Ulster University

A Review of the Corporate Governance Arrangements of Housing Associations in Northern Ireland

Executive Summary

HCR

Housing and Communities Research

Peter Shanks graduated in 2007 with a first class honours degree in Housing Management at Ulster University. He started his career with Housing Rights, an independent specialist advice charity, where he worked on a range of policy issues including mortgage rescue and regulation of the private rented sector. In 2008, Peter joined the Chartered Institute of Housing as Policy and Public Affairs Officer where he helped develop housing policy solutions and acted as policy advisor to the Commission on the Future for Housing in Northern Ireland chaired by Lord Richard Best. In 2010, he joined Ulster University as a Lecturer in Housing Studies and developed a particular interest in housing governance. He completed an LLM in Corporate Governance and Public Policy (Distinction) at Queens University, Belfast in 2011. Peter is currently undertaking his PhD (part-time) on housing association governance and co-editing a text on housing in Northern Ireland, with Professor David Mullins, which will be launched at the ENHR conference in June 2016. He is also a member of the 'Social Housing: Institutions, Organisations and Governance' working group of the European Network of Housing Researchers, a member of the Housing Studies Association, and a fellow of the Higher Education Academy.

Professor David Mullins is an internationally renowned expert on the role of third sector organisations and social enterprises such as housing associations in the delivery of public services. He leads the Housing and Communities Research Group at University of Birmingham and formerly worked in the Third Sector Research Centre which produced over 100 research based working papers and had a significant impact on policy and services in England. His main research interests include the governance, management and regulation of housing, housing need and homelessness, the role of third sector, hybrid organisations and social enterprises in public service delivery. He co-ordinates the European Network for Housing Research Working Group on Social Housing: Institutions, Organisations and Governance and has input to housing association governance in the Republic of Ireland (Cluid HA Corporate Strategy 2011-15), New South Wales, Australia (input to report on Strategic Stewardship of Community Housing Providers in New South Wales; and published in a major US/European comparative book on 'Nonprofit Governance Research: Innovative perspectives and approaches'. His earlier work in Northern Ireland includes Non-Profit Housing organisations in Ireland, North and South. Belfast: NIHE (2003) and Third Sector Housing Partnerships in Northern Ireland (2011-12).

Acknowledgements

1. Introduction and Background

This review was initiated in November 2013 following a challenging set of assessments which highlighted corporate governance issues across the housing association sector in Northern Ireland. Since then, a lot of progress has been made by the sector in its understanding and management of governance and stewardship and by government officials in recognising the value of performance rather than conformance based governance in independent social enterprises such as housing associations. Acknowledgement of such progress was formally noted earlier this year by the Department for Social Development's Permanent Secretary when he addressed the Public Accounts Committee, and in December 2014, when the Comptroller and Auditor General referred to "*the continuing improvement in governance arrangements within the HA sector generally*[1]".

A myriad of factors have led to such progress including: new skills and expertise joining the sector, government stipulations (e.g. the nine year rule), improved training and development opportunities, use of technology in Boardrooms and a more general heightened awareness by board members of their roles and responsibilities. However, the governance agenda needs to constantly adapt to change and challenge. This report offers a contribution to this adaptation process drawing on the first detailed surveys of sector governance in fifteen years, five depth case studies, three roundtable discussions and a final conference to support a series of recommendations[2], which if implemented, will provide a secure base for the next phase of sector development. Over the last 40 years the housing association sector in Northern Ireland has grown considerably, transcending its initial small scale specialist provider role. Housing associations are now the principal developers of all new social housing, and since 1992, have delivered this through a mixed funding arrangement. In just over two decades, housing associations have secured £680 million in private finance, and possess a collective portfolio of over 46,000 units managed by almost 3,000 staff. A shift in corporate governance culture and values - from one of voluntarism to professionalism – has also coincided with the sector's considerable growth. Since the 1990s, the adoption of private sector principles has resulted in huge changes for sector governance.

