**Housing 21 Governance Handbook**

**February 2024**

|  |  |
| --- | --- |
| **1.1** | March 2021 – approved by the Governance, Treasury and Transformation Committee / Board |
| 1.2 | May 2021 – updated to include Board responsibility to approve rent policy (4.13), role of the Chair on respect and inclusion agenda (Appendix 3), role of Governance, Treasury and Transformation in Value for Money (Appendix 8.2) |
| 1.3 | Sept 2021 – updated to include Board values and behaviours (3.4 ) and strategic influence (4.1 ) |
| 1.4 | Nov 2021 – updated to reflect organisational structure, terms of office (5.2), Scheme of delegation, induction role, grievance policy |
| 1.5 | March 2022 – review and further approval by the Governance, Treasury and Transformation Committee, minor updates to ensure compatible with corporate style.Updating of resident engagement aspects and Board member remuneration. |
| 1.6 | May 2023 – annual review and futher updates as a result of developments in resident engagement, equality and diversity, updates to organisational management structures |
| 1.7 | February 2024 –language review to enable publication on website. Content unaltered save for updates to Committee Terms of Reference. |

**Contents**

[Introduction to Governance at Housing 21 3](#_Toc162275066)

[Purpose of the Handbook 3](#_Toc162275067)

[Principles of the Governance Handbook 3](#_Toc162275068)

[Group Structure 3](#_Toc162275069)

[Committee Structure 3](#_Toc162275070)

[Management Structure 3](#_Toc162275071)

[Mission and Values (Principle 1) 3](#_Toc162275072)

[Resident Focus 4](#_Toc162275073)

[Equality, Diversity, and Inclusion 5](#_Toc162275074)

[Culture 5](#_Toc162275075)

[Integrity 6](#_Toc162275076)

[Accountability 7](#_Toc162275077)

[Reputation and Trust 7](#_Toc162275078)

[Strategy and Delivery (Principle 2) 8](#_Toc162275079)

[Housing 21 Structure 9](#_Toc162275080)

[Role of the Chief Executive 9](#_Toc162275081)

[Employees 10](#_Toc162275082)

[Performance 10](#_Toc162275083)

[Control of Subsidiaries 10](#_Toc162275084)

[Board Effectiveness (Principle 3) 12](#_Toc162275085)

[The Role and Function of the Board 12](#_Toc162275086)

[Role of Board Members 14](#_Toc162275087)

[Board Member Remuneration 14](#_Toc162275088)

[Role of the Chair (See Appendix 3) 15](#_Toc162275089)

[Role of the Deputy Chair (See Appendix 4) 15](#_Toc162275090)

[Role of Committee Chairs (See Appendix 5) 15](#_Toc162275091)

[Role of the Company Secretary (See Appendix 6) 15](#_Toc162275092)

[Composition of the Board and Decision Making 15](#_Toc162275093)

[Board Member Recruitment, Induction, Appraisal, Removal 16](#_Toc162275094)

[Board – Review and Specification 16](#_Toc162275095)

[Recruitment and Selection 16](#_Toc162275096)

[Selection and Appointment of Board Members 16](#_Toc162275097)

[Selection and Appointment of Board Chair 17](#_Toc162275098)

[Induction Process 17](#_Toc162275099)

[Succession Planning 17](#_Toc162275100)

[Grievance Process 18](#_Toc162275101)

[Removal of Board Members 18](#_Toc162275102)

[Shareholder Membership 18](#_Toc162275103)

[Control and Assurance (Principle 4) 19](#_Toc162275104)

[Internal Control System 19](#_Toc162275105)

[Audit and Assurance Committee 19](#_Toc162275106)

[Risk Management 20](#_Toc162275107)

[Appendix 1 - Code of Conduct 21](#_Toc162275108)

[Appendix 2 Decisions Reserved for the Board 22](#_Toc162275109)

[Appendix 3 Role of the Chair 28](#_Toc162275110)

[Appendix 4 Role of the Deputy Chair 30](#_Toc162275111)

[Appendix 5 Role of the Committee Chairs 31](#_Toc162275112)

[Appendix 6 Role of the Company Secretary 32](#_Toc162275113)

[Appendix 7 Conduct of the Board’s Business 33](#_Toc162275114)

[Appendix 8.1 Audit and Assurance Committee Terms of Reference Feb 2021 34](#_Toc162275115)

[Appendix 8.2 Governance Transformation and Treasury Committee Terms of Reference 38](#_Toc162275116)

[Appendix 8.3 Investment and Development Committee Terms of Reference July 2023 43](#_Toc162275117)

[Appendix 8.4 Extra-Care Committee Terms of Reference Feb 2021 47](#_Toc162275118)

[Appendix 8.5 Retirement Living Committee Terms of Reference October 2022 50](#_Toc162275119)

[Appendix 8.6 Oldham Committee Terms of Reference 52](#_Toc162275120)

[Appendix 8.7 Kent Community Partnership Committee Terms of Reference Feb 2021 54](#_Toc162275121)

[Appendix 9 Further Important Information Related to Governance Responsibilities 56](#_Toc162275122)

# **Introduction to Governance at Housing 21**

## Purpose of the Handbook

Welcome to the Housing 21 Governance Handbook. The purpose of this handbook is to provide support for the Board of Housing 21, its committees, and subsidiaries as they aim for excellence in governance.

All stakeholders have a collective responsibility to uphold high governance standards. This includes the Board, management, employees, and external partners. This commitment aligns with the organization's chosen code of governance, the National Housing Federation’s (NHF) Code of Governance 2020.

Internal processes and procedures support the principles in this handbook. Board members are encouraged to consider their responsibilities as directors of Housing 21 under relevant legislation, applicable Rules, Memorandum and Articles of Association, and terms of reference.

## Principles of the Governance Handbook

The Code of Governance and this Handbook are based on four essential principles. These principles define effective organizational governance.

**1. Mission and Values**

The board sets and actively promotes Housing 21's social purpose, mission, values, and ambitions. This creates a positive culture with high standards of conduct that protect the organization's reputation. The board is accountable to residents and customers.

**2. Strategy and Delivery**

The board sets ambitions, plans, and strategies. It monitors the organization's performance in meeting social and legal obligations. It ensures plans are financially viable and considers value for money, as well as environmental and social sustainability.

**3. Board Effectiveness**

The board is appropriately structured with clear roles and responsibilities that enable good governance. It ensures that the board is skilled and diverse, taking into account the impact of its decisions on the communities where Housing 21 operates.

**4. Control and Assurance**

The board actively manages risks faced by the organization and obtains strong assurance that controls are effective. There are opportunities for concerns to be raised without fear of retaliation.

## Group Structure

Housing 21 is a registered provider of social housing, operating as a Community Benefit Society with exempt charitable status. It is registered with the Financial Conduct Authority and regulated by the Regulator of Social Housing. Additionally, as a care provider, Housing 21 is regulated by the Care Quality Commission. The organization's constitution is outlined in the Rules.

Housing 21 maintains a straightforward governance structure with three active wholly owned subsidiaries:

* **Oldham Retirement Housing Partnership Limited**: This Community Benefit Society with exempt charitable status was established for a Private Finance Initiative (PFI) project focused on enhancing, maintaining, and managing housing stock in Oldham. The constitution is detailed in its Rules.
* **Kent Community Partnership Limited**: This Community Benefit Society with exempt charitable status was created for a Private Finance Initiative (PFI) project with the goal of developing, owning, and managing housing stock in Kent. Its constitution is outlined in its Rules.
* **Housing 21 Guernsey LBG**: This subsidiary is tasked with managing and operating a single Extra Care development in Guernsey, operating under different jurisdictional regulations. It operates as a private company limited by guarantee and is incorporated under and subject to the law of the States of Guernsey.

The Board has made a deliberate decision to extend the application of the Code of Governance to Housing 21's subsidiaries. This ensures an effective contribution to the entire group and alignment with its vision, the organization maintains robust controls. These controls are in place to ensure that subsidiaries are well-managed, operate in compliance with the law, and adhere to the good practice expectations set by their lead regulator.

## Committee Structure

The Board operates the following structure:

A diagram of a board

Description automatically generated

Terms of reference for each Committee provide further details of their roles and responsibilities.

* The Audit and Assurance Committee’s responsibilities include advising the Board on whether there are effective internal controls, an adequate risk management framework and sufficient and objective assurance in place across the activities of Housing 21. The Committee also reviews the effectiveness of both External Audit and Internal Audit.
* The Governance Transformation and Treasury Committee’s responsibilities include reviewing compliance with good governance principles, assessing Board skills and future succession, along with reviewing and approving nominations and remuneration. The Committee also oversees Treasury Management and Transformation.
* The Investment and Development Committee reviews specific matters to ensure delivery of our property development and acquisition targets and the asset management strategy whilst maintaining future financial viability. Asset management decisions within the Oldham and Kent PFI schemes rest with the Retirement Living and Extra Care Committees
* The Committees for Extra Care and Retirement Living support, scrutinise, monitor and review the strategic and operational performance and potential of Housing 21’s Extra Care and Retirement Living services
* For Oldham, Kent and Guernsey general Committee business consists of reviewing financial and operational reporting, which includes budget performance and significance of contract deductions, reviewing quality of care or property investment delivery including service demand, and approving the statutory financial statements, and ensuring contract terms are met.

Where a committee has specific oversight of a key area of governance this is documented further throughout the handbook. Membership of Committees is determined on the basis of skills, attributes and diverse characteristics as determined by the Board.

## Management Structure

The following management structure is in place:

A chart with blue squares

Description automatically generated with medium confidence

# **Mission and Values (Principle 1)**

The Board's purpose is to provide effective leadership, guiding the organization within a framework of prudent controls. It determines the vision, mission, and strategy, overseeing and evaluating the Group's affairs while being accountable to key stakeholders.

The Board actively drives Housing 21's social purpose, mission, values, and ambitions. This effort embeds a positive culture with high standards of probity and conduct, safeguarding the organization's reputation and emphasizing equality of opportunity and inclusion.

Housing 21's core commitment is to provide high-quality housing with support or care for older people of modest means, enabling dignified and autonomous living. The vision is to ensure access to quality housing with support or care, empowering older people to shape services to meet their needs and preferences.

The Board directs Housing 21 in becoming a leading, not-for-profit provider of Retirement Housing and Extra Care for older people of modest means. Three guiding principles support the overall mission and guide the organization's strategy. The entire organization, including Board and Committee members, is expected to lead by example in upholding these principles.

