

Introduction and Terms of Reference for Board Members of the West of England Friends Housing Society Limited (FHB)

1. Introduction
2. A Brief History of the Society
3. The Legal Position
4. General responsibilities of Board members
5. The Rules
6. Terms of reference for the Board
7. Rules for membership and for officers
8. Glossary

1. Introduction

Thank you for your interest in the West of England Friends Housing Society. This short note is for prospective or new Board members. It provides a background to the Society and describes the responsibilities of the Board, its legal framework and rules. If you have any further questions do not hesitate to contact Administration at Avenue House.

2. A Brief History of the Society

The Society started life after the war when a group of older Quaker ladies decided to buy 5 Cotham Park North, the Victorian part of the current Avenue House, to pool resources and live together. Gradually two other houses in Cotham Park North, Kirwin and Lansdowne, were acquired and in the '70's the Society was registered as an Industrial and Provident Society and given its title of the West of England Friends Housing Society Limited (now generally shortened for convenience to Friends Housing Bristol or FHB). In the 1960's, funds from the Housing Corporation were used to help build a two storey extension to Avenue House and the Society became a member of the Housing Corporation (now the Tenant Services Authority) and a Registered Social Landlord at that point.

Once the Society was formed it was governed by a voluntary Committee of which two thirds had to be members of the Society of Friends and whose mission, according to the adapted rules, was:-

. to carry on for the benefit of the community, the business of providing housing and any associated amenities for elderly persons in necessitous circumstance upon terms appropriate to their means, preferences being given to members of the Society of Friends.

Whilst the Society has a strong Quaker presence it has always been open to residents and tenants of any faith or none – currently and typically Quaker residents are a small minority. The essential feature of the Society is that it has a

faith-based mission to provide person-centred care which is at all times respectful of the rights and integrity of the individual.

In the late 1990's it became clear that the legislation governing Residential Care Homes was changing and that Avenue House would either have to close or be extensively renovated to meet the minimum requirements. Although many Care Homes did close as a result of these changes, the Committee decided, without any financial backing but with a lot of faith, to undertake a £1.75M renovation programme. A fundraiser was employed and in a relatively short time sufficient funds were available to start the programme in 2002. To complete the job a loan of £250K was raised from Triodos bank.

The renovation was completed in 2003 and opened by the then Bristol West MP Valerie Davey. So Avenue House now has an extra floor on the 1960's extension and a total of 30 rooms with en suite facilities which meet the requirements of the government minimum standards. The amazing accomplishment was that the Committee decided not to oust any of the residents during the renovation - they were moved from room to room and generally enlivened by the process, especially when the builders wore shorts in the hot summer!

The Government's Care Standards Act 2000, published as *Care Homes for Older People*, National Minimum Standards, Care Home Regulations (3rd Edition HMSO 2003) had a strong impact on Residential Care Homes. From 2002 until 2010 this Act was mandatory and allowed the Commission for Social Care Inspection (Inspectorate prior to the Care Quality Commission) to inspect and regulate all Care Homes on a regular basis. In April 2009, the regulation of adult social care services was transferred from the Commission for Care Quality Inspection to the Care Quality Commission (CQC). Adult social care providers continued to be regulated under the Care Standards Act 2000 until 2010 when the new registration system for adult social care providers came into force under the Health and Social Care Act 2008. National Minimum Standards were replaced by 'Essential Standards of Quality and Safety'. It is now the CQC that inspect and regulate all Care Homes on a regular basis. The inspections are stringent, some unannounced, and the results are available as a report on the Internet (www.cqc.org.uk) The CQC are responsible for licensing each home for a given level of service and specifying the number of bedrooms which meet the essential standards. Finally the Manager has to be registered with the CQC as well as a Responsible Individual. The latter can be the owner but in our case a member of the board – currently the chair. The registration involves an enhanced CRB (Criminal Records Bureau) check and an interview.

The application of the minimum standards and subsequently the essential standards has had a devastating effect on the number of Residential Care Homes in the country. At the same time the Government policy began to promote "care in the home" for as long as possible followed by housing in 'very sheltered'

accommodation. We know that there is still a strong need (market) for residential care, but the effect of Government legislation has had a significant impact on us and all Care Homes for older people,

Nowadays people come into homes like ours much later in life, no longer joining us in the age range 65 to 75 years but now more often in their mid 70's to late 80's. Inevitably this brings a lower degree of average mobility into the home with many more Zimmer (walking) frames and wheelchairs. With some individuals there is a faster loss of mental faculties and in general for everyone residence times are shorter.

Avenue House, by virtue of its renovation in 2002, is in a good situation to meet the needs of the current intake although our narrow corridors are sometimes crowded with frames. However, although not regulated by the CQC, our two houses (regulated by the Tenant Services Authority), Lansdowne and Kirwin (older person flatlets and sheltered accommodation) are in urgent need of renovation and we have an adjacent set of disused garages which is much sought after by developers as a new build site.

In 2004 the then committee decided that it didn't possess sufficient skills to manage the staff directly as the regulation of the industry intensified and wanted to concentrate on monitoring service quality and developing strategy. Moreover some of its members were having to work almost regular hours each week to support the Society. It considered employing a single person as 'Chief Executive' but it was soon clear that one such individual with sufficient breadth of experience would be very expensive and difficult to find. The committee therefore looked at the possibility of sub-contracting the management of the Society to a larger care organisation which was ethically compatible with ours. After a detailed search the committee eventually made an agreement in October 2005 with the Methodist Homes for the Aged (MHA Care Group Limited) to manage the Society.

MHA run over sixty homes of various sorts for older people up and down the country. They have a strong faith based ethic and also a very well developed business approach to running these not-for-profit businesses. Their depth of experience and resource is vast and the Society has benefited hugely from access to this.

The agreement with MHA came to an end in December 2010, and a new, but very similar agreement was embarked upon with the local care provider, St Monica Trust (SMT).

For 85 years the St Monica Trust has provided high quality accommodation, care and support services for older and disabled people. Today, with award winning village accommodation, care homes, specialist short term care facilities and through the development of dedicated dementia services, the charity is a vibrant,

innovative organisation. The services promote independence, dignity and fulfillment for more than 750 residents. The work of the St Monica Trust is based on Christian principles which include compassion, service to others and treating individuals with dignity and respect. As are ours, their services are open to all older people irrespective of their beliefs.

Currently Friends Housing Bristol employs the staff, owns the buildings and directs the business of the Society. The Society's manager now reports to the SMT area organiser and in effect the St Monica Trust is the Society's Chief Executive. The first year of this arrangement has been extremely positive.

Basic Statistics:-

Avenue House – 30 bed residential home
Kirwin House – 10 bed sheltered accommodation flats and common areas plus one guest room
Lansdowne House – 8 independent flats for older people

Staff level: between 28 and 30 (some are part-time)

House and Home Manger
Administrator
Assistant Manager
3 Senior Care Assistants
Care Assistants
House Keeper and Domestic
Cooks
Maintenance Worker
Social Care Facilitator (Activities Coordinator)

Residential Fees in 2011 vary from £539 to £652 per week depending on room size and care needs

Rents vary from £72.13 to £119.95 per week
Society Turnover in 2010 - £865k.

3. The Legal Position of WEFHS.

The WEFHS is an Industrial and Provident Society No. 13405R with Exempt Charity status. This means that it is an I&P Society which is treated as if it were a charity. As such, it is registered with the Financial Services Authority Mutuals Public Register to whom the Annual Report and Accounts are sent each year. There is a move afoot, currently in Parliament as part of the new Charities Act, to transfer the responsibility for the Charity aspect to the Tenant Services Authority. When this legislation is enacted then many of the regulations for Charity Trustees will be passed on to Boards of Exempt I&P Societies. Like all I&P Societies it is governed by rules based on a model set of rules drawn up by the National Housing Federation, under the terms of the Industrial and Provident Societies Act

1965, modified to fit individual Societies. For most of its life the Society operated on the 1968 Model Rules but in 2006 it was re-registered having revised the Model Rules 2005. All Board members are provided with a current set of rules. People are often confused by the word 'Limited' in the Society's title, this does not mean that it is a Limited Company but instead means that it is an I&P Society with limited liability. A share in the Society costs one pound and this is the limit of member's (as shareholders are known) liability. However this limit may not apply if there is any illegality involved.

Like all I&P societies the WEFHS is strictly non profit making and members receive no dividend. Members serving on the governing Board may not receive remuneration except for *bona fide* expenses.

The Residential Care Home (Avenue House) is regulated by the Care Quality Commission (CQC) and licensed by them for 30 beds with residents of defined needs. The Manager has to be registered with the CQC (the Registered Manager) and a Board Member has to be registered as the Responsible Individual (currently the Chair). The other two houses (Lansdowne and Kirwin) are regulated by the Tenant Services Authority and as such the Society is registered with them as an RSL (Registered Social Landlord). All Board members, as for any volunteer in the Care home, have to undergo a Criminal Records Bureau (CRB) check before they can serve.

4. The general responsibilities of Board Members.

Members (like all trustees of Charitable Trusts) have and must accept ultimate responsibility for directing the affairs of WEFHS according to its Rules and within the law, ensuring that it is solvent, well run and delivering the outcomes for which it was established.

The role of the Board is to govern. It must therefore ensure that WEFHS has clear objectives and priorities, an agreed programme of work, leadership, safeguards for its money, property and other assets, supervision for the chief executive officer and the capacity to manage to work within the law.

The Board is not required to do the actual management although it must ensure that there is adequate management of the Society. Managing WEFHS is the responsibility of the chief executive officer, appointed by the Board.

5. The Rules

As mentioned in section 1, the Society is governed by a set of rules derived from the Industrial and Provident Societies 2005 Model rules (Revised). Each board member will be provided with a set of these rules.

6. Terms of Reference for the Board.

A. The Board shall;

- a) have ultimate responsibility for directing the affairs of WEFHS.
- b) define and ensure compliance with the values and objectives of WEFHS
- c) decide the direction and long term goals of the organisation
- d) establish policies and plans to achieve these objectives in conformity with the values of WEFHS
- e) exercise a duty of care towards staff, residents and tenants
- f) establish and oversee a framework of delegation and systems of control
- g) approve each year's accounts prior to publication and approve each year's financial plan
- h) agree policies and make decisions on all matters that create significant financial risk or which affect material issues of principle
- i) assess and manage risks
- j) establish and monitor budgetary controls
- k) monitor key aspects of the organisation's performance
- l) appoint (and if necessary remove) senior management staff and supervise the chief executive officer
- m) ensure that the organisation operates in conformity with its Rules
- n) ensure external accountability
- o) ensure that all legal requirements are met
- p) ensure that the Board has appropriate systems and procedures for recruiting, selecting and inducting appraising members, electing the chair and any other officers and for conducting its meetings
- q) ensure that the Board reviews its own performance annually.

B. The Board may exercise the following powers;

- a) purchase, sell, build upon, lease mortgage or exchange any property or land and enter into any contracts and settle the terms thereof
- b) compromise, settle, conduct, enforce or resist any suit, debt, liability or claim by or against WEFHS
- c) set the terms and conditions under which the property of WEFHS or places in its Residential Home(s) can be let
- d) appoint or delegate the appointment of employers and professional advisors
- e) pay the expenses of and make other payments to Board and sub-committee members and co-opted members
- f) establish sub-committee and ad hoc groups, determine their terms of reference and delegate specific decision making functions to them
- g) enter into agreements and or partnerships with other bodies which share the purposes and values of WEFHS.

7. Rules for membership, the selection of officers and procedures for the Board. (These rules are abstracted from the Society's rules except k)

- a) The Board will have no less than 5 or more than 12 members. At least 30% of the board will be re-elected at each AGM by rotation.
- b) At least one third of the members of the board, and preferably half, will be members or attenders of the Society of Friends.
- c) Nominations for membership will be sought from residents and tenants and two places will be reserved for such members.
- d) The Bristol Area Quaker Meeting will be asked to nominate a member of the board
- e) Members will be appointed at the AGM and will serve for a three year term but will be eligible for re-appointment for a second term.
- f) No member shall serve for more than 6 years continuously but may be reappointed after a break of at least a year.
- g) Potential members will be recruited from appropriate West of England organisations, especially the Society of Friends, by open advertisement and through personal contacts.
- h) Members will sit in their own right and not as representatives of any organisation unless they are the nominated representative of a non-incorporated body member.
- i) Members will be sought who have knowledge, skills and experience which are relevant to the working of the Board and who share the values of WEFHS. When new members are needed the Board will produce a job and person specification showing the kind of people the Board needs to recruit.
- j) Potential members will be asked to provide a brief CV, and a statement of what they hope to contribute as well as indicating their willingness to sign a statement confirming that they will meet the obligations to the Board and the Society, prior to interview by a sub committee of the Board.
- k) Potential members who are recommended by the sub committee will be invited to attend a meeting of the Board to meet the other members and experience the way the Board works. The sub-committee will then consult with the other members before a formal invitation to the candidate to put him/herself forward at the next AGM is made.
- l) Any new member will be expected to take a brief induction programme.
- m) The chair will be elected by the Board at its first meeting after each AGM and will serve for a year.
- n) The Board will decide whether to elect any other officers such as a vice chair, treasurer or secretary. Elections will take place at the first or second meeting after the AGM. All officers will serve for a year initially but may be re-elected twice. After serving for three years continuously they cannot serve again in the same position until there has been a gap of a year.

- o) Any member who has any personal, financial or business interest in any matter being considered by the Board must declare a conflict of interest and withdraw while the item is being considered.
- p) The Board will meet at least three times a year.
- q) A notice of a meeting will be sent 14 days before a meeting followed by a proposed agenda. (This does not preclude alterations or additions being made to the agenda at the meeting).
- r) The Board will ensure that minutes are taken of each meeting and circulated to members.

8. Glossary

For people new to the Care sector there follows a glossary of terms compiled for new board members.

Care Assistant	Care worker at NVQ level 2
Care Home	A care home for the older people who do not need medical support
CRB	Criminal Records Bureau
CQC	The Care Quality Commission who licence and inspect all Care Homes and have strong legal powers over non-compliant homes
EMI	Elderly Mentally Infirm
Essential Standards of Quality and Safety	Health and Social Care Act 2008 – standards Avenue House are required to meet, as determined by the Care Quality Commission
FSA	Financial services Authority who currently register all Industrial and Provident Societies
MHA	MHA Care Group (Methodist Homes for the Aged) www.mha.org.uk
National Minimum Standards	The Government's Care Standards Act 2000, published as <i>Care Homes for Older People</i> , National Minimum Standards, Care Home Regulations (3 rd Edition HMSO 2003)
NHF	National Housing Federation www.housing.org
Nursing Home	A care home where residents require medical intervention (e.g. injections etc)
NVQ	National Vocational Qualification – the minimum standards require that at least 50% of Carers in a home have NVQ level 2
Registered manager	The Manager of a care Home must be registered with the CQC
Residential Care Home	A care home where residents are not mentally infirm and do not require regular medical intervention or special handling

Responsible Individual	The owner or his/her representative must be registered with the CQC as the Responsible individual
RSL	Registered Social Landlord – a housing society registered with the Tenant Services Authority
Senior Carer	Experienced Care worker with responsibility for other carers and at NVQ level 3
Sheltered Accommodation	Independent rooms or flatlets for older people with common areas and emergency call system
Sleep Over	A system where for a bonus a senior carer sleeps in the Home in case of emergencies
SMT	St Monica Trust www.stmonicastrust.org.uk
Tenant Services Authority (TSA)	Government body set up to regulate all housing
Very Sheltered Accommodation	Similar to sheltered accommodation but with many of the services provided by a care home if required – e.g. meals and care services

**West of England
Friends Housing
Society Limited
(FHB)**

**Functional
Relationships**