Board business is becoming ever more complex and demanding of board members. New financial models, diversified business streams, merged organisational structures and a rapidly evolving policy environment are but some of the issues boards increasingly have to grapple with. Robust stress testing of business and financial plans is therefore essential as things become more complicated and as corporate risk intensifies. Boards need to have a clear understanding of potential risks to their organisation, and have sound contingency plans in place if things go wrong. Board members need to familiarise themselves with those cases that have experienced difficulties before, and to remember that simplicity is a key success factor in most thriving organisations[3].

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[1] Northern Ireland Audit Office, 2014. *Financial Auditing and Reporting. General Report by the Comptroller and Auditor General* – 2014 (online). Belfast: The Stationary Office.
[2] Recommendations have been informed by over 100 stakeholders who participated in this research. Practice examples are derived from depth case studies.
[3] Homes and Communities Agency, (2015). *With the Benefit of Hindsight. Learning From Problem Cases. Volume 4* (online). London: Campbell Tickell

Corporate governance as a concept is a relatively recent phenomenon which refers to the ways in which power and decision making is structured and exercised in organisations. It is more concerned with the decision making process than actual decisions. This is made more complex in the case of housing associations given their lack of defined ownership and hybrid organisational forms. Due to the complexity and heterogeneity of the sector there is no specific one-size-fits-all model for board composition. Rather, it is for each association to determine its best structure. One challenge facing the sector at present is the difficulty concerning recruitment and retention of highly skilled, committed board members. One of the discussions that featured consistently and prominently throughout this research was remuneration. Arguments both for and against its introduction have been explored in the full report but one thing is apparent; given the number of QUANGOs and agencies in Northern Ireland that do pay board members, there is certainly a premium on, and competition for, non-executive board talent.

Board diversity is another important challenge to the sector. The under-representation of some groups within wider society (younger people, women, people in paid work and black and minority ethnic groups) on boards is one of the bigger challenges facing sector governance. Board diversity helps to ensure a range of perspectives and thought present at the board table, minimises the potential for 'groupthink' and thus enables constructive debate, challenge and dissent during board discussions. But diverse and highly skilled board talent on its own is not sufficient. Creating a positive board culture with the right behaviours, having well-designed governance calendars and effective board processes are also conducive to governance excellence.

External factors can also influence governance arrangements. A welcome move towards proportionate, risk-based regulation proposed under the DSD's new regulation framework will afford greater responsibilities and primacy to boards in managing their own affairs. Concerns, however, were raised during stakeholder discussions about the potential for duplication and dual regulation as housing associations register with the Charity Commission Northern Ireland. It appears an opportunity has been lost by not securing exempt charities status for associations here as was the case in England and Wales. Clarity on regulatory roles and functions and regulatory 'passporting', where feasible, are needed in order to avoid duplication and/or contradictory requirements. The less time and effort spent by boards satisfying overlapping compliance requirements from different regulators, the more time can be devoted to improving organisational performance.

This study shows that the majority of board members believe that more tenants should sit on boards. This is consistent with the DSD's desire[4] to increase tenant involvement in decision making-processes about key services. Homes, services, and organisational identity can all be at stake if an organisation fails. Often when things go wrong, there is very little opportunity for tenants' voices to be heard. Boards will need to consider appropriate mechanisms for engagement as this strategy affords much greater opportunities for social housing tenants to get involved in all areas of housing that affect them. Evidence from England also highlights the business benefits that organisations can gain from including tenants in their decision-making[5].

[4] Department for Social Development, (2015). *A Tenant Participation Strategy for Northern Ireland: 2015:2020. A Draft for Consultation*. Belfast: DSD.
[5] Bliss, N Bliss, Lambert, Halfacre, Bell and Mullins (2015). An Investment not a Cost. The Business Benefits of Tenant Involvement.

Anyone who has ever worked for a housing association or served on its board of directors will know that such organisations are never fixed. In recent years there has been an increase in the pace and volume of organisational change across the sector. Mergers, group structures and strategic alliances have become a more common feature of the sector. Since 2008 there have been thirteen mergers; more recently there has been a group structure arrangement between a large regionally-based and small community-based association. Evidence from England shows that increases to the scale and operation of housing association activities also result in significant changes to internal and external corporate governance frameworks and accountability mechanisms[6].

At a policy level, the department's regulation and inspection function, Procurement Strategy and ambitious development targets have all precipitated change. The Social Housing Reform Programme and the potential for Northern Ireland Housing Executive stock to be transferred to housing associations are also factors that might precipitate further sector consolidation. From a corporate governance perspective, questions remain for boards about the cost and benefit of mergers and strategic alliances, the long term effects on sectoral identity, and how best the process is to be governed.

Structural and policy changes will continue to present governance challenges for the sector in the short to medium term. This research project provides a baseline audit of board structures, processes and relationships and can therefore help to inform future monitoring and evaluation of housing association corporate governance arrangements in Northern Ireland. This is the first study of its kind which will ideally be followed up by more regular longitudinal assessments to ensure that sector trends are benchmarked and monitored and appropriate adjustments made to governance practice.

2. Project Objectives

The overall aim of this research was to provide a comprehensive review of the corporate governance arrangements of the housing association sector in Northern Ireland and to build on a previous study carried out in 2000 on training and development needs of board members[7]. A literature review was conducted which focused mainly on non-profit organisations that deliver public services. Surveys were also completed with both chief executives and board members; this provides a baseline audit which will help to inform future monitoring and evaluation of governance and includes a factual profile of board structures, processes and relationships. The project aimed to identify shortcomings and to make recommendations on how these could be improved in conjunction with the sector (see section 5). Other objectives of the research centred on providing opportunities for debate with key stakeholders in order to inform recommendations for action.

[6] Mullins, D., (2006). Competing Institutional Logics? Local Accountability and Scale and Efficiency in an Expanding Non-Profit Housing Sector. *Public Policy and Administration*, 21(3): 6–21.
[7] Mackay, C., Dawson, H., and Williamson, A., (2000). *Training and Development Needs of Board Members of Housing Associations in Northern Ireland*. Belfast: University of Ulster.

The final aim was to disseminate the findings of this evidence and to actively promote debate amongst key stakeholders to generate agreed recommendations to assist in the transition to greater regulatory autonomy consistent with the department's revised regulatory framework. The DSD [8], National Housing Federation[9] and the Financial Reporting Council [10] all provide guidance on corporate governance requirements and best practice. This evidence base here can be used to assess performance against these recognised codes of good governance. The study was therefore intended to provide a baseline for future work on governance in the sector, a mechanism for the sector itself to generate evidence based proposals for change, and a robust platform to adapt governance to changing realities in the housing association sector in Northern Ireland.

3. Methodology

The methodology builds on earlier research into corporate governance of boards in Northern Ireland[11] and is consistent with previous studies on housing association corporate governance in Scotland and Wales[12]. The research comprised four distinct stages.

Stage One identified emerging governance issues and trends through a structured review of the international literature on governance in the non-profit sector, and through stakeholder interviews with a range of individuals and organisations in Northern Ireland, the Republic of Ireland and Great Britain (see Appendix 1 in the full report).

Stage Two consisted of two separate electronic surveys which were circulated to all housing association chief executives and board members. Survey questions were informed by the previous study, similar studies in other jurisdictions, stakeholder interviews, and the literature review. The board member survey generated one hundred responses from twenty housing associations giving a response rate of 32% [13]. The chief executive survey received twenty three responses (from a possible 26) giving a response rate of 88%.

Stage Three encompassed five depth case studies which were chosen to reflect the diversity of the sector in terms of size; client group; geography; and organisational structure. Interviews were conducted with non-executive, executive and tenant directors/representatives in each case, board meetings were observed using non-participant observation methods and board documentation was reviewed including board papers, board agendas and policies and procedures. Case study interviews were conducted by two researchers, using a single set of topic guides for different types of interviewees (i.e. chief executives, Chairs, non-office bearing board members, and tenant directors/representatives).

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[8] Department for Social Development (2010) *Governance Guide* (online)
https://www.dsdni.gov.uk/governance-guide. Belfast: DSD.
[9] National Housing Federation, (2015). NHF Code of Governance. London: Campbell Tickell.
[10] Financial Reporting Council (2014) The UK Corporate Governance Code
https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/UK-Corporate-Govnance-Code-2014.pdf
[11] Mackay, C., Dawson, H., and Williamson, A., (2000). *Training and Development Needs of Board Members of Housing Associations in Northern Ireland*. Belfast: University of Ulster.
[12] The methodological approach is similar to other studies on corporate governance carried out for Communities Scotland (2005) and for the Welsh Assembly Government (2013).
[13] According to the DSD's Annual Regulatory Return figures as at 31 March 2014 there were 315 board members serving on HA boards.

Interviews lasted for approximately one hour, recorded using a Dictaphone and subsequently transcribed. Ulster University's ethical review protocol was used for all interviews. A short report was produced for each case study and consulted on with case study organisation leads.

Stage Four contained a Q-sort survey, completed by 28 key stakeholders; it explored the factors, influences and criteria for effective housing association governance. This stage also entailed a series of three workshops and a half day conference based on the themes 'Who Governs?'; 'How they Govern?', 'What they Govern?', and 'Where to Next?'. These workshops provided a platform for debate with key stakeholders and were informed by discussion papers[14] which outlined key research findings from stakeholder interviews, surveys and a review of the DSD's published inspection reports from 2012-2014. Key findings were presented at a half day conference which took place in Helm Housing Association on the 7th May 2015. This concluded the process of presentation and consultation on findings to feed into the sector change process. This process enabled the sector to participate directly in the formulation of recommendations based on the evidence collected in the research.

Key Findings

4.1 Who Governs?

Sector governance is not currently reflective of Northern Ireland society. There is no optimal board composition because each organisation is unique and has different requirements according to the organisations' individual character and its environment. However, there is a clear business case for enhancing diversity in leadership such as improvements to governance and risk management; enriched decision making and problem solving; enhanced organisational performance and better retention and recruitment levels.

The methods used during the recruitment process are critical to attracting new members and also for enhancing diversity. Chief executives have found it difficult to recruit new board members over the last 24 months and informal approaches to board recruitment predominate. This results in de facto exclusion of other potential candidates and unconscious bias towards already under-represented groups.

Tenant board membership is variable, but there is strong support amongst the majority board members for more tenant positions on boards. Only half of boards had tenant directorships. The high importance given to tenant accountability is supported by a wide range of methods beyond tenant board membership. The new regulation framework will also require boards to pay more attention to the role of tenant involvement in formal decision making processes.

Chief executives were more inclined to favour board member payment than were board members themselves. The evidence also discerned a greater appetite for board payment by larger housing associations than by smaller community based associations. A quarter of board members have been in post for over nine years, some for over twenty years. The '9 year rule' is not supported by most chief executives but a number believe it to be essential. Boards contain on average eleven board members.

There is a greater focus on harder, technical skills at the expense of softer skills like board teamwork. Board members bring a wide range of skills and experience, including other board and voluntary roles although there are some gaps in skills mix. Levels of qualification have increased since 2000. Board and board member appraisals are still not a feature of every organisation.

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[14] Discussion Papers can be accessed here: www.nifha.org/nifhanews/review-of-housing-association-corporate-governance-arrangements-in-northern-ireland/

4.2 How they Govern?

While housing association boards are quite business focused and orientated towards strategy, there is scope to move to a greater emphasis on business performance rather than simply conformance with regulatory standards. While there was a reasonable degree of self-confidence about how boards perform, there is scope for sharing good practice across the sector and for greater use of peer mentoring within boards. There was no appetite to expand the unitary board model to housing association boards in Northern Ireland.

Life outside the Boardroom is an important but often overlooked aspect of corporate governance. More frequent and less formal interaction with staff at different levels in the organisation could give boards a better feel for the business and allow skills and knowledge to be applied more effectively.

The survey found reports of conflicts to be quite limited in housing associations (reported by less than 20% of respondents). When it did occur the main points board members disagreed on were strategy, and constitutional and legal issues. The only significant area of disagreement between boards and staff was over business development and service quality. Housing associations reported having robust conflict of interest policies in place and effective processes for declaring interests at board meetings.

Multi-level governance becomes increasingly important as housing associations grow through group structures and partnerships. There is a potential for conflicts between different levels of governance in groups. These issues need to be reflected in accountability arrangements and board members need to understand the implications for their roles.

There can be no one-size-fits-all governance model for the sector since housing associations vary considerably in scale and complexity and the role of board members therefore also varies considerably.

4.3 What they Govern?

According to PWC Global Accounts 2015 the financial position of the sector is strong; however there are variations in the gearing ratios of individual housing associations which could provide a catalyst for further mergers or group structures in future. Stakeholders expressed that housing associations needed to focus more on longer term investment decisions, financial viability and organisational sustainability and not just on day-today financial management – although it was considered important too.

Deciding which assets to buy and sell or repair and improve is amongst the most fundamental decisions boards make and accounts for a high percentage of budgets (alongside staff and interest costs). Boards need to be on top of and understand asset management, stock purchase and sale, overall spend on planned and cyclical maintenance and repairs procurement. Whilst procurement is considered an important tool, frustrations remain around the current approach.

A shift towards a set of higher level principles was favoured, providing boards with autonomy and flexibility of decision making.

Altering Rent Policy and rent models may result in a shift towards longer break even points, possibly impacting on the future development programme. A move towards a holistic approach to housing management encompassing work on welfare reform, tenancy fraud, tenancy sustainment, tenant participation, rent collection, financial inclusion, Anti-Social Behaviour, community safety, and community investment was suggested by stakeholders.

Boards should exercise judicious use of consultancy advice and not be consultancy driven. Any consultancy advice should always be debated and considered in full by the board. Support for external facing boards with links to other boards was favoured as were board member ambassadorial roles for key stakeholder engagements.

4.4 Case Study Key Findings

The five case studies generated valuable additional findings on governance in practice in a variety of different contexts. Three case studies were of large and complex organisations while two were of more locally based associations with strong community links.

The case studies were all similarly structured to gain an understanding of board roles and board member participation and the way in which meetings were conducted and prepared for. There were some common themes with meetings generally conducted efficiently with a wide range of board member contributions to debates but with a tendency to defer to expert members on specific matters such as finance and development. Most meetings were able to reach consensus on the agenda items but also gave opportunities for robust challenge and different options to be considered. In a few cases items were taken back for further consideration by officers with final decisions deferred to later meetings.

Planning for meetings and agenda setting was generally undertaken by the Chair and the Chief Executive. There were variable practices in relation to the number and purpose of sub-committees and the extent to which business was fully delegated or returned to full board meetings. One case study that had operated through a single board was considering setting up Finance and Development sub-committees. Others had a number of sub-committees with delegated authority but in occasions certain issues were re-discussed at Board to confirm strategic decisions. The spread of e-governance was evident with several case study boards issuing board members with iPads and using on-line systems to provide background information to support the board papers and correspondence prior to meetings, enabling shorter agendas.

A recurrent theme was the 'absent board member' whereby debates often revolved around the need to ensure that the organisation was compliant with DSD regulation on matters such as the nine year rule and succession, board appraisal and the format of corporate plans. While they were not at the table it was clear that DSD was an important audience to whom the minutes were addressed. In some cases boards and executives took issue with some specific regulator's interventions, but in most cases the emphasis was on ensuring regulatory compliance and demonstrating conformance.

Interestingly despite the increasing importance of private finance the case study meetings agendas did not exhibit the same level of focus on ensuring compliance with lenders' covenants and other requirements. However, finance was an important topic at all of the meetings we observed. The emphasis on the board being in control of the organisation's finance was a strong theme and most meetings allocated a substantial time to financial and business planning matters.

The case studies also showed evidence of a growing emphasis on performance, commercial acumen and risk management that went well beyond the conformance approaches outlined above. In one case awareness of risk assessment and management was evident. A revised methodology had been adopted to more accurately identify, report and scrutinise key risks and all board members had attended externally facilitated training sessions on risk. Board member training and development was evident in all of the case studies as a key focus for the organisation and for board members. In one case a new board member appraisal process had

been successfully implemented from which development opportunities had been identified. This system of appraisal will measure the contribution made by members to the work of the board and sub-committees.

Each case study report highlighted some key observations and these tended to differ between the smaller and larger organisations. One of the smaller case studies generated strong evidence on the value of community level governance in terms of local knowledge and sensitivities in managing community tensions (for example in new development in inter-face areas). This was supported by the length of connection and involvement of board members and their links with other local organisations through strategic partnerships that maximised local accountability. The other smaller case study highlighted the personal commitment of board members to the work of the organisation, particularly in relation to working with vulnerable groups in society at the local level and sustaining the association's long-standing contribution in this respect.

The larger organisations, in contrast, tended to be more concerned with managing complex structures, and where possible streamlining and simplifying these structures to enable efficient corporate decision making across the whole organisation. One had set up a private housebuilding subsidiary and several were considering diversification activities with implications for future governance structures. Some had gained considerable experience in managing merger processes and integrating governance structures to support future growth and financial strength. However, some larger cases were also exercised about how they could strengthen community accountability and respond to local issues in the many different communities they now work with as they have grown away from specific localities. Managing local partnerships was a common theme for larger organisations, one of which had over 30 joint management agreements and a substantial joint venture in the supported housing field.

The case studies revealed substantial variations in board member backgrounds, with some organisations now successfully recruiting younger members in paid employment and achieving better gender mix. In one unusual case there had been strong regulatory pressure to reduce female dominance of board positions despite the specific origins of the housing association. There were relatively few tenant members on case study boards but considerable desire to ensure that tenant concerns and experience were reflected in board deliberations (with board member training and parallel tenant engagement opportunities being promoted). One case study had recently adopted a new tenant engagement strategy. Another had invested time and resources in tenant training and development to enable effective tenant engagement with governance. A third felt there could be more tenant representation on the board and more connection made between the board and tenants and with existing community governance structures outside of the housing association itself. The generally very low Black and Minority Ethnic representation on boards was seen as a problem in some cases.

An indication of the level of motivation and commitment to mission among board members was evident. In one case board members were committed and passionate about working with clients with complex needs and carry out regular visits to schemes and services as part of their duties. In another case study board members were keen to inform and influence other agendas and to identify itself with broader social enterprise and business sectors in addition to the housing association sector, to diversify revenue streams and to improve and deliver more efficient and effective services to tenants. The utilisation of board member skills and experience was a key theme in another case study. This had been harnessed in various situations in advice and support on matters including I.T. systems, legal services, health and social care, community consultation, diversity of the workforce and finance.

These case studies provided a richer picture of the research context than did the survey evidence. They highlighted the ways in which the organisations are constantly adapting to change and external challenges and support our observation of the need to shift from a conformance to a performance based governance culture as part of this successful adaptation process.

4.5 Q-Sort Findings

A further small survey was undertaken to understand the different views and understandings of governance and the potential impact of board member payment. A sample of 28 respondents, half of whom were current board members completed an on-line survey to express their agreement or disagreement with 57 propositions about governance and payment. The results show four main clusters of views with the biggest contrast being between those welcoming payment in promoting professionalism in governance and those seeing payment as a risk to integrity in governance. Other clusters see control as more important than payment, and pay as making boards more passive and easy to control. This research shows the importance of conflicting assumptions about governance that underpin views about specific governance mechanisms such as payment. Not surprisingly views of possible impacts of payment were more negative than in England where payment has been around for over ten years. There were however a number of propositions that attracted a high degree of consensus one of which is that there can be 'no-one-size-fits-all' for housing association governance and we should therefore avoid an overly prescriptive approach. This reinforces some of our case study findings in the different governance drivers of large diverse housing associations and smaller locally anchored and specialist housing associations.

5. Recommendations

The following recommendations were agreed at the conclusion of the stakeholder events held as part of the research process following full discussion of the evidence provided by the research team.

1. All housing association boards should set aspirational targets for enhancing board diversity. Boards should collaborate with agencies that work with groups under-represented in sector governance to help achieve this.

2. All board recruitment should be open, transparent and externally advertised. Transparent and external recruitment processes can help address the issue of diversity and lead to a wider pool of candidates applying for board positions.

3. The 'Tenant Voice' should be heard at both strategic and operational levels within housing associations. Boards should develop effective organisational or partnership based tenant involvement infrastructure to provide accountability. All housing associations should also make provision for at least one tenant directorship on their board. This will ensure enhanced board legitimacy and accountability but may require time, investment and training.

4. All housing associations should have the option to remunerate board members. This will help to create a level playing field for housing associations in what is a competitive market for non-executive talent and to reflect the complexity of the role.

5. All housing associations should introduce at least annual one-to-one board member appraisals and biannual independent board reviews to assist with performance reviews and board reappointment, robust succession planning, identification of training requirements and skills gaps on boards.

6. HAs need to balance the emphasis on individual board member expertise with an equivalent emphasis on teamwork and collaboration. Good boards are successful because they work together effectively. The ability to listen and to collaborate is as important as the ability to express opinions and demonstrate expertise.

7. HA boards should continually develop understanding of risk oversight, determine risk appetite and align risk management with organisational strategy.

8. Appropriate support mechanisms such as board mentorship programmes should be introduced to provide guidance and support for new board members during their first year of board service. Peer mentoring can help to reduce the learning curve and enable more productive engagement early in board tenure.

9. Housing associations should establish clear protocols that enable informal interactions between board members and staff to improve 'domain knowledge' of the business which will help to inform strategic thinking.

10. Board and staff roles and responsibilities should be regularly clarified and refreshed, particularly in hierarchical structures where confusion and uncertainty might arise.

11. HAs should provide regular forward-looking training programmes such as financial management and strategic financial planning in order to address variances in skills levels.

12. Asset Management Strategies should be used by boards to explore options and to take decisions about underperforming stock.

13. To enable a more strategic approach to social and affordable housing development, the DSD should move towards a multi-annual development programme.

14. Board members should familiarise themselves with the top ten areas where they have personal liability.

15. Boards should develop strategies to help them become more externally facing – which will be important as the SHRP is implemented – and develop connections with other boards in the sector for sharing good governance experience and practice.

16. As the regulatory framework moves towards a risk-based and proportionate approach the DSD should legislate to appoint board members or special managers in the case of failed inspections before having to initiate an Inquiry.

6. Structure of the Final Report

The full report is available in PDF form at: http://www.birmingham.ac.uk/schools/social-policy/departments/social-policy-social-work/research/projects/2015/housing-association-governance-in-northern-ireland.aspx and is structured as follows.

Chapter 2 addresses the question 'Who Governs' by exploring the composition of housing association boards, their diversity and representation, recruitment and motivation, tenant involvement, payment, succession, board size, skills mix, appraisal and board development. It provides a factual picture of the composition, representativeness and skills profile of boards and discusses key issues arising for sector governance.

Chapter 3 addresses the question 'How they Govern?' by exploring the ways in which boards are involved in strategy and how boards perform. Evidence is presented around five main themes: board strategy and performance (methods, effectiveness, strategic planning, and comparison to other sectors); executive/non-executive roles and relationships; life outside the Boardroom; managing tensions and conflicts; and managing accountability to stakeholders (including tenants and multi-level governance within housing association groups).

Chapter 4 addresses the question 'What they Govern?' and presents evidence around the following main themes: roles of boards/board members/sub-committees; financial management; asset management; property development; housing management and corporate governance. It draws on published DSD inspection reports from 2012-2014 and reflects on the relationship between governance and regulation and the implications this has for board skill.

Chapter 5 presents evidence from the five case studies. Organisational backgrounds, governance arrangements, strategic issues and key observations are described for each of the case studies. Each case study concludes with observations which highlight and share approaches to corporate governance practices.

Chapter 6 draws on Quinn and Rohrbaughs' (1983) management model on competing values of organisational effectiveness - derived from three competing value dimensions (internal versus external; stability versus flexibility; and means versus ends) - to help understand some of the dilemmas facing housing association boards in their pursuit of governance effectiveness. It goes on to discuss the dilemmas identified in the Northern Ireland research, presents the results of the Q-Sort on Governance and Payment and concludes by identifying gaps for further research and revisiting the agreed recommendations from the roundtables and conference.

For more information contact:

Peter Shanks
Lecturer in Housing Studies
School of the Built Environment
Ulster University
Jordanstown campus
Newtownabbey

Tel: 028 90 368225

Email: p.shanks1@ulster.ac.uk

David Mullins
Professor of Housing Policy
Housing and Communities Research Group
School of Social Policy
University of Birmingham
Edgbaston
Birmingham B15 2TT

Tel: 0044 (0)121 414 3348

Email: d.w.mullins@bham.ac.uk