve its performance.	Yes ✓ Comments:	Evidence: Governance Effectiveness Review Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports MGC Feb 21 Board, Committee and Subsidiary Member Development Programme 18 Nov 20	Action Needed: By Whom: By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
(1) The D&B Board considers its effectiveness annually and assesses how they conduct their business, including their:	Yes ✓	Evidence: Governance Effectiveness Review Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports MGC Feb 21	Action Needed:
	Comments:		By Whom:
(a) Composition, skills, experience and diversity;	Yes ✓	Evidence: Governance Effectiveness Review Framework including Technical Skills and Competency Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports MGC Feb 21	Action Needed:
	Comments:		By Whom:
(b) Effectiveness in role-modelling the desired culture, values and behaviours of the organisation;	Yes ✓	Evidence: Governance Effectiveness Review Framework MGC Oct 20 Board 18 Nov 20 Effectiveness Review Reports MGC Feb 21 Board Mar 21	Action Needed:
	Comments:		By Whom:
(c) Governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation as referred to in this Governance Statement;	Yes ✓ No ✗	Evidence: Tie in with Annual MGEF review process	Action Needed:
	Comments:		Add to the D&B forward planner a review of its governing instruments - Complete
(d) Timing and frequency of meetings;	Yes ✓	Evidence: Effectiveness Review Reports MGC Feb 21 Board Mar 21	Action Needed:
	Comments:		By Whom:
(e) Format of agendas, quality and scope of papers, minutes and communications;	Yes ✓	Evidence: Effectiveness Review Reports MGC Feb 21 Board Mar 21	Action Needed:
	Comments:		By Whom:
(f) Effectiveness of decision-making, including how the views and needs of key stakeholders have informed decisions;	Yes ✓	Evidence: Effectiveness Review Reports MGC Feb 21 Bd 10 Mar 21	Action Needed:
	Comments:		By Whom:
(g) Compliance with this Governance Statement and legal duties.	Yes ✓	Evidence: Reports to Board on Compliance with Code MGC Feb 21 Board Mar 21 Annual Subsidiary Report to RBH Board May 2022	Action Needed:
	Comments:		By Whom:
(2) These matters are regularly and formally reviewed.	Yes ✓	Evidence: Effectiveness Review Reports MGC Feb 21 Board Mar 21	Action Needed:
	Comments:		By Whom:
			By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
3.7 Compliance with this Governance Statement: A compliance statement is provided to the Parent (RBH) Board and included for publication in the Group Annual Report with an explanation given for any non-compliance. Where a statement of non-compliance is needed it sets out:	Yes ✓	Evidence: Annual Subsidiary Report to RBH Board May 2022 Directors Report and Financial Statements	Action Needed:
	Comments:		By Whom:
(a) The reasons for non-compliance, and an explanation of how the relevant principle in this Governance Statement is being upheld; and	Yes ✓	Evidence: Directors Report and Financial Statements Annual Subsidiary Report to RBH Board May 2022	Action Needed:
(b) Summary plans for the achievement of compliance, if applicable.	Comments:		By Whom:
	Comments:	By Date:	
	Yes ✓	Evidence: Directors Report and Financial Statements Annual Subsidiary Report to RBH Board May 2022	Action Needed:
	Comments:		By Whom:
			By Date:

Principle 4: Control and Assurance			
The D&B 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.	Yes ✓	Evidence: Risk Reports Compliance and Assurance Framework Reports on Review of Financial Performance Reports on Budget approvals	Action Needed:
	Comments:		By Whom:
			By Date:
Compliance: From Principle to Practice			
4.1 Audit: (1) The D&B Board has formal and transparent arrangements ensuring that the organisation is financially viable and maintains both a sound system of internal audit and controls.	Yes ✓	Evidence: Reports on Review of Financial Performance Reports on Budget approvals	Action Needed:
	Comments:		By Whom:
(2) The D&B 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.	Yes ✓	Evidence: Reports on Risk D&B Reporting In Scheme of Delegation	Action Needed:
	Comments:		By Whom:
			By Date:

The Code of Governance	Compliance (Y/N) Comments:	Evidence:	Action needed:
4.2 Risk: (1) The D&B Board has a suitable risk management framework in place; it understands the organisation’s risk profile and the effectiveness of key controls.	Yes ✓	Evidence: Risk Management Framework Apr 21 Risk Reports	Action Needed:
	Comments:		By Whom:
(2) The D&B 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.	Yes ✓	Evidence: Business Continuity Plans Risk Management Framework Risk Reports	Action Needed:
	Comments:		By Whom:
(3) The D&B Board includes members with skills and experience appropriate to the level and type of risks faced by the organisation.	Yes ✓	Evidence: Role Descriptors for Directors	Action Needed:
	Comments:		By Whom:
(6) The D&B Board regularly reviews the risks the organisation faces and how they are being managed.	Yes ✓	Evidence: Risk Management Framework D&B Reporting In to Board Review of Financial Performance Reports Risk Reports Risk Registers	Action Needed:
	Comments:		By Whom:
4.3 Compliance: The D&B Board has a robust internal control framework and has regular assurance about the effectiveness of key controls including controls to ensure compliance.	Yes ✓	Evidence: Scheme of Delegation Risk Reports Compliance Assurance Framework Assurance Framework Update Jan 21 LLRR	Action Needed:
	Comments:		By Whom:
4.4 Whistleblowing and confidential concerns: The D&B Board ensures that appropriate whistleblowing policies and procedures are in place.	Yes ✓	Evidence: Whistleblowing Policy Available on Intranet for colleagues	Action Needed:
	Comments:		By Whom:
			By Date: