



THORNHILL
Estate

THORNHILL ESTATE
DOCUMENT CONTROL SYSTEM

MAS:003:B

**TRUSTEES CODE OF CONDUCT –
RESPONSIBILITIES AND FUNCTIONS**

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Prepared by:	GovCom	ORIGINAL	01/05/2011
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C				

Thornhill Homeowners Association

9 Namur Avenue, Thornhill Estate, Modderfontein. 1644

Tel: 011 608 0835 Fax: 011 608 2832 Email: admin@thoa.co.za Web: www.thoa.co.za



THORNHILL ESTATE: TRUSTEES CODE OF CONDUCT – RESPONSIBILITIES AND FUNCTIONS

This document outlines a Code of Conduct for the Board of Trustees of Thornhill Estate and the Scope of their Responsibilities and Functions using the principles of good governance.

Governance is about leadership, trust and social responsibility, ensuring that Thornhill Estate is effectively and efficiently run. It is critical to successful operations and the maintenance of it rests with the Board of Trustees, with support from the Governance Committee.

Governance also means that things are done in the interest of the community. It is almost inevitable that Trustees will not only be involved in making decisions and monitoring work, but in doing some of the work.

Thornhill Estate is managed by a Board of Trustees who are nominated and elected by the members of the Thornhill Homeowners' Association (THOA) on an annual basis, or co-opted by the elected committee, in accordance with the provisions of the THOA Constitution.

The function of this document is to make all persons accepting nomination for election to the Board of Trustees fully aware of the obligations and responsibilities of the position and the associated time implications.

1. CODE OF CONDUCT: MEMBERS OF BOARD OF TRUSTEES AND SUB-COMMITTEES

Members of the THOA Board of Trustees and associated committees have basic rights and basic duties which are inextricably linked to the resolution of common objectives. These include:

- 1.1 The right to take part, within the channels and platform of the Board/Sub-Committee, in the formulation of strategy and resolution of sound decisions.
- 1.2 The basic duty to comply with the decisions, carried by majority vote, irrespective of whether the member agrees with them or not until such time that they are changed by the Board or Sub-Committee, as the case may be.
- 1.3 The basic duty to comply with the principles of good governance at all times viz. accountability, responsibility, integrity and intellectual honesty, transparency, independence, fairness and discipline/selflessness.
- 1.4 The duty to comply with, and where considered necessary, the right to appeal against, the dictates demanded by CSOS interventions and adjudications.

These basic rights and duties constitute the basic meaning of democracy and the implementation of democracy in action.

2. RESPONSIBILITIES

2.1 The Trustees have the responsibility to always act in the best interest of the members of the THOA by:

- a) Ensuring that the management, administration and operation of the Estate comply with the THOA Constitution, Rules and Regulations and Board of Trustees Code of Conduct, relevant legislation and sound governance practice;
- b) Establishing appropriate Sub-Committees, under the chairmanship of a designated Trustee, to manage, maintain and control the operations of specialised portfolios essential to the efficient running of the Estate, viz;

- financial accountability;
- the maintenance of the lifestyle offered by this Estate;
- excellent security,
- an aesthetically pleasing and protected environment;
- harmonious communal living; and
- effective administration and service delivery by both employees and contractors;

- c) Maintaining, developing, implementing and effectively controlling operational systems necessary for the management and administration of the Estate, as well as the maintenance and updating of the THOA Document Control System;
- d) Ensuring comprehensive, transparent, and up-to-date communication with all members of the Thornhill Community;
- e) Holding good their service commitment to the THOA Community in respect of their mandate, relevant expertise and the time involved;
- f) Cultivating and promoting an ethical culture in all aspects of management and control of the Estate;

2.2 The Board has the responsibility to direct, govern and control the affairs of the Estate in accordance with the principles of good governance. These are:

- a) **Accountability:** the Board is accountable to the members of the THOA in everything it does and its actions/decisions shall stand the test of scrutiny by homeowners, other interested parties and the law;
- b) **Responsibility:** the Board is responsible for all the assets of the THOA, the process of risk management and strategic planning;
- c) **Integrity and intellectual honesty:** these shall be hallmarks in dealing with fellow trustees and, equally, when dealing with members of the THOA as well as individuals and outside organisations;
- d) **Transparency:** the Board maintains an atmosphere of openness and comprehensive disclosure in all matters pertaining to the Estate to promote confidence and trust;
- e) **Independence:** Trustees, as members of the Board, are unencumbered in respect of any conflict of interest or potential conflict of interest or any circumstances that are likely to be viewed by others as a conflict of interest. Any potential conflicts of interest must be disclosed and recorded;
- f) **Fairness:** Trustees shall display objective judgement and take into account legitimate expectations and interests of THOA members when making decisions;

- g) Discipline/Selflessness: Trustees are required to exercise care and diligence in the governance of the Estate as well as familiarising themselves with knowledge of the laws, regulations and standards applicable to the Estate. Interests of the community take precedence over personal interests.
- 2.3 Members of the Board have a responsibility to ensure that all contracts, technical information, resident and employee information, manuals, lists, reference material, guides etc. remain the property of the THOA. These documents may not be removed from the property without permission and, if they are so removed, they must be returned on request or on termination of tenure.
- 2.4 A Trustee has a responsibility to resign, with immediate effect, in the event that he/she is unable to discharge his/her responsibilities as Trustee.

3. LIABILITY

Trustees have an obligation to follow the norms/rules of good governance. Each Trustee carries personal as well as collective responsibility for his/her actions. Trustees, who do not follow accepted norms and rules of good governance, commit acts of gross negligence, wilful misconduct or breach of trust may become liable in law.

4. FUNCTIONS AND OBLIGATIONS

The following are the Committees, as approved and constituted by the THOA Board, with their associated functions and commitments:

COMMITTEES	FUNCTIONS	OBLIGATIONS
<p>4.1. THOA BOARD</p>	<ul style="list-style-type: none"> • Manage and control all aspects of the business and affairs of the Estate; in accordance with the provisions of the Constitution; • Create a clear shared vision and maintain a sense of urgency about this vision; • Appoint the Chairman and Deputy Chairman of the Board; • Establish appropriate Sub-committees to manage, administer and control the different portfolios within the Estate; • Set terms of reference for Sub-committees and/or Ad Hoc committees as required; • Develop short and long term strategic plans and review annually to achieve sustainable outcomes; • Evaluate and identify risks associated with the selected strategies and manage accordingly; 	<ul style="list-style-type: none"> • To ensure all administrative, operational and service delivery processes and procedures are being carried out effectively; • To declare and disclose any conflict of interest or potential conflict of interest, or circumstances that are likely to be viewed as such by others; • To ensure that fair business practices are followed in all business transactions; • To ensure all administration and operations within the Estate comply with the THOA Constitution, Code of Conduct, Rules and Regulations, associated Addenda and the relevant laws;

	<ul style="list-style-type: none"> • Formulate and document policies, processes, and mechanisms to guide activities; • Evaluate, implement, monitor and control all systems essential to good governance, as well as the maintenance and updating of the THOA Document Control System; • Make sure proper audit controls are in place to ensure the smooth running of the day-to-day administration of the Estate; • Implement a formal process to resolve internal disputes; • Approve, publish and keep records of minutes of the Board and Sub-committees; • Approve and/or ratify financial and contractual recommendations and/or decisions taken by Sub-Committees; • Comprehensive disclosure and communication of information to homeowners in a professional, but easily understandable format; • Ensure that only qualified and competent contractors and workmen are appointed to do work on behalf of THOA in the Estate; • Manage and control performance of employees and/or contractors to THOA; • Take immediate and appropriate action, where necessary, to ensure compliance of all homeowners and residents with the THOA Constitution, Code of Conduct, Rules and Regulations, associated Addenda and the relevant laws. 	<ul style="list-style-type: none"> • To accept the majority Board vote on an issue as decisive and final; • To ensure all decisions of the Board are implemented; • To identify operational, procedural and process issues that require review; • To debate, approve, amend or reject all proposals submitted by members of the Board and/or Sub-committees; • To resolve disputes efficiently, effectively and promptly; • To prepare for and attend Board meetings by studying all relevant documents prior to attendance; • To approve, publish and keep records of minutes; • To scrutinise credentials and qualifications prior to the appointment of any contractors, and maintain a register of such contractors qualifications and certification; • To attend Sub-committee meetings as appropriate and submit minutes/reports to Board for discussion and ratification /approval at monthly meetings; • To complete allocated tasks within set time-lines; • To engage constructively with members of the community for the benefit of all. • To maintain all documentation in good order and on resignation, to formally handover such documentation (including electronic files) to the Estate Manager and the incoming Board of Trustees.
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4.2. THOA SUB-COMMITTEES	<ul style="list-style-type: none"> • The above has application to all members of Sub-committees; • Chairpersons of Sub-committees shall manage and control all aspects of the respective committees effectively and efficiently in accordance with the above and in full compliance with any approved budgetary limitations; <p>In addition, the following specific functions and duties will apply:</p>	
a) Finance:	<ul style="list-style-type: none"> • Implementation of measures to verify and safeguard the integrity of financial management of the Estate both internally and externally; • Ensure independence of external auditors; • Follow approved processes in the awarding of contracts and purchasing of goods/ materials. 	<ul style="list-style-type: none"> • To exercise care, diligence and to ensure that the financial affairs of the Estate are proficiently regulated; • To verify effectiveness of internal financial controls; • To present monthly accurate and factual financial reports to Board for approval;
b) Business Accreditation and Adjudication:	<ul style="list-style-type: none"> • Ensure that the potential impact of all business applications will in no way detract from the serenity and aesthetics of the Estate as a whole; • Establish criteria to determine appropriate business categories for accreditation. • Formulate and implement procedures to control the submission of applications to operate a business; • Implement systems for the payment of fines and penalties; • Identify all businesses operating without obtaining accreditation and take appropriate action; • Act as an adjudicator in cases when objections are raised. Refer Addendum:010:B and MAS:008:A - Authority Framework 	<ul style="list-style-type: none"> • To investigate and approve or reject applications submitted; • To submit all approved applications to the Board for final approval; • To monitor activities to ensure existing and non-accredited businesses comply with the Rules; • To delegate responsibility to a committee member and/or designated employee to monitor activities; • To adjudicate in all matters of dispute affecting the broader community of Thornhill Estate; • To record and submit reports of meetings and decisions taken to the Estate Manager for filing.
c) Security:	<ul style="list-style-type: none"> • Identify well founded and affordable security measures necessary to ensure optimum security for the Estate; • Formulate policies, procedures and mechanisms to effectively manage the security function; • Investigate and propose the 	<ul style="list-style-type: none"> • To delegate responsibilities to employees and monitor activities; • To ensure that employees and service providers fulfil the terms and conditions of their

	<p>appointment of contractors for the provision of security related services;</p> <ul style="list-style-type: none"> • Evaluate, select, implement, monitor and control all systems and services; • Develop ongoing reporting mechanisms to identify and monitor the security status of the Estate and associated responses. • Appoint external auditors to conduct an assessment of the security infrastructure every 3 to 5 years. 	<p>contracts;</p> <ul style="list-style-type: none"> • To submit monthly reports regarding ongoing security performance and actions to the Board; • To post monthly summary reports on the status of security on the Estate Website.
<p>d) Aesthetics/ Architectural</p>	<ul style="list-style-type: none"> • Ensure that all homeowners and building contractors comply with the provisions of the THOA's Code of Conduct, Rules and Regulations and associated Addenda, particularly Addenda:003, 004 and 005 for the Design and Construction of New Buildings, Alterations and Additions, and the Maintenance of Existing Structures including all Building Works. • Ensure that general maintenance of householder property, buildings and walls are undertaken. 	<ul style="list-style-type: none"> • To inspect and approve all plans submitted in accordance with local authority requirements and THOA's Constitution and Code of Conduct, Rules and Regulations; • To develop and implement procedures for Operations Manager to inspect all areas of the Estate to ensure compliance with all aesthetics/architectural and building requirements including contractors rules and registration; • To respond immediately to complaints and contraventions of the Code of Conduct; • To record and submit reports of meetings and decisions taken to the Estate Manager for filing.
<p>e) Gardens</p>	<ul style="list-style-type: none"> • Ensure that the aesthetic appearance of public parks, road reserve, watercourse and gardens are maintained; • Ensure that the swimming pool and playground equipment is maintained according to applicable health and safety regulations. • Ensure that general maintenance of pavements, common areas and roads is undertaken. 	<ul style="list-style-type: none"> • To develop and implement systems to ensure that contractual requirements are fulfilled; • To monitor and evaluate work done; • To record and submit reports of meetings and decisions taken to the Estate Manager for filing.

<p>f) Social</p>	<ul style="list-style-type: none"> • Plan and organise a variety of social activities appropriate to the interests of the diverse groups living on the Estate. 	<ul style="list-style-type: none"> • To advertise and prepare for the function; • To hold the function and evaluate the success thereof; • To submit reports of monthly meetings to the Board; • To record and submit reports of meetings and decisions taken to the Estate Manager for filing.
<p>g) Governance</p>	<ul style="list-style-type: none"> • The Governance Committee (GovCom) operates independently, reporting directly to the THOA Chairman to; • Augment the level of professionalism in the management of Thornhill Estate; • Maintain, update and co-ordinate all THOA and Trustee Sub-Committee governance documents; • Assist with preparation of proposed THOA and Trustee Sub-Committee procedural documents to avoid as far as possible mistakes, duplications and contradictions; • Ensure all governance documents are posted on the THOA Website, regularly updated and new documents added when necessary; • 	<ul style="list-style-type: none"> • To refer any point of dispute arising between GovCom and Trustee Sub-Committees to the Chairman of the Board; • Where necessary, to liaise with the THOA legal representative prior to any amendments and/or additions to any document; • To submit all recommendations regarding changes and additions to governance documents to the THOA Chairman for approval before implementation. Where necessary, a combined meeting of Trustees and Governance Committee will be called to debate the proposed change/addition;

DECLARATION:

I(Nominated Trustee/GovCom member)

Address:

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Acknowledge that I have read and understood the above, and furthermore bind myself to comply with the “Thornhill Estate: Trustees Code of Conduct – Responsibilities and Functions”

Signed at on this day of 20.....

Signature: