DUNLIN HOUSING

GOVERNANCE · FRAMEWORK

# GOVERNANCE FRAMEWORK

The structure of authority, delegation, and accountability that governs how Dunlin Housing is run — and the principles that determine which decisions require board authority.

OVERVIEW

## WHAT THIS *FRAMEWORK IS FOR*

Dunlin Housing is governed by a board that holds legal and fiduciary authority over the organisation. That authority is not unlimited in its exercise — it is structured through a scheme of delegation that determines which decisions the board makes itself, which it delegates to its committees, and which it delegates to the executive. This document describes that structure, and the principles that underpin it.

The framework exists for two reasons. The first is legal: registered providers of social housing are required to have clear governance arrangements and to be able to demonstrate those arrangements to the Regulator of Social Housing. The second is practical: an organisation that has not decided in advance which judgements require board authority is an organisation that will make those judgements inconsistently, and often too late.

This document is reviewed annually and updated when a board effectiveness review, a regulatory dialogue, or an operational incident identifies a gap in how authority is described or exercised. The version history below records why each revision was made.

GOVERNANCE DOCUMENT

## GOVERNANCE FRAMEWORK

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|---|---|
| Version | **2.0** |
| Last updated | **January 2026** |
| Review due | **January 2027** |
| Approved by | **Board** |
| Status | ● **Current** |

THE BOARD'S ROLE

# AUTHORITY, NOT *OVERSIGHT*

### WHAT THE BOARD IS

The board is not an oversight body that reviews outputs at quarterly intervals — it is the part of the governance architecture responsible for the judgements that require human authority.

That distinction matters. Oversight, as the word is commonly used, implies a position above and behind the executive: monitoring, questioning, receiving reports. The board does those things. But they are not its primary function. Its primary function is to make decisions that cannot be delegated without the accountability for those decisions dissolving.

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### WHAT THE BOARD DECIDES

The strategic direction of the organisation, its risk appetite, its obligations to residents — these are not inputs to an executive process. They are board decisions, and they remain board decisions whether the executive presents options with confidence or with uncertainty. The board may hear a recommendation and approve it; that is still a board decision. The accountability for it does not transfer to the person who recommended it.

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### WHAT CANNOT BE DELEGATED

The board also holds what the delegation scheme cannot assign: the right to determine what kind of organisation Dunlin Housing is. Questions about purpose, obligation, and the weight given to competing interests are not operational questions with correct answers. They are governance questions, and the board's role is to answer them with the legitimacy that board authority provides. No committee, no executive, and no advisory system — human or automated — holds that authority on the board's behalf.

STRUCTURE

## THE GOVERNANCE *ARCHITECTURE*

Three layers of governance, each with a defined function and defined limits. The architecture is not a hierarchy of importance — it is a map of where accountability sits.

BOARD

## Sets direction. Holds authority.

Approves strategic plans and budgets. Sets the risk appetite and approves the risk framework. Makes all decisions reserved under the scheme of delegation. Appoints and removes the Chief Executive. Holds the governance function accountable for the quality of information the board receives.

THE BOARD DOES NOT

Manage the organisation's operations. Direct staff below executive level. Substitute for executive judgement on matters the scheme of delegation has assigned to the executive.

COMMITTEES

## Scrutinises. Reports. Recommends.

Audit and Risk considers the assurance framework, receives internal audit findings, and challenges management on control effectiveness. Remuneration and Nominations sets remuneration policy and oversees board composition. Each committee operates within terms of reference approved by the board and reports formally at each board meeting.

COMMITTEES DO NOT

Make decisions on behalf of the board unless the scheme of delegation expressly provides for it. A committee recommendation requires board approval to have effect unless the scheme states otherwise.

EXECUTIVE

## Manages. Delivers. Reports.

Runs the organisation within the strategic framework the board has set and the risk appetite the board has approved. Brings material matters to the board before committing. Brings all other matters with the information the board needs to exercise informed oversight. Escalates anything where the scope of the executive's authority is unclear.

THE EXECUTIVE DOES NOT

Determine the organisation's strategic direction, set its risk appetite, or make decisions the scheme of delegation reserves to the board — including in circumstances where acting quickly might appear to justify it.

DELEGATION

# HOW AUTHORITY *IS ASSIGNED*

## THE PRINCIPLE BEHIND DELEGATION

The scheme of delegation is not a list of exceptions to executive authority. It is the expression of a principle: that authority should be held at the level where it can be exercised with appropriate accountability. The board is not the most senior level of a management structure. It is the part of the organisation that holds authority that management cannot hold on its behalf.

## WHAT IS ALWAYS RESERVED

Three categories of decision are reserved to the board regardless of context: decisions that bind the organisation to a material strategic commitment; decisions that determine or materially alter the organisation's risk appetite; and decisions that establish or change the terms on which people are employed in senior roles. These are not reserved because the executive cannot be trusted with them. They are reserved because the accountability structure that sits behind them requires board authority to function.

### WHEN THE BOUNDARY IS UNCLEAR

When the executive is uncertain whether a matter falls within its delegation, the presumption is that it does not. The cost of bringing something to the board unnecessarily is low — a short paper, a brief discussion, a decision recorded in the minutes. The cost of committing the organisation to something that required board authority, without it, is not. That asymmetry is the reason the presumption runs the way it does, and it is not reversed by time pressure, commercial convenience, or the absence of a scheduled board meeting.

ASSURANCE

## HOW THE FRAMEWORK *IS MAINTAINED*

The governance framework is reviewed annually by the board, informed by a self-assessment against the NHF Code of Governance and a review of any matters that arose during the year where the scope of authority was questioned or found to be unclear. The review is led by the Executive Director of Governance and reported to the full board.

The framework is also updated outside the annual cycle when an incident, a regulatory dialogue, or a material change to the organisation's structure makes the current version inadequate. When that happens, the update is approved by the board before it takes effect, and the reason for the update is recorded in the version history below. This is not a formality — the version history is evidence that the board is the part of the organisation that holds its governance arrangements, not a passive recipient of them.

The Regulator of Social Housing may request evidence of governance arrangements at any time. The current version of this document, together with the scheme of delegation and the board's own records, is the organisation's answer to that request.

VERSION HISTORY

## HOW THIS FRAMEWORK *HAS EVOLVED*

The assurance section above commits Dunlin to recording why the framework changes, not just what changed. The history below is that record.

| VERSION | CHANGES |
|---|---|
| **v2.0** January 2026 | Substantive revision following the board's annual effectiveness review in December 2025 and a self-assessment against the NHF Code of Governance completed in November 2025. The self-assessment identified that the delegation principles section, as drafted in v1.1, expressed the presumption in favour of board authority as guidance rather than as a requirement — specifically, the phrase "the executive should consider" was used where "the executive does not" was the intended effect. The self-assessment also found that the assurance section did not describe the mechanism by which the framework itself is reviewed, creating a circular gap: the document described governance but not the governance of the document. Both issues were addressed in this revision. The board approved the revised framework on 14 January 2026. |
| **v1.1** March 2025 | Minor amendments following the first board effectiveness review, conducted in February 2025. The review found the governance architecture section adequately described committee functions but did not state what committees do not do — an absence that was creating ambiguity about whether committee approval was sufficient for matters where the scheme of delegation was silent. The "do not" language was added to each layer. No changes to reserved matters or delegation principles. |

| VERSION | CHANGES |
|---|---|
| **v1.0**<br>September 2024 | Initial publication, approved by the board on 18 September 2024 as part of the organisation's registration preparation. |

A for-profit registered provider. London-based. Quality homes, transparent governance, well-managed tenancies.

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