***21:***

*We are committed to providing a modern, forward-thinking 21st century service. This includes updating and modernising our existing housing, as well as developing new and innovative property designs and service models for the future. We will challenge ourselves to think differently, embracing the disruptive potential of new technologies and the challenges and opportunities of social change.*

***Better****:*

*We will strive for continuous improvement and innovation in all that we do. We will never become complacent and will constantly challenge ourselves to do better and achieve greater value for money.*

***Experience****:*

*We aim to provide a consistently excellent service and a great experience for all the people we serve. We seek to engage and empower residents to make choices and exercise control over the services they receive and to devolve decision making to local employees who are closest to the residents whenever practicable and possible. We are committed to acting ethically and openly in all that we do, questioning whether we are ‘doing the right thing’ and being ready to acknowledge and learn from mistakes. Ultimately the success of Housing 21 rests on the satisfaction we provide to our residents.*

In addition to the above, the Board has agreed seven key priorities (Providing More Homes, The Quality of Existing Properties, The Quality and Responsiveness of our Services, Our People and Potential, Systems and Technology, Value for Money and Innovation and Influence) and a further five areas of focus:

***Accountability***

*To ensure we are not just listening to and engaging with our residents and stakeholders, but also enabling them to have a real and active say in setting the priorities for the services they receive and how the organisation is managed.*

***Diversity***

*To ensure that there is a commitment to diversity in representation and recognition at all levels so that all views and interests are fairly considered and appropriately prioritised in directing our efforts and investment.*

***Sustainability***

*To ensure Housing 21 is playing its part and being proactive in protecting the environment and considering ways to minimise and mitigate any harm caused.*

***Technology***

*To ensure that we are embracing and making the most of its potential to transform our ways of working and engagement with residents and each other.*

***Quality***

*To ensure our focus remains on quality with the satisfaction and perceptions of residents remaining our primary indicator of success and effectiveness.*

These principles and areas of focus ensure the organization has specific regard to residents and the principles of inclusion, integrity, openness and accountability.

## Resident Focus

Resident engagement is a fundamental priority for Housing 21. In addition to a dedicated Resident Engagement Strategy, the organization recognizes the importance of working closely with residents across all strategies. The Social Housing (Regulation) Act 2023, including sector-wide Tenant Satisfaction Measures, has further emphasized the significance of resident engagement.

Housing 21's Resident Engagement Strategy outlines eight objectives across the organization, contributing to future resident engagement efforts. The organization has noteworthy examples of resident engagement at various levels, providing a solid foundation for ongoing initiatives.

Resident focus, engagement, and involvement at Housing 21 aim to provide opportunities for all residents to enhance their experiences, now and for future residents. This commitment is reflected in the guiding principles set by the Board. Engagement occurs at all levels of the organization, from local scheme managers to various departments and up to the Executive Director level.

Board members have a responsibility to advocate for issues important to residents. The organization transparently communicates its activities, performance, and plans, offering opportunities for residents to hold them accountable. Board Committees of Retirement Living and Extra Care Living include resident members, overseeing engagement and involvement activities and regularly monitoring service standards.

The Board considers the impact on residents and their involvement in management decisions, with specific narratives in Board papers. Listening and responding to residents are core to Housing 21's mission, with an objective to achieve 95% overall resident satisfaction.

The Board is committed to having at least one Housing 21 resident as a Board member, ensuring a culture focused on residents' needs, including utilizing technology for enhanced engagement. The long-term vision for resident engagement includes multiple avenues for involvement, aiming for a holistic picture demonstrating the impact on the services offered.

## Equality, Diversity, and Inclusion

The Board actively leads in promoting equality of opportunity, diversity, and inclusion across the organization's activities and composition, considering the communities served.

The Board oversees and approves the Respect and Inclusion Strategy, demonstrating a commitment to diversity at all levels. A new Respect & Inclusion Charter for employees, residents, and partners has been approved to reinforce the inclusive environment desired.

Diversity information in the workplace and among residents, along with associated action plans, are regularly presented to the Board. Equality and diversity impacts are detailed in Board papers.

The Board is dedicated to enhancing the diverse nature of existing schemes, as reflected in the Respect & Inclusion Strategy. There is a commitment to developing in areas of greatest need and creating new schemes in urban areas, aligning with the diversity of those communities.

The Governance, Treasury, and Transformation Committee oversee employee representation and progress, while the Investment and Development Committee maintain oversight of planned property development in underrepresented areas.

## Culture

The areas of focus for Housing 21 are based around the principles of 21, Better and Experience. The Board has sought to develop a culture which are aligned with and reflect Housing 21s mission and areas of focus, capturing the diversity and personal motivations and commitments of individuals.

The Board seeks assurance over its desired culture through reviewing both employees and resident engagement outcomes, a range of satisfaction surveys, as well as reviewing complaints and compliments.

The Board has established the following values and behaviours statements which supports a positive governance culture and expects the Board to adhere to them individually and collectively.

|  |  |
| --- | --- |
| **Trust and Respect** | We will:   * assume good intent is meant from the outset, embracing viewpoints and suggestions * value diversity of thought and listen to each other intently * be mindful of language and tone whilst being truthful and candid |
| **Collective Responsibility** | We will   * adopt a ‘one team’ approach, maintaining combined ownership and accountability for strategic direction, risk management and performance * ensure consensus is reached on all areas of importance |
| **Listening and responding** | We will   * actively seek to understand the customer perspective in all that we do and ensure that customer perspective drives decision making * look to the future to ensure we meet the needs of our customers, being mindful of learnings from the past |
| **Build Consensus and Common understanding** | We will   * ensure differing points of view are heard and speak out when we have an alternative perspective * encourage debate through constructive challenge and support, confirming consistency of views without repetition * value continuity as well as the opportunity which comes from change |
| **Create Time and Space** | We will   * create collective and individual space for research and understanding on issues of strategic importance before their debate * take time to reflect on successes and challenges and the lessons learned from both * provide support to each other to improve individual and collective effectiveness |

The Board takes the opportunity to review its own culture through board and committee effectiveness reviews and within individual board member appraisal processes.

## Integrity

The Board takes responsibility for setting an example of good corporate governance—being open, transparent, and accountable.

The NHF Code of Conduct has been adopted by the Board (details in Appendix 1). Board members are individually and collectively responsible for adhering to the Code of Conduct. Prompt notification to the Board Chair is required if a member believes they may have breached any policy or the Code of Conduct.

The Board is accountable for its own probity, ensuring members act in the organization's best interests. Periodic reviews include:

* Stated values of Housing 21 and their practical implementation.
* Implementation of the code of governance and its underlying principles.
* Codes of conduct for Board members and employees.
* Effective management of actual or potential conflicts of interest.
* Policies and procedures related to ethics, hospitality, gifts, whistleblowing, access to information, and corporate social responsibility.
* A Register of Interests is maintained by the Company Secretary, publicly available on Housing 21's website. The Governance, Treasury, and Transformation Committee conduct an annual review.

Board members are required to disclose personal interests or conflicts related to discussed business, contacting the relevant Secretary in advance or disclosing during the meeting. In cases of material conflict, individuals are requested to withdraw from discussions and decisions. For fundamental or ongoing conflicts, the Board determines whether the person should cease to be a board member.

## Accountability

The Board is dedicated to openness, transparency, and accountability to all key stakeholders, including residents, employees, local authorities, community groups, and regulatory bodies such as the Regulator of Social Housing and the Care Quality Commission. The Board ensures that Management actively collaborates with others to advance the organization's strategic objectives when appropriate.

Through various published documents, including the organization's strategy, annual report, financial statements, regional resident reports, investor briefings, and the social impact report, the Board provides stakeholders with insights into Housing 21's activities, performance, and future plans. This engagement, coupled with day-to-day regional and local interactions, offers opportunities for stakeholders to independently scrutinize the organization's work.

In addition to engaging with residents, as outlined in Section 3.2, the Board extends its influence and voice beyond Housing 21 by actively engaging with key stakeholders at national, regional, and local levels. This engagement focuses particularly on issues related to older persons' housing and care, including initiatives to raise awareness of dementia, advocate for innovative property design, and promote digital inclusion.

## Reputation and Trust

Board members bear the responsibility of maintaining trust in the organization and upholding its reputation, as well as that of the sector.

The Board demonstrates this commitment through robust decision-making processes and a thoughtful consideration of the Board's risk appetite. It is clear that Housing 21's objectives and ambitions must be pursued while maintaining a focus on good governance and internal control. The organization's ambitions should never compromise the fundamentals of sound operations, delivering quality services that listen and respond to the needs of residents, and ensuring both reputational and financial integrity.

Board members have a duty to clearly distinguish, in speech or writing, between their personal views (or those of any affiliated organization) and those of Housing 21. Communication with the media related to Housing 21 work, whether via the internet or other means, should be discussed with the Strategic Engagement team before publication. This ensures that Housing 21's corporate views and interests are accurately represented. Compliance with Housing 21's Social Media Policy is mandatory for all Board members.

# **Strategy and Delivery (Principle 2)**

The Board assumes the responsibility of setting ambitions, plans, and strategies, along with monitoring mechanisms that empower the organization to fulfil its social purpose, legal obligations, and regulatory responsibilities. These plans are carefully designed to be financially viable, emphasizing value for money, as well as environmental and social sustainability.

To guide the organization's direction, the Board engages with others through a matrix of relationships and contact points, fostering collaboration for effective strategy implementation.

|  |  |  |
| --- | --- | --- |
|  | **Board** | **Our People** |
| * Through focus and interest groups shares the resident view and perspective, influencing proposed strategy. * Through focus and interest groups comments upon strategic and operational performance, raising concerns about strategic direction / organisational culture, improving service quality and the resident experience. | * Proactively seeks and hears the voice and views of customers / resident and our people to drive thinking / approaches . * Uses both internal/external and in- sector/alternative sector resources and sources of information to inform blue sky strategic thinking * Validates the impact of strategic decisions with customers / residents * Approves strategic objectives/decisions based upon alignment with pre-approved purpose, vision, , guiding principles, values and culture. * Monitors overall achievement of objectives via reports received direct from Executive and or through Committees. * Reviews purpose, vision, , values and culture to ensure continued relevance in the current and future operating environment. * Conducts blue sky thinking to help influence future strategic direction. | * Through focus and interest groups comments upon and influences proposed strategy. * Through focus and interest groups raise concerns about strategic direction / organisational culture improving the employee and customer experience. * Implements policy and procedure, aiding achievement of strategic aims. |
| **Committees** |
| * Undertakes pre-liminary consideration of strategic direction relevant to Committee based on Executive and own horizon scanning. * Proactively seeks and hears the voice and views of customers / resident and our people to drive thinking / approaches . * Makes recommendations to the Board on relevant strategies / manifestos. * Monitors overall achievement of objectives via reports received direct from Executive. |
| **Executive Group / Executive Directors** |
| * Systematically undertakes pre-liminary consideration of strategic direction relevant the vision /mission of the organisation (current/future). * Proactively seeks and hears the voice and views of customers / resident and our people to drive thinking / approaches . * Provides information/recommendations to relevant Committees / Board for pre-liminary consideration aiding development of strategy. * Develops documented organisational/department strategies linked to mission, aims and objectives for Committee / Board review. * Reviews adequacy of resources to implement both current and future strategy and strategic decision. * Monitors overall achievement of objectives reporting key performance outcomes to relevant Committees and Board. |
|  |

The Board regularly publishes an organizational strategy and plan that articulates its ambitions. The Chief Executive assumes the responsibility for delivering the agreed-upon plan and strategy, ensuring adequate resources are in place for successful implementation.

Housing 21's Board plays a pivotal role in safeguarding the organization's alignment with its purpose, values, and culture. It actively contributes to driving performance, balancing risks, and seizing opportunities. The Board conducts an annual review of the organization's purpose, principles, and areas of focus during its away day, ensuring ongoing alignment and relevance. This review informs the development of the organizational strategy.

Routine Board matters include the review and monitoring of the delivery of the organizational strategy and areas of focus, ensuring continuous alignment with the organization's overarching goals.

## Housing 21 Structure

The Group and Board Structure are reviewed by the Board to ensure it continues to deliver the organisational strategy effectively.

The Chief Executive is responsible for ensuring the operating structure is fit for purpose in order to achieve the organisational strategy including directing the Executive Team and senior management team.

## Role of the Chief Executive

The Chief Executive is responsible to the Board for the overall leadership, management, development, performance, culture, reputation and success of Housing 21.

The Chief Executive also plays a key role in developing the strategy, setting the priorities, managing risks and ensuring the organisation achieves its full potential both on a day-to-day basis but also focusing on future challenging and opportunities, including ensuring the strategy considers financial, environmental and social sustainability.

The Job Profile of the Chief Executive specifies the key elements of the role and duties.

Duties include:

• Leadership of Housing 21

• Supporting, developing and directing the Executive Team and senior management team

• Driving the development and delivery of strategic plans, priorities and performance

• Providing clarity and creating commitment to achievement of Housing 21’s strategy, vision and values

• Developing Housing 21’s culture and structures to ensure delivery of its strategic objectives

• Ensuring the organisation acts cohesively and responds appropriately to the challenges it faces and ever-changing environment in which it operates

• Maintaining the financial viability and performance of Housing 21 whilst also ensuring that the organisation is managed to the highest standards, to safeguard its integrity and meet all its statutory and regulatory obligations.

• Positioning Housing 21 as a key provider and significant influencer in the development of housing and care services for older people

• Building partnerships and strong relationships build on trust and respect with both internal and external stakeholders

• Actively identifying and managing risks and providing assurance that the organisation is effectively managed and controlled

• Ensuring that Housing 21’s human, financial and other resources are utilised to maximum advantage and that all processes are transparent and accountable

## Employees

The Governance Transformation and Treasury Committee provide the Board with access and insights into the people and organizational development strategy, along with the views of employees.

During the development of the overall organizational strategic plan, the Board actively considers employees' perspectives and assesses the potential impact on them.

The Board, at least once every two years, approves the Respect and Inclusion Policy and Strategy. Additionally, it plays a role in reviewing and approving people-related policies in alignment with the Board Policy Framework.

On an annual basis, the Board reviews and approves standard inflation-linked increases in the remuneration of the workforce.

## Performance

The Board exercises oversight of the organization's performance by regularly scrutinizing the delivery of strategies and plans. This includes a thorough examination of key operational and financial performance data, along with insights into resident satisfaction within the Committee framework.

Annually, the Board establishes a set of key performance indicators, providing routine reports to ensure the effective delivery of strategic plans. This reporting also addresses matters of interest, including significant incidents.

The Audit and Assurance Committee maintains oversight of assurance regarding the controls that underpin accurate performance reporting.

## Control of Subsidiaries

Housing 21 acknowledges its responsibility to control subsidiaries, either through direct ownership or by managing Board control. Subsidiaries, while maintaining operational independence, are required to be fully accountable to the parent organization.

Controls are in place to ensure subsidiaries contribute effectively to the entire group, comply with laws and regulatory standards, and align with Housing 21's vision. Formal contracts outline responsibilities, allocate risks, and identify property ownership, ensuring compliance with good practice expectations and legal requirements.

Specifically, PFI contracts include interface agreements for risk allocation and housing management agreements outlining day-to-day service delivery responsibilities. Given the comprehensive contractual arrangements and the compact nature of the Housing 21 group, additional intra-group agreements are deemed unnecessary and are not implemented.

# **Board Effectiveness (Principle 3)**

The Board is entrusted with establishing an effective structure featuring clear roles and responsibilities, and members are actively encouraged to propose improvements to the Chair at any point.

To fulfil its duties, the Board aims for a diverse range of skills, competencies, and experience, encompassing the following key areas:

* Providing leadership and functioning cohesively as a team for strategic decision-making.
* Understanding the needs and aspirations of served communities and individuals.
* Grasping the needs and aspirations of employees.
* Possessing general business, financial, and management skills.
* Familiarity with the external context, including financial markets, political imperatives, and the operating environment.
* Specialized skills, such as commercial, financial, legal, health and care, social services, property management, and housing development.
* Effective communication skills and an ability to focus on key organizational issues.

A comprehensive review of the Board's governance arrangements occurs at least once every three years, independently benchmarking against best practices. In intervening years, the Board conducts a self-assessment of its effectiveness.

Key considerations in effectiveness reviews include:

* Decision-making effectiveness, incorporating stakeholder views.
* Strategic thinking and adaptability to the operating environment.
* Support, scrutiny, and challenge provided to the executive.
* Composition, skills, experience, and diversity of the Board.
* Cohesion, relationships, and the team roles.
* Role-modelling the desired culture, values, and behaviours.
* Compliance with governing instruments, regulations, and formal documentation.
* Timing and frequency of meetings.
* Quality and scope of agendas, papers, minutes, and communications.
* Compliance with the code/handbook and legal duties.

The Governance, Transformation, and Treasury Committee assume a leadership role in reviewing compliance with governance principles, assessing Board skills and succession planning, and overseeing nominations and remuneration.

## The Role and Function of the Board

The essential functions of the Board are to:

• Define and ensure compliance with the culture, values, vision, mission, and strategic objectives of the organisation ensuring its long-term success.

• Ensure that the organisation operates effectively, efficiently, and economically

• Establish a framework for approving and maintaining oversight of strategies, policies and plans to achieve those objectives.

• Satisfy itself as to the integrity of financial information and approve each year’s accounts, budget, and business plan prior to publication.

• Establish and oversee a framework of delegation and systems of internal control which are reviewed annually.

• Establish and oversee a framework for the identification, management and reporting of risk in order to safeguard the assets and reputation of the Group.

• Agree or ratify policies and decisions on all matters that might create significant financial or other risk to the organisation, or which raise material issues of principle.

• Monitor the organisation’s performance in relation to these plans, budgets, controls, and decisions and also in the light of customer feedback and the performance of comparable organisations.

• Develop positive and constructive relationships with stakeholders, including residents, funders, and regulators.

• Establish and monitor a mechanism for communicating and receiving feedback from the group’s stakeholders, and reporting on the feedback received, demonstrating accountability and transparency.

• Establish a strong working relationship between the Board, Chief Executive, Leadership Team, and other employees, providing oversight, strategic guidance and constructive challenge to the Chief Executive and Executive Directors.

• Appoint (and, if necessary, dismiss) the Chief Executive and approve his or her salary, benefits, and terms of employment.

• Satisfy itself that the organisation’s affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity, good practice, and regulatory requirements.

• Satisfy itself that the needs and safety of the organisation’s current and future residents and other customers are placed at the heart of its decision-making.

• Assess how the Group follows the recommendations of the NHF Code and confirm compliance or explain any areas of non-compliance in its annual review and accounts.

• Follow the organisation’s constitution in appointing (and, if necessary, removing) the Chair and Deputy Chair of the Board.

• Confirm and maintain the high standards of conduct and behaviour expected of members of the Board.

• Protection of the assets of the organisation

• Hold subsidiary boards accountable for the delivery of their objectives.

In order to ensure the Board discharges its duties a Board Meeting Planner and Timetable is in place. Decisions which are reserved for the Board

## Role of Board Members

The role of Board members is collaborative, collectively working to effectively fulfil the Board’s functions. Each Board member is bound by a formal contract specifying obligations, signed to indicate acceptance. The contracts outline key elements of the role and duties, time commitments, and the principle that approved remuneration is linked to fulfilling specified responsibilities. Additionally, the contract and role of a Board Member encompass obligations to:

* Uphold the values and objectives of the organization.
* Adhere to the organization’s core policies, including the code of conduct, standing orders, financial regulations, and equality and diversity.
* Understand the constitution and legislative framework applicable to the Group and act within its powers.
* Contribute to setting the strategic direction of Housing 21, bringing knowledge and expertise to Board discussions, and demonstrating an understanding of Housing 21’s functions and the wider regulatory and political environment.
* Ensure that issues are explored from a range of viewpoints.
* Contribute to and share responsibility for the Board’s decisions, including the duty to exercise reasonable care, skill, and independent judgment.
* Prepare for and attend meetings, training sessions, and other events.
* Attend and participate in reviews linked to individual performance or of the whole Board.
* Represent the organization as appropriate.
* Declare any relevant interests and avoid conflicts of interest.
* Respect the confidentiality of information.
* Uphold the principles of good governance as set out in the NHF Code and this Handbook.

Board members must allocate sufficient time to meet the requirements of the role. They work with and through the Board, without the obligation to undertake any executive duties or assume executive responsibilities. Board members are encouraged and welcome to sit on Committees of the Board, subject to possessing the requisite skills and knowledge required.

## Board Member Remuneration

The Board has decided to remunerate its members and possesses the necessary authority to implement such payments. The details of payments made will be disclosed annually in the organization's financial statements.

Payment levels will be reflective of the roles served by members, with a pay differential to acknowledge the role of the Chair of the Board. All other Board Member roles are considered equal, whether serving as a Chair of a Committee or holding a specialist lead role.

The Governance, Transformation, and Treasury Committee conduct an annual review of payments. Additionally, every three years, external validation is sought to ensure that the payments made are proportionate to the role and complexity of the organization. This review takes into account good practices, market comparisons, and industry norms, with a commitment to paying at the median market level.

## Role of the Chair (See Appendix 3)

The Chair of the Board is responsible for providing strong leadership for the Board, ensuring the Board works effectively. The Chair also has an important role in acting as an ambassador for Housing 21 with external stakeholders.

The Rules set out the process for electing and removing the Chair of the Board.

The Chair is normally appointed for up to six years (longer with the agreement of the Board but for no more than nine years) and this is ratified annually at the first Board meeting after the AGM.

The Board Chair whilst an ex-officio member of all Committees and Subsidiaries will not be a voting member of the Committees and will not Chair of the Audit and Assurance Committee or Governance, Transformation and Treasury Committee.

## Role of the Deputy Chair (See Appendix 4)

The Chair and the Deputy Chair will work closely so there is effective leadership of the Board. The Deputy Chair will deputise for the Chair in their absence.

## Role of Committee Chairs (See Appendix 5)

The Chair of each Committee fulfils an important leadership role similar to that of the Chair of the Board, particularly in relation to creating conditions for overall Committee effectiveness.

Committee chairs shall be appointed by the Board on an annual basis from amongst the existing members of the Board.

The role of each Committee is outlined within the related terms of reference at Appendix 8. The Terms of Reference for each Committee will be reviewed annually while reviewing Committee effectiveness.

## Role of the Company Secretary (See Appendix 6)

The Company Secretary role supports the Chair in helping the Board and is Committees to function effectively.

Appointment of an individual to the Company Secretary role requires approval by the Board.

## Composition of the Board and Decision Making

The Board is typically comprised of nine to eleven members selected and elected based on the collective skills and attributes required for effective governance. Board elections take place annually at the Housing 21 Annual General Meeting, with the rules of Housing 21 outlining requirements for:

* Election of Board members
* Quorum for Board meetings
* General powers
* Powers to establish committees.

A quorum, consisting of five Board members, is required for Board meetings. However, the Board may, if deemed necessary, determine a higher number or impose additional requirements. Decisions are made by a simple majority, with an emphasis on achieving consensus whenever possible. In cases where a vote is tied, the Chair has the casting vote.

Board decisions are typically made and recorded during face-to-face or virtual Board meetings. In exceptional and urgent situations when physical meetings are not possible, decisions may be taken by email.

To fulfil its duties, the Board convenes a minimum of six times per year, with at least one meeting designated as a confidential away day focusing on strategic issues. Housing 21 has established a Scheme of Delegation Framework, outlining how the Board, Committees, and Executive collaborate to fulfil Housing 21's functions. Additionally, specific matters or decisions may be delegated to individual Board members or committees as deemed fit by the Board.

The roles of the Chair of the Board and standing Committees (and those of the Deputy Chair) are not held by an Executive. Further details are available in Appendix 7 - Conduct of the Board’s Business.

## Board Member Recruitment, Induction, Appraisal, Removal

### Board – Review and Specification

The Board establishes an open and transparent procedure based on merit, clear objective selection criteria, and assessment techniques for Board and Committee recruitment and selection. Within this framework, it promotes diversity of gender, social, economic, and ethnic backgrounds, as well as cognitive and personal strengths.

Provisions are made to consider individuals with direct lived experience or insight into the communities served by Housing 21 during recruitment and selection for the Board and Committee positions. Periodic reviews of the Board's composition and membership are conducted to identify gaps or imbalances in diversity, skills, and experience. The appointment of new members may be considered to address any identified gaps.

The Board and its committees ensure their continuing effectiveness by conducting an annual performance review, which includes an assessment of composition, diversity, and how effectively members collaborate to achieve objectives. The review also addresses any identified areas for improvement.

## Recruitment and Selection

### Selection and Appointment of Board Members

The Board Chair, in conjunction with the Governance, Transformation, and Treasury Committee and the Chief Executive, determines the most appropriate method for publicizing vacancies to the relevant Committee members. Methods may include national advertisements, contact with national bodies or agencies, or personal recommendations.

Prospective Board members receive comprehensive information about Housing 21, its committees, subsidiaries, and the roles of Board members. The Board Chair, along with selected Board members and the Chief Executive, manages the selection process, creating a shortlist of preferred applicants, matching skills against the Board member specification, and conducting interviews.

The selection group recommends the most suitable candidate(s) to the Board at the next available meeting for formal appointment to Board membership. Once agreed, the Company Secretary ensures the new Board member signs a contract, receives relevant governance literature, and undergoes an induction program. Ongoing learning and development opportunities are provided during the Board member's tenure.

Up to two places on the Board are reserved for tenant Board members, and nominations are sought through newsletters and other engagement forums. The selection process is the same for other Board members, except an existing tenant Board member may also be invited to be on the selection panel for a new tenant Board member.

The maximum tenure is typically up to six consecutive Annual General Meetings (AGMs), comprising two terms of office. However, if the Board deems it in the organization's best interests, a member's tenure may be extended. No fixed term is set to cause a board member to serve beyond their ninth consecutive AGM. A member who has left the Board will not be reappointed for at least three years.

### Selection and Appointment of Board Chair

The Board Chair may be appointed from within the Board.

The Governance, Transformation and Treasury Committee is responsible for overseeing the selection and appointment process in respect of the Board Chair.

The Chair of the Governance, Transformation and Treasury Committee with the support of the Chief Executive, will manage the process in accordance with guidelines set by the Governance, Treasury and Transformation Committee, including:

* Drawing up a specification of desired skills/expertise.
* Determining the most appropriate method of bringing the vacancy to the attention of prospective candidates.
* Carrying out short listing and the arranging of interviews.
* Conducting interviews together with other Board members.
* Making a recommendation to the Board regarding appointments; and
* Overseeing the necessary procedural steps to formalise the appointment once the Board has approved this.

## Induction Process

The induction programme provides new members with information and support to be confident and productive in their role. The process helps new members to understand the organisation, the environment in which it operates, and their role in making the organisation a success.

A tailored approach to induction will be put in place with some mandatory aspects also included. A standard set of corporate documents will be provided along with access to relevant policies. Further insights into the organisation are gained through visiting Schemes and connecting with both Executive Directors and officers.

As part of the induction process a buddy arrangement will also be established.

## Succession Planning

The Governance, Transformation, and Treasury Committee ensure plans are in place for orderly succession in appointments to the board, Chairs of Committees, Executive Team, and Subsidiary boards. They oversee the development of a diverse pipeline of succession.

The Chair of the Board, with the support of the Company Secretary, helps the Governance, Transformation, and Treasury Committee review the skills required, identify gaps, develop transparent appointment criteria, and inform succession planning.

A skills audit review, based on an assessment of individual and collective skills of members against current and future requirements, is undertaken, generally annually. Flexibility is needed so these can inform recruitment campaigns for new Board and committee members.

The Governance, Transformation, and Treasury Committee, annually, assess whether the desired outcome has been achieved and propose changes to the Chair of the Board, as necessary.

Succession plans will consider:

* + Contingency planning: For sudden and unforeseen departures.
  + Medium-term planning: The orderly replacement of current board members and Executives.
  + Long-term planning: The relationship between the delivery of company strategy and objectives to the skills needed on the board now and in the future.

## Grievance Process

Problems and misunderstandings may occasionally arise between Board members, who are encouraged to resolve them quickly and informally through discussions. However, where this is not possible the Board grievance policy should be followed to seek to achieve a resolution.

Where Board members wish to report a concern, risk or wrongdoing which adversely affects Housing 21 service users, residents, customers, the public, other employees, or the organisation itself please refer to the Whistleblowing Policy and Procedure.

## Removal of Board Members

The Board has a process for removal of Board members where issues of performance, conduct and conflicts arise that cannot be resolved. This is overseen by the Governance, Transformation and Treasury Committee. Further details are provided within the Rules.

## Shareholder Membership

Housing 21 has an open membership policy but will only appoint new members who are not Board members if they have a particular association or interest in the long-term success of the organisation. Housing 21 will remove existing members who are no longer actively engaged with the organisation in accordance with the provisions in the Rules.

Board members will be asked to become members of Housing 21, but membership will automatically lapse when the person ceases to be a member of the Board, albeit there will be an opportunity to apply to become a permanent shareholding member at that point.

# **Control and Assurance (Principle 4)**

## Internal Control System

The Board retains ultimate responsibility for the organisation’s compliance with all legal, statutory, regulatory and constitutional requirement.

The Board are responsible for establishing and maintaining the whole system of internal control and for reviewing its effectiveness and are also responsible for the active management of risks faced by the organization.

In addition, to the Organisational Assurance Framework and Scheme of Delegation, a range of routine management oversight processes are a core element of the system of internal control. Routine Board review of these activities support the organisation in achieving robust operational governance.

• Financial / operational performance indicators

• Actual and forecast budgets and their review

• Longer term business planning and sensitivity analysis

• Treasury and covenant compliance reviews

• Resource planning and people management

• Routine trend analysis and exception reporting

• Information security measures

• Data quality measures

• Policy and procedure framework

• Compliance with law reviews

• Regulatory compliance reviews

• Review relating to health and safety of residents, other customers and employees

• Business Continuity arrangements

• Annual management assurance statements

The Organisational Assurance Framework provides the Board with assurance that there are effective controls for key systems and process, with gaps in controls or assurance clearly documented. Housing 21 also maintains comprehensive reports, policies and other documents to demonstrate compliance with the NHF Code of Governance, and Regulatory Standards. The Board takes into account the outcome of these areas when it publishes the Annual Statement of Internal Control which, providing information on the effectiveness of the system of internal control.

## Audit and Assurance Committee

The Audit and Assurance Committee provides further assurance to the Board that the system of internal controls are effective, with plans and compliance obligations delivered.

The Audit and Assurance Committee acts as an independent scrutiny function and reviews and challenges assurances provided by both management and the internal audit function. The Terms of Reference for the Audit and Assurance Committee are documented in Appendix 8. Their remit covers:

• The review of significant financial reporting issues and judgements made in connection with the preparation of the Group’s financial statements, interim reports, preliminary announcements and related formal statements the areas of External Audit, Internal Audit,

• Overseeing relations with the external auditor, reviewing their independence and effectiveness

• Ensuring that the Group has an effective and efficient internal audit service

• Reviewing the Group’s internal controls (including internal financial controls) and to recommend to the Board an overall risk management strategy and framework

• Review the policies and procedures of the organisation in relation to fraud and whistleblowing and actions taken in respect of incidents which arise.

## Risk Management

The Board maintains ultimate responsibility for risk management, setting the organisations risk appetite and routinely reviewing it to ensure that it remains appropriate whilst considering the organisations internal and external operating environment.

The Board is responsible for understanding the risk profile of the organisation and the effectiveness of key controls through regular reporting of both operational and strategic risks to the Committees of the Board and the Board itself.

The Board routinely considers risk impacts as part of its decision making with specific narrative on risks and related mitigation strategies within Board papers. The Board regularly carries out risk horizon scanning and participates in stress-testing of business plans to identify risks that may pose a material threat to the organisation’s viability, ensuring appropriate mitigation plans are in place.

The Board reports annually within the Annual Report a statement on the risk management work of the Board, including its understanding of principal and emerging risks and how these are being managed or mitigated.

The Board approves the organisations Risk Management Policy and Framework annually on recommendation from the Audit and Assurance Committee with the document providing information on Board risk appetite and risk identification and reporting processes.

The Audit and Assurance Committee provides assurance to the Board annually on the effectiveness of risk management processes.

# **Appendix 1 - Code of Conduct**

**Conduct, probity and openness**

* 1. Housing 21 is committed to establishing and upholding the highest standards of integrity and probity and demonstrating that it acts and operates in an open and transparent manner. It will maintain an open dialogue with and be accountable to stakeholders including residents, employees, regulators, and local authority partners.
  2. Housing 21 has adopted the NHF Code of Conduct (current version 2022). The following points highlight some of the main principles.
* General Responsibilities: Board members must fulfil their duties and obligations responsibly, acting at all times in good faith and in the best interests of the Group and its customers.
* Conflicts of Interest: Board members must take all reasonable steps to ensure that no undeclared conflicts arise or could reasonably be perceived to arise between Board member duties and personal interests (financial or otherwise).
* Bribery, gifts and hospitality: Board members must not offer, seek or accept bribes or inducements from individuals or organisations that might be seen to compromise judgement or integrity, or place them under an obligation to those individuals or organisations.
* Funds and Resources: Board members must not misuse the Group’s funds or resources.
* Confidentiality: Board members must handle information in accordance with the law and Group’s policies and procedures.
* Respect for Others: Board members must treat others with respect.
* Relationships between Board members and employees: Board members and employees must maintain constructive, professional relationships based on sound understanding of their respective roles.
* Relationships with residents and other service users: Board members must maintain high standards of professionalism, fairness, and courtesy in their dealings with residents and other service users.
* Learning and development: In partnership with the housing association, Board Members must take responsibility for your own learning and development, regularly updating and refreshing your skills and knowledge.
* Health safety and security: Board members must not endanger the health, safety or security of themselves or others.
* Conduct at meetings: conduct at meetings must meet a high standard of integrity, commitment and courtesy.
* Representing the Group: In representing the Group Board members must uphold and promote the Groups values, objectives and policies.

# **Appendix 2 Decisions Reserved for the Board**

The Board has defined those matters specifically reserved for the Board’s decision which cannot be delegated to Executive Directors, employees or committees. These include:

1 **Strategy and Management**

1.1 Development and Review of the organisation’s Purpose, Vision, , Strategic Objectives and Values

1.2 Approval of the Strategic Plan.

1.3 Oversight of Housing 21’s operations (including accounting, planning and internal controls systems)

1.4 Proposal of amendments to Housing 21’s charitable objects or any expansion of the organisation’s operations into new activities.

1.5 Reviewing management/operational performance including Health and Safety and Management of Risk.

**2 Structure and Capital**

2.1Oversight of and changes to the Corporate Structure including approval of the decision to create, purchase (in full or part), sell, liquidate or dispose of any business and or subsidiary company

2.2 Changes to Housing 21’s management and control structure.

**3. Governance, Compliance and Internal Controls**

3.1 Approval of and amendments to Housing 21’s Rules and membership of the Board and the boards of the subsidiaries.

3.2 Delegation of authority to Board committees and the CEO.

3.3 Changes to the structure, size and composition of the Board.

3.4 Appointment of the Chair of the Group Board, and appointment of members to Board Committees.

3.5 Appointment and removal of Board members.

3.6 Appointment and termination of the Chief Executive and setting terms and conditions of employment. Note: Power to determine if changes are needed to the remuneration and terms and conditions of employment (including payment of any salary, bonus, any other emoluments) of the Chief Executive is delegated to the Governance Committee who makes such recommendations to the Board.

3.7 Ensure appropriate arrangements are in place for dealing with any conflicts of interest arising for individual board members.

3.8 Establishing board committees and approval of the Terms of Reference of any group Board committees.

3.9 Proposal of amendments to the organisation’s Rules to the Annual General Meeting.

3.10 Approval of the annual report on governance and control.

3.11 Ensuring maintenance of a sound system of internal control and risk management

**4. Finance**

4.1 Approval of the financial framework and 5 year financial plan, including approval of corporate budgets for the Housing 21 Group.

4.2 Approval of the Financial Regulations, Key Accounting Policies and Financial Delegated Authority Policy and Financial Authority Matrix on the recommendation of the Audit and Assurance Committee and the monitoring compliance against the Financial Regulations Framework.

4.3 Approval of investments (land, buildings, assets, financing, contracts), disposals (land, buildings, assets, financing), development activity, and expenditure (capital and revenue) in line with the Housing 21 Financial Regulations, Delegated Authority Policy and Financial Authority Matrix.

4.4 Ensuring proper financial accounting records are kept which disclose with reasonable accuracy the financial position of Housing 21 and any subsidiaries, and ensuring they comply with relevant legislation and regulatory requirements.

4.5 Appointment of External Auditors at the AGM (on recommendation from the Audit and Assurance Committee).

4.6 Approval of the Housing 21 Financial Statements.

4.7 Approval of the delegated bank account signatory framework (job grades and limits). The administration of the framework is delegated to the Executive Team. The Chief Financial Officer, Head of Finance, and Company Secretary are authorised to inform Housing 21’s banks of any changes to mandates.

4.8 Approval of material changes in pension scheme rules and pensions provision to employees.

4.9 Approval of changes to insurance arrangements where this results in an increased exposure to Housing 21 in excess of £250,000.

4.10 Approval of the treasury strategy and capital structure.

4.11 Approval of new loan facilities.

4.12 Approval of decisions in litigation situations involving £1m+ or being otherwise material to the interests of Housing 21 (as determined by the Chief Executive).

4.13 Approval of the rent setting policy

**5. Business operations**

5.1 Approval of an annual budget and operating plan that sets out forecast financial performance for each business stream.

5.2 Approval of investment decisions outside the core businesses of Retirement Living and Extra Care

5.3 Agreement of the guidelines or investments in each business stream and the associated delegations to the Chief Executive and Executive Directors tasked with delivering the investments.

5.4 Approval of investments outside the agreed Financial Framework and Delegated Authority Framework.

5.5 Approval of delegation levels for each type of business opportunity.

5.6 Approval of purchases of new businesses/activities where this is outside the parameters agreed through the business planning and budget process.

**6. Policies**

Approval of key policies as defined within the Board Policy Framework

As a result of implementing a clear Committee Structure and to ensure there is limited duplication of policy review between Committees and the Board at its meeting in March 2023 approved those policies with a direct link to their reserved matters (those items which the Board cannot delegate) and areas of strategic importance and where there is no logical link to a committee. All other policies will either be reviewed and approved at a committee level or by the Executive.

**POLICIES FOR BOARD APPROVAL**

|  |  |  |
| --- | --- | --- |
| **POLICY AREA** | **POLICY** | **APPROVAL** |
| **CHIEF EXECUTIVE** | | |
| Environmental Policy | Strategic Priority | Board |
| **FINANCE** | | | |
| Financial Delegated Authority Policy | Reserved Matter | Board |
| Financial Regulations Framework | Reserved Matter | Board |
| Rent Setting Policy | Regulatory Framework | Board |
| Service Charge Policy | Regulatory Framework | Board |
| Procurement Policy and Procedure | Legal Framework | AAC |
| **TREASURY** | | | |
| Treasury Management Policy | Reserved Matter (GTTC) | Board |
| **PEOPLE AND STRATEGY** | | | |
| Equality and Diversity | Legal Framework | Board |
| Recruitment and Selection Policy | Legal Framework | GTTC |
| Redundancy Policy | Legal Framework | GTTC |
| Disciplinary Policy | Legal framework | GTTC |
| Grievance Policy | Legal framework | GTTC |
| Bullying and Harassment Policy | Legal framework | GTTC |
| Criminal Convictions Policy | Legal framework | GTTC |
| Maternity Policy | Legal framework | GTTC |
| **LEGAL SERVICES** | | | |
| Information Governance/Data Protection Policy | Legal Framework | AAC |
| **AUDIT AND ASSURANCE** | | | |
| Anti-Fraud, Bribery, Corruption | Legal Framework (AAC) | AAC |
| Risk Management Policy | Reserved Matter (AAC) | Board |
| Whistleblowing Policy and Procedure | Legal Framework (AAC) | Board |
| **RETIREMENT HOUSING & EXTRA CARE** | | | |
| Complaints and Compliments Policy | Regulatory Framework | Board |
| Medication Policy | High Risk (Safeguarding) | ECC |
| Mental Capacity Act Policy | High Risk (Safeguarding) | ECC |
| Safeguarding Adults Policy | High Risk (Safeguarding) | ECC then Board |
| **DEVELOPMENT** | | | |
| Scheme Appraisal Criteria | Strategic Priority | Board |
| **ASSET MANAGEMENT** | | | |
| Health and Safety | Legal/Regulatory Framework | Board |
| Property Compliance | Legal/Regulatory Framework | Board |

**POLICIES FOR CORPORATE FUNCTIONS NOT FOR BOARD APPROVAL - reflecting Committee approval**

|  |  |  |  |
| --- | --- | --- | --- |
| **POLICY** | **COMMITTEE** | **POLICY** | **COMMITTEE** |
| **FINANCE / PROCUREMENT** | | | |
| Care Credit Policy |  | Former Tenant Arrears |  |
| Cash Handling / Banking Policy |  | Payroll Policy and Procedure |  |
| Corporate Credit Card Policy and Procedure |  | Procurement Policy and Procedure | AAC |
| Contractors Code of Conduct |  |  |  |
| IS | | | |
| IS Acceptable Usage Policy | GTTC |  |  |
| PEOPLE AND STRATEGY | | | |
| Adoption Leave Policy |  | Probationary Policy |  |
| Annual Leave and Authorised Absence |  | Professional Boundaries |  |
| Bad Weather Policy |  | Professional Education Policy |  |
| Bullying and Harassment Policy | GTTC | Recruitment and Selection Policy | GTTC |
| Criminal Convictions Policy | GTTC | Redundancy Policy | GTTC |
| Code of Conduct |  | Refer a Friend Policy (Care workers) |  |
| Care Worker Supervision |  | Referrals and Disclosure Barring |  |
| Disciplinary Policy | GTTC | Referencing Policy |  |
| Employee Personal Relationships Policy |  | Shared Parental Leave (adoption) Policy |  |
| Eye Care Policy |  | Shared Parental Leave (birth) Policy |  |
| Employee Expenses Policy |  | Sickness Absence Policy |  |
| Flexible Working Policy and Procedure |  | Smoking at Work Policy |  |
| Grievance Policy | GTTC | Substance Misuse Policy |  |
| Maternity Policy | GTTC | Time Off For Dependents Policy |  |
| New Ways of Working |  | Time Off in Lieu |  |
| Parental Leave Policy |  | Uniform Policy and Procedure |  |
| Paternity Policy |  | Volunteer Leave Policy |  |
| Pay and Grading Review Policy |  | Volunteer Policy |  |
| Pensions Policy |  | Work Experience Placements |  |
| Performance Improvement Procedure |  |  |  |
| AUDIT AND ASSURANCE | | | |
| Anti-Fraud, Bribery, Corruption | AAC | Domestic CCTV |  |
| Business Continuity Policy |  | International Transfer Policy |  |
| CCTV Surveillance Policy and Procedure |  | Information Governance / Security Policy | AAC |
| Data Retention Policy and Procedure |  | Records Management Policy |  |
| Data Protection Policy |  | Whistleblowing Policy and Procedure | AAC |
| Data Privacy Impact Assessment Policy |  |  |  |
| COMMUNICATION | | | |
| Provision of Alternative Formats Policy |  | Social Media Policy |  |

**7. Delegation of other matters to Chief Executive**

Decisions and actions not reserved to the Board or within the scope of responsibilities delegated to the Board’s Committees are delegated to the Chief Executive unless the Board determines otherwise or the Chief Executive considers it necessary or appropriate for a matter or issue to be reported or referred to the Board for determination.

# **Appendix 3 Role of the Chair**

The responsibilities of the Chair are to:

1. Ensure the leadership, and efficient conduct, of the Board’s business and of the organisation’s general meetings.
2. Ensure that the organisation provides appropriate role profiles and competency frameworks for all Board members.
3. Promote openness and debate and ensure that all Board members are given the opportunity to express their views, and that appropriate standards of behaviour are maintained in accordance with a code of conduct approved by the Board.
4. Ensure that the Respect and Inclusion agenda is integrated and considered throughout the business of the Board
5. Establish a constructive working relationship with, and provide support for, the Chief Executive and ensure that the Board as a whole acts in partnership with executive employees.
6. Ensure that the Board delegates sufficient authority to its committees, the Chair, the Chief Executive and others to enable the business of the organisation to be carried on effectively between meetings of the Board; and also to ensure that the Board monitors the use of these delegated powers.
7. Ensure that the Board receives professional advice when it is needed, either from its senior employees or from external sources.
8. Represent the organisation as appropriate.
9. Take decisions delegated to the Chair.
10. Working in consultation with other Board members ensure that:

* All new members receive induction training and that effective arrangements are made to enhance the skills, experience and knowledge of all its members with regular training and development activity on an ongoing basis. This should be based on an analysis of the training and development needs of individuals and the Board as a whole to ensure that individuals remain up to date and add value to the work of the Board.
* The Board makes proper arrangements to appraise the performance of the Chief Executive. When necessary, the Chief Executive is replaced in a timely and orderly fashion.
* The Board makes proper and appropriate arrangements for its own appraisal and that of Board members, including the Chair’s own appraisal, and for implementing a succession plan for Board membership.
* The level of any agreed Board member remuneration results from an approved process that minimises the potential for conflicts of interest.

The Chair of the Group (usually in conjunction with other designated Board members) may also have responsibility for a number of specific functions including:

* Chairing of the selection panel for the appointment of the Chief Executive.
* Chairing the panel to appraise the Chief Executive's performance.
* Participating in the recruitment and selection process for a new Board Chair.
* As part of a panel, conducting appeals against a disciplinary decision against senior employees.
* Being an authorised signatory for contracts, cheques and other documents.
* Being part of the emergency response arrangements in relation to such events as fraud, major failure of services, etc.

# **Appendix 4 Role of the Deputy Chair**

The responsibilities of the Deputy Chair are to:

1. Undertake the appraisal of the Chair
2. Support the Chair and Board in relation to Board effectiveness
3. Carry out ad hoc investigations as requested by the Chair to handle complaints about Board members
4. Be available to Board members and the Executive if they have concerns which have not or cannot be resolved through contact with the Chair and/or the CEO, or for which such contact may not be the most appropriate route.
5. Support in the investigation and resolution of Board Members grievance
6. Investigate whistle blowing claims relating to the Chief Executive a member of the Senior Management Team or a member of the Board

# **Appendix 5 Role of the Committee Chairs**

The responsibilities of the Committee Chairs are to:

* + 1. Provide strong leadership and direction to the Committee, ensuring that it fulfils its purpose effectively, in accordance with its terms of reference
    2. Agree the Committee’s work programme and ensure efficient and effective conduct of Committee business
    3. Report on Committee business to the Board, and ensure that appropriate matters are referred for consideration by the Board
    4. Promote a culture of openness and debate, encouraging effective contributions from and good relationships between members of the Committee and the Executive
    5. Establish a good working relationship with the appropriate lead Executive Director for the Committee, providing challenge and support where necessary
    6. Ensure there is a review of Committee effectiveness at least annually report, reporting the outcome of the review to the Board.

# **Appendix 6 Role of the Company Secretary**

The Company Secretary shall in particular:

1. Provide general advice / guidance on Company Rules within and outside of meetings
2. Keep Registers and other books determined by the Board, informing relevant bodies of changes as and when required
3. Keep the organisations Seal
4. Support in Board member recruitment, induction, training, appraisal activities
5. Maintain and provide advice on Board member contracts
6. Support the effective management of meetings, calling meetings effectively ensuring appropriate agenda planning takes place, ensuring minutes are kept of those meetings.
7. Hold the Annual General meeting in accordance with the rules
8. Make any returns on behalf of Housing 21 to the Financial Conduct Authority, the Regulator and any other relevant bodies

To support the effective discharge of duties and effective governance the Company Secretary maintains a further responsibilities framework.

# **Appendix 7 Conduct of the Board’s Business**

1. **Principles**

1.1 Board decisions must, wherever possible, be based on timely and accurate information, full agendas and documentation circulated to members in advance of meetings. Points for decision must be clearly identified in those documents. Decisions and the main reasons for them must be recorded in the minutes.

1.2 When making decisions the Board should remain mindful of outcomes for customers in the decisions they take.

1.3 The Board should have access to independent assistance and advice, when necessary without the involvement of senior employees. This should be agreed through the Chair.

1.4 The Board should keep abreast of all relevant legislative and regulatory changes, and changes to operating frameworks.

1.5 Each year, the Board will set aside time for a full discussion about it’s effectiveness and how it is conducting its business with a formal review taking place at least every three years to ensure best practice and that documentation is compliant with the latest legislation and regulations.

1.6 The Company Secretary should have direct lines of communication with the Chair in order to maintain impartiality and to bring issues of concern directly to the Chair.

1. **Urgent decisions**

2.1 From time to time decisions need to be taken quickly which are outside of the authority delegated to officers and which cannot wait until the next scheduled Board or Committee meeting. There is a need for balance between quick decisions and the need for effective Board oversight.

2.2 There are two main ways of responding to the need for urgent decisions. It is not possible to foresee all the circumstances that might arise and this means that the choice of response requires a judgement to be made.

Chair's Action/Urgency Procedure

* This would be the normal way of coping with decisions within the spirit of the Business Plan but were not anticipated. This would require the Chair to consult with two other Board members but not necessarily by way of a formal meeting before determining what action to take. When Chair's action is taken the outcome must be reported to the next Board meeting together with a note of which members were consulted.

Special Board Meeting

* In exceptional circumstances or where Chair’s action indicates that there may not be a consensus position it might be necessary to hold a special Board meeting to consider a matter.

# **Appendix 8.1 Audit and Assurance Committee Terms of Reference Feb 2021**

1. **Purpose**
   1. The Audit and Assurance Committee (‘the Committee’) is responsible for assisting the Board to fulfil its statutory obligations. Specifically this covers advising the Board on whether there are effective internal controls, an adequate risk management framework and sufficient and objective assurance in place across the activities of Housing 21.

The Audit and Assurance Committee is accountable to the Board for both the Internal and External audit arrangements including the production of an annual report which fulfils the requirements of the Regulator for Social Housing and which can be approved by the Board.

1. ***Responsibilities***
   1. **Financial annual reports and other periodic financial reports**

2.1.1 To review and report to the Board on, significant financial reporting issues and judgements made in connection with the preparation of the Group’s financial statements, interim reports, preliminary announcements and related formal statements.

* + 1. To recommend to the Board the approval of the financial statements as a result of the Committee’s review of:
* The appropriateness of accounting policies and any changes to them.
* The methods used to account for significant or unusual transactions where the accounting treatment is open to different approaches.
* The disclosures in the financial statements and consider whether the disclosures made are set properly in context.
* The related information presented in the financial statements, including the strategic report, corporate governance statements and statements relating to audit and risk management.

2.1.3 To receive periodic assurance reports (both management and independent) on the completeness and accuracy of the organisation’s management accounts and the accuracy and timeliness of financial returns submitted to the Regulator.

**2.2 External Audit**

2.2.1 To oversee Housing 21’s relations with the external auditor:

* + To conduct a comprehensive review of the performance of the external auditor annually establishing whether there is need for a new appointment making a recommendation to the Board in this respect.
  + To advise the Board on the process for external auditor appointment, initiate and participate in the selection process, which should be not less frequently than every five years, unless otherwise agreed with Board.
  + Agree the audit fee and scope of the audit, ensuring no non-audit work or services are carried out by the External Auditor.
  + To consider and agree the audit plans with the external auditors prior to the commencement of the annual audit.
  + To consider with management the content and sufficiency of disclosure in the annual financial statements of the Group and to make recommendations to the Board as to the reasonableness or otherwise of the accounts.
  + To discuss and agree the detail of management letters and letters of representation with the external auditors.
  + To ensure that appropriate remedial action is taken to address any identified weaknesses in control raised by external auditors within the time limits that management have agreed with the auditors.
  + To meet privately with the external auditors at least once a year to review:
  + The quality of the internal control systems.
  + The content of the annual financial statements and the external auditors report thereon.
* Issues raised in management letters and responses.
* The efficiency and effectiveness of the audit process.
* Other areas of concern.

**2.3 Internal Audit**

2.3.1 To ensure that Housing 21 has an effective and efficientinternal audit service and to review the effectiveness of the service annually including:

* Approving the scope of planned internal audit activity having considered the organisations overall assurance framework, ensuring scope adequately covers key areas of risk and organisational activities.
* To ensure that there are sufficient and appropriate resources available to complete the plan of activity. This includes reviewing the effectiveness of co-sourced model of supply and considering the tender arrangements for the provision of externally provided internal audit services.
* To receive and consider internal audit reports and ensure that appropriate remedial action is taken to address any identified weaknesses in control within the time limits that management have agreed with the auditors.
* To commission special investigations as appropriate in response to areas of concern.
* To report to the Board matters of significant internal control weakness and or non compliance with Regulatory Standards and Law that it is aware of.
* To meet privately with the internal auditors at least once a year to review:
  + - * + The quality of the internal control systems.
        + Corporate conduct.
        + Any areas of concern which may impact on the independence of the audit service.

**2.4 Risk Management Assurance**

* To ensure a comprehensive Assurance Framework is in place reflecting the three lines of defence. Reviewing the framework annually to identify assurance requirements.
* To recommend to the Board the approval of an appropriate Risk Management Policy and Framework which takes into account the Board’s risk appetite.
* To review the outcomes of the risk management processes reporting to the Board on its effectiveness,
* To conduct regular “deep dive” exercises on key areas of strategic importance or risk (including governance, financial, social impact, and regulatory compliance), as it sees fit or as directed by the Board, to ensure appropriate assurance is in place over the effectiveness of related internal controls. Reporting to the Board matters of significant weakness and or non compliance with Regulatory Standards and Law that it is aware of.
* To review the policies and procedures of the organisation in relation to fraud and whistleblowing (in accordance with the Public Disclosure Act 1998) at least once per annum or as may be required
* To review Housing 21’s fraud register at least once per annum or as may be required.
* To receive reports on and review all cases of actual or attempted fraud and ensure that appropriate action has been taken.
* To review the policies and procedures of the organisation in respect of Data Protection and Cyber Security once a year.
* To receive reports on and review cases of data protection incidents.
* To review annually the assessment of Housing 21’ compliance with Laws and Regulations.
  1. **Operational Controls**

2.5.1 To receive assurance reports on Housing 21’s policy framework which ensure appropriate reporting to Board or relevant Committees takes place on relevant policies

2.5.2 In addition to the specific reports outline above, to report annually to the Board on the effectiveness of the Committee and the overall effectiveness of arrangements for:

* Internal operational control;
* Financial control; and
* Risk management;

2.5.3 To consider any other matters referred by the Board and Committees, monitoring on behalf of the board where directed, any action plans put in place to correct compliance issues.

1. **Membership**

3.1 A minimum number of members of the Committee shall be three, of which one should have recent, relevant financial experience. There will be a maximum number of five members of the Committee, including no more than two co-opted committee members. Members of the Committee will be appointed by the Board and shall not include management. Co-opted Committee members can be appointed as deemed necessary.

3.2 The Chief Finance Officer and Director of Audit, Assurance and Governance will have a standing invitation to attend the Committee. The Committee will request the attendance at Committee of any member of employees to explain issues arising or remedial action in respect of an internal / external audit report or risk action which remains outstanding.

* 1. There is an open invitation for both the Chair of the Board and Vice Chair to attend occasionally. However, neither will Chair the Committee and they are in attendance as a non-voting member. Their attendance does not count towards quoracy.

1. **Quorum**

The quorum for meetings will be three Committee members, at least two of whom must be a Board Member.

1. **Meetings**

There will be a minimum of four meetings held per annum the dates of which are to be agreed with the Board but may be amended from time to time by the Chair of the Committee.

1. **Skills**

Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* Finance
* Risk Management
* Internal Control
* Care and Support

**7. Delegated Authority**

The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

Representatives of both External and Internal Audit have the authority to liaise directly with the Chair of the Committee on matters which they consider to be important.

**8. Annual Review**

The Committee will review these terms of reference, including membership, annually.

# **Appendix 8.2 Governance Transformation and Treasury Committee Terms of Reference**

**April 2022**

1. **Purpose**

To consider the broader performance aspects of the organisation’s governance and culture including strategic aims for organisational improvement and business transformation including the achievement of Value for Money.

To assist the Board in the oversight of longer-term planning and treasury management, making recommendations for Board approval of the Treasury policy and strategy.

To assist the Board in ensuring the effectiveness of arrangements for Board governance, making recommendations to the Board in respect of non-Executive succession planning, recruitment, remuneration, evaluation of performance and opportunities for development which ensure compliance with the Boards chosen Code of Governance.

Providing oversight of the terms of appointment and remuneration of the Chief Executive and the effectiveness of Executive leadership.

To ensure the views and interests of residents are taken into account in all decisions.

1. **Responsibilities** 
   1. Organisational Improvement and Business Transformation

* To provide strategic oversight in relation to the development and delivery of Housing 21s Transformation (people and technology) and Value for Money Strategies which support Housing 21s overall strategic direction.
* Monitoring the delivery of these strategies, reviewing performance against agreed targets and compliance with related law / regulations including the delivery of value for money.
* To consider the key risks and mitigations associated with the delivery of the above strategies, and report to the Board their mitigation.
* Consider the arrangements for organisational leadership which enable the organisation to continue to perform effectively and take advantage of opportunities for innovation and improvement.
* Providing assurance to the Board on relevant policies that underpin the above strategies.
  1. Treasury Strategy and Treasury Management Policy
* To review Treasury Strategy on at least an annual basis, making recommendations to the Board for approval. By exception, and if required, an adhoc meeting can be called to discuss and review major changes with the view to making a recommendation to the Board.
* To provide on-going oversight on the delivery of Housing 21’s Treasury Strategy and Treasury Management Policy by regularly reviewing treasury position, covenant compliance and capacity, as well as monitoring the impact of activities and cash flows on covenant compliance
  1. Effectiveness Of Governance
* Annually review and approve Housing 21’s governance framework, including but not limited to the roles and responsibilities of the Board, duties and responsibilities of Executives and Officers, standards of behaviour, conflicts of interest procedures, gifts and hospitality, and procedures for nomination, selection and removal of Board members and Directors. Recommending the Governance Framework to the Board annually for approval.
* Consider the options for Codes of Governance, making recommendation to the Board for the adoption of the most applicable Code for the organisations.
* Receive reports on compliance with the organisations chosen Code of Governance, and providing assurance to the Board annually on compliance, maintaining oversight of any improvement plans arising from non-compliance.
* Ensure an appropriate process for reviewing Committee and Board effectiveness is in place annually.
* Receive an annual report on compliance with the Governance aspects of the Regulatory Standards, reviewing accuracy and completeness prior to submission to the Board.
* Review on an annual basis the register of interests and register of gifts and hospitality.
* Set the scope for periodic reviews of the effectiveness of Housing 21’s governance arrangements with a formal external review completed at least every three years.
* Ensure that appropriate remedial action is taken to address any identified weaknesses in governance or internal control raised by the Regulator and or as part of specific third-party reviews into effectiveness of governance.
* Keep both the Board and Audit and Assurance Committee informed of Governance incidents / weaknesses in governance, ensuring there is follow up to reduce or eliminate future incidents.
  1. Nominations
* In discussion with the Chair annually review and assess the appropriateness of the structure, size, composition, skills, knowledge and experience of the Board and its Committees including planning for the orderly succession and renewal of appointments to the Board.
* Overseeing the process for the recruitment, selection, and removal of Board members, including the documentation of formal agreements and job roles, whilst recognising that any appointment or removal of Board members requires Board approval.
* Ensuring that an effective induction, appraisal, training, and development programme is in place for all new and existing Board members.
  1. Remuneration
* Keeping abreast of remuneration in other organisations determining and agreeing with the Board the remuneration of the Chair and Non-Executive Directors and making recommendation to the Board for the remuneration of the Chief Executive.
* Seeking external benchmarking at least every three years to ensure remuneration packages remain fit for purpose.
* Ensuring both contractual and non-contractual terms on termination, and any related payments made, are fair, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
* Ensuring that any severance payments made to any member of the Executive Team, including the Chief Executive, are in accordance with employment regulations. Compensation packages require Board approval as does the cessation of the Chief Executives position.
  1. Other
* Interacting as appropriate with the Investment and Development Committee on Long Term business planning and the links with Development and Asset Management activities, and with the Audit and Assurance Committee on internal control and risk.
* Keeping up to date and fully informed about strategic issues, good governance and commercial changes affecting Housing 21 and the context, sectors, and markets within which it operates.

1. **Membership** 
   * 1. A minimum number of members of the Committee shall be **three.** Members of the Committee will be appointed by the Board and shall not include management.
     2. The Chief Executive, Executive Director of People and Systems will have a standing invitation to attend the Committee. The Chief Finance Officer, Head of Finance & Accounting, Head of Commercial Finance, Head of Legal, Director of Audit, Assurance and Governance, and other Executives may attend when required or invited.
     3. The Chair of the Board is a non-voting member of the Committee.
2. **Quorum**

4.1 The quorum for meetings will be 2 Committee members excluding the Chair of the Board.

1. **Meetings** 
   1. There will be a minimum of four meetings held per annum the dates of which are to be agreed with the Board but may be amended from time to time by the Chair of the Committee.
2. **Skills**

Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* Finance
* Treasury
* Governance
* People and Culture
* Innovation and Transformation
* Information Technology

**7. Delegated Authority**

The Board may delegate specific determination of specific Treasury or Investment decisions or other matters to the Committee.

**8. Annual Review**

The Committee will review these terms of reference annually.

# **Appendix 8.3 Investment and Development Committee Terms of Reference July 2023**

1. **Purpose**

To provide oversight and assurance in relation to the delivery of the Group’s development and asset management strategies, making informed decisions and recommendations that reflect both business and resident priorities, specifically:

* Delivery of the agreed property development targets and outcomes (in terms of number of homes, financial indicators, sales, lettings, sustainability and qualitative measures)
* Acquisition of properties and or services
* Delivery of the Asset Management strategy
* The development and delivery of an environment plan that will improve our understanding of energy, improve affordable comfort for residents and drive the decarbonisation of our properties
* Ensuring our properties are safe and that we continuously seek to improve the safety of properties by improvement in policy, process and technology
* The overall development programme (including all developments) to ensure the cumulative risk is understood.
* Inform and help shape strategic direction on development, asset management (including decarbonisation of properties), and strategy for the Board to sign off

Additionally, the Committee will review the development and asset management strategies making recommendations to the Board on issues to consider in changing or adjusting strategic direction.

1. **Responsibilities**

Development

It is anticipated that the Group, on behalf of the Board, will:

* Review the standard appraisal criteria periodically
* Review DSG and Executive decisions including all development investments
* Monitor progress with development in reaching targets (via dashboard)
* Review the pipeline of new business
* Monitor sales performance
* Review and approve business cases for development schemes over £10m (to provide Board assurance), inclusive of external validation for key assumptions (e.g. land valuation, sales and rent valuations, construction costs)
* Receive financial reports on construction costs against budget for the entire development programme
* Monitor delivery of all developments to ensure schemes reflect the desired service and tenure offer in agreed locations and meet resident expectations
* Review performance and lessons learned on new developments at stages 1 (post completion to consider construction and capital budget) and 2 (after 12 months, lettings and sales,and quality assessment including resident feedback)
* Review value for money arrangements, with for development and asset management
* Review, periodically, the Governance arrangements for Development approvals and monitoring
* Monitor impact of development on financial capacity and business plan, including assessments of impact if all committed development is reverted to rent
* Review approach to improving quality of construction with regard to design, specification and achieving Future Homes Standards or better

Asset Management and Stock Investment

It is anticipated that the Group, on behalf of the Board, will:

* Review and monitor delivery of the agreed Housing 21 property standards in relation to resident commitments
* Monitor the delivery of Stock Investment works against budget
* Review Stock Condition Survey information and inform business plan assumptions
* Review modernisation plans and receive reports on outcomes for the business and for residents
* Receive regular updates on Property Compliance and Safety policies, processes and outcomes
* Receive an annual assessment of overall position of Courts based on agreed RAG rating
* Review 5 year rolling capital (SIP) and revenue (Decorations) budget and recommend to the Board as appropriate
* inform and monitor the delivery of the environmental strategy and plans to achieve net zero by 2042

**3. Membership**

The Investment and Development Committee comprises up to five members of the Board. To maintain a line of sight from Operations, there will be at least one member who is also on the Extra Care Committee and one member from the Retirement Living Committee.

The Chief Executive, Deputy Chief Executive and the Chief Financial Officer will have a standing invitation to attend the Investment and Development Committee.

Other officers responsible for significant capital investment who will attend the committee as and when the agenda requires, are:

* Head of Property Investment
* Head of Group Compliance
* Head of Development
* Head of Construction
* Head of Acquisitions
* Head of Cohousing
* Head of Financial Accounting
* Other officers from development, construction, asset management and finance as appropriate

The Chair of the Board will not Chair the Committee and is in attendance as a non-voting member.

**4. Meeting frequency**

The committee is to meet quarterly. Timing of meetings is to be spaced between Board meetings to offer improved coverage for decision making on capital investments relating to development.

On occasion, there might be a need to meet virtually or as an exception to agree a property development investment or to make a funding decision that requires Board member authority.

**5. Quorum**

The meeting will be quorate if there is at least three Board Members present (including the Chair or nominated Chair).

1. **Skills**

Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* Development
* Property
* Asset Management
* Finance
* Resident insight

**7. Delegated authority**

To exercise Board delegated authority for property investment decisions above £10m that meet the agreed hurdle rates and financial parameters as set by Board (please refer to the agreed scheme appraisal criteria). The Committee holds this delegated authority to enable timely property development and acquisition decisions outside of the normal Board meeting timetable. The Committee does not have an upper limit of delegated authority, it will however consider the cumulative effect of its decisions and escalate to the Board decisions which increase the organisations risk exposure above the Board’s risk appetite.

Board will receive a report on any decisions made by the Committee as part of the regular Development update to Board.

Any Stock Investment decisions will be managed via the budget sign off or full Board decision (as there is no expected urgency to these).

**8. Annual review of effectiveness**

The Committee will review these terms of reference and the effectiveness of the Committee, including membership, annually

# **Appendix 8.4 Extra-Care Committee Terms of Reference Feb 2021**

1. **Purpose**

To support, scrutinise, monitor and review the strategic and operational performance and potential of Housing 21’s Extra Care services as well as providing specific oversight and acting as the Board of Housing 21 Guernsey LBG (Housing 21 Guernsey) to give attention to associated relationships, opportunities and performance issues.

1. **Responsibilities**

The Committee will:

* Consider the strategic priorities and potential of Extra Care within the context of the operating environment.
* Assess and monitor the risks and the effectiveness of the associated mitigations and measures to manage risks that apply to Extra Care and ensure that these are effectively reported to the Board as well as the Audit and Assurance Committee.
* Set and monitor key performance indicators and consider reports of operational performance and achievement to ensure that service standards are being achieved and quality enhanced for residents.
* Ensure that residents are and remain at the heart of the Extra Care service and seek to ensure that their views shape the decisions and judgements being made.
* Review and comment on the budgets set for Extra Care to ensure that performance expectations in terms of financial contribution are reasonable and that there is sufficient investment and resource available to achieve the desired standards and meet the strategic priorities.
* Consider the potential, contribution, development and deployment of the people resources across Extra Care including the Kent Community Partnership Ltd to ensure that they have the necessary skills, support and commitment to deliver high quality services and resident satisfaction.
* Review key policies in respect of quality including but not limited to Safeguarding, and Medications Management, making recommendations for Board approval.
* Assess, direct and evaluate opportunities, priorities and risks for development of new Extra Care properties and acquisitions.
* Consider the activity of the Kent Community Partnership PFI Board to ensure an integrated and coordinated approach across Extra Care.
* Whilst the Walsall PPP contract does not operate through a separate company, the Committee will be alert to the complexities of this service and oversee not only contractual compliance but also continued integration into the Extra Care business.

1. **Housing 21 Guernsey LBG**

The Committee will ensure that the functional Board of Housing 21 Guernsey acts in strict compliance with its Memorandum & Articles and the requirements of Housing 21’s Rules, Governance Handbook and Governance Framework. In particular, the Committee will:

* Approve and own strategic direction ensuring Housing 21 Guernsey is within the framework of the Association’s strategic vision and monitor and evaluate the progress against strategic aims, objectives and financial targets;
* Take responsibility for the governance and management whilst delegating operational management to the Executive Team;
* Scrutinise and comment on the management accounts and annual budget and accounts and make recommendations to the Board for approval;
* Comment on and contribute to the merit of relevant projects;
* Regularly review the risk register for onward consideration by the Audit and Assurance Committee and Association Board;
* Ensure that Housing 21 Guernsey functions within the legal and financial requirements of it’s Constitution;
* Regularly monitor the context and operating environment and address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders whilst ensuring there are good relations with the local community, local policy and decision makers in Guernsey;

**4. Membership**

4.1 The Extra Care Committee shall comprise of four members of the Board. The quorum for the Committee is three members

4.2 The Executive Director Extra Care will have a standing invitation to attend the Committee. The Chief Executive and other Executive Directors and managers may attend by invitation from the Chair of the Committee.

4.3 There is an open invitation for both the Chair of the Board and Deputy Chair to attend the Committee, but if present will not act as chair of the Committee and will attend as a non-voting members of the Committee.

**5. Meeting frequency**

5.1 The Committee will meet at least four times per annum with the timing of meetings to be distributed throughout the year to allow for regular reporting to the Board of Housing 21 and effective monitoring of performance.

5.2 On occasion, there might be a need to arrange additional meetings to review significant events and or consider urgent matters.

**6. Skills**

6.1 Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* Supported Housing
* Housing and Care Management

**7. Annual review**

The Committee will undertake a self-assessment of its effectiveness and review these terms of reference, including membership, on an annual basis.

# **Appendix 8.5 Retirement Living Committee Terms of Reference October 2022**

**1. PURPOSE**

To support, scrutinise, monitor and review the strategic and operational performance and potential of Housing 21’s Retirement Living services which include Housing 21 Leasehold properties and services and to give attention to associated relationships, opportunities and performance issues.

**2. RESPONSIBILITIES**

The Committee will:

* + Ensure that residents are and remain at the heart of the Retirement Living service and seek to ensure that their views shape the decisions and judgements being made. This includes having mechanisms in place to ensure that the Committee hears residents views, considers them and is able to feedback to residents on the difference that their views make to Housing 21.
  + Consider the strategic priorities and potential of Retirement Living within the context of the operating environment.
  + Assess and monitor the risks and the effectiveness of the associated mitigations and measures to manage risks that apply to Retirement Living and ensure that these are effectively reported to the Board as well as the Audit and Assurance Committee.
  + Maintain a clear understanding of specific issues facing Housing 21’s leasehold estate and the impact of ongoing legislative (and other) changes.
  + Set and monitor key performance indicators and consider reports of operational performance and achievement to ensure that service standards are being achieved and quality enhanced.
  + Be alert to the impact of changes in rent and service charges, particularly on affordability.
  + Review and comment on the budgets set for Retirement Living to ensure that performance expectations in terms of financial contribution are reasonable and that there is sufficient investment and resource available to achieve the desired standards and meet the strategic priorities.
  + Consider the potential, contribution, development and deployment of the people resources within Retirement Living to ensure that they have the necessary skills, support and commitment to deliver high quality services and resident satisfaction.
  + Assess, direct and evaluate opportunities, priorities and risks for development of new Retirement Living properties and acquire.
  + Consider the activity of the Oldham Retirement Housing Partnership PFI Board to ensure an integrated and coordinated approach across Retirement Living.
  + Advise the Housing 21 Board of any material matters arising.

**3. MEMBERSHIP**

3.1 The Retirement Living Committee shall comprise of at least three members of the Board; The quorum is three members or 50% of the Committee (whichever is lower)

3.2 The Executive Director Retirement Living will have a standing invitation to attend the Committee. The Chief Executive and other Executive Directors and managers may attend by invitation from the Chair of the Committee.

3.3 There is an open invitation for both the Chair of the Board and Vice Chair to attend the Committee, but if present will not act as chair of the Committee and will attend as a non-voting members of the Committee.

**4. MEETING FREQUENCY**

4.1 The Committee will meet at least four times per annum with the timing of meetings to be distributed throughout the year to allow for regular reporting to the Board of Housing 21 and effective monitoring of performance.

4.2 On occasion, there might be a need to arrange additional meetings to review significant events and or consider urgent matters.

**5. SKILLS**

Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* + Supported Housing
  + Housing Management
  + Leasehold Management
  + Asset investment

**6. ANNUAL REVIEW**

The Committee will undertake a self-assessment of its effectiveness and review these terms of

reference, including membership, on an annual basis

# **Appendix 8.6 Oldham Committee Terms of Reference**

1. **Overall purpose of the committee** 
   1. To act as the functional Board of Oldham Retirement Housing Partnership Ltd (“ORHP”) in strict compliance with its Rules (“the Constitution”) and Housing 21’s Governance Framework.
   2. To advise the Housing 21 Board of any material matters arising and relating to the Oldham PFI Project (“the Project”).
2. **Responsibilities** 
   1. Approve and own the strategic direction for ORHP ensuring it is within the framework of Housing 21’s strategic vision and monitor and evaluate project progress against strategic aims, objectives and financial targets;
   2. Take responsibility for the governance and management of matters related to the Project and the PFI Project Agreement (“the Contract”) whilst delegating operational management to the Executive Team;
   3. Scrutinise and comment on the management accounts and annual budget and accounts for ORHP and make recommendations to the Housing 21 Board for approval;
   4. Regularly review the risk register for ORHP for onward consideration by the Audit and Assurance Committee;
   5. Ensure that ORHP functions within the legal and financial requirements of its Constitution and in compliance with the Contract;
   6. Regularly monitor the context and operating environment and address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders whilst ensuring there are good relations with the local community, local authority, local policy and decision makers within the region in which ORHP operates.
   7. Ensure that the processes of governance are carried out effectively e.g.:
      * Changes to the structure, size and composition of the ORHP Board are carried out in accordance with its Constitution;
      * Evaluation of the performance of the ORHP Board is carried out annually;
      * Committee meetings shall be called, held and minuted in compliance with its Constitution; and
      * General Meetings are called and held in accordance with the Constitution.
3. **Membership** 
   * The Board shall consist of four members or such greater amount not exceeding 12 as may be determined by Housing 21 as parent;
   * Committee members and the Chair shall be appointed by the Housing 21 Board;
   * The Committee has the power to co-opt members.
4. **Quorum**

A quorum shall be 3 members or 50% of the Board (whichever is lower).

1. **Meetings**

The Committee meets four times a year and additional meetings may be called as required.

1. **Skills**

Committee members should have or ensure that they have access to the following range of skills, experience, knowledge of and a general understanding of:

* Supported Housing
* Housing and Care Management
* The legal and regulatory environment

1. **Reporting responsibilities**
   * The Committee Chair shall report formally to the Housing 21 Board on its proceedings after each meeting on all matters within its duties and responsibilities
   * The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

# **Appendix 8.7 Kent Community Partnership Committee Terms of Reference Feb 2021**

1. **Overall purpose of the committee** 
   1. To act as the functional Board of Kent Community Partnership Ltd (“KCP”) in strict compliance with its Rules (“the Constitution”) and Housing 21’s Governance Framework.
   2. To advise the Housing 21 Board of any material matters arising and relating to the Kent PFI Project (“the Project”).
2. **Responsibilities** 
   1. Approve and own the strategic direction for KCP ensuring it is within the framework of Housing 21’s strategic vision and monitor and evaluate project progress against strategic aims, objectives and financial targets;
   2. Take responsibility for the governance and management of matters related to the Project and the PFI Project Agreement (“the Contract”) whilst delegating operational management to the Executive Team;
   3. Scrutinise and comment on the management accounts and annual budget and accounts for KCP and make recommendations to the Housing 21 Board for approval;
   4. Regularly review the risk register for KCP for onward consideration by the Audit and Assurance Committee;
   5. Ensure that KCP functions within the legal and financial requirements of its Constitution and in compliance with the Contract;
   6. Regularly monitor the context and operating environment and address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders whilst ensuring there are good relations with the local community, local authority, local policy and decision makers within the region in which KCP operates.
   7. Ensure that the processes of governance are carried out effectively e.g.:
      * Changes to the structure, size and composition of the KCP Board are carried out in accordance with its Constitution;
      * Evaluation of the performance of the KCP Board is carried out annually;
      * Committee meetings shall be called, held and minuted in compliance with its Constitution; and
      * General Meetings are called and held in accordance with the Constitution.
3. **Membership** 
   * The Board shall consist of four members or such greater amount not exceeding 12 as may be determined by Housing 21 as parent;
   * Committee members and the Chair shall be appointed by the Housing 21 Board;
   * The Committee has the power to co-opt members.
4. **Quorum**

A quorum shall be 3 members or 50% of the board (whichever is lower).

1. **Meetings**

The committee meets four times a year and additional meetings may be called as required.

1. **Reporting responsibilities**
   * The committee chair shall report formally to the housing 21 board on its proceedings after each meeting on all matters within its duties and responsibilities
   * The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

# **Appendix 9 Further Important Information Related to Governance Responsibilities**

**Board Members must comply with all Housing 21 policies / procedures relevant to Board Members include the following:**

Conflicts of Interest

Data Protection Policy “Privacy Standard”

Equality, Diversion and Inclusion Policy

Gifts & Hospitality

Grievance Policy

Health & Safety Policy

Housing 21 Rules

Memorandum and Articles of Association

Professional Boundaries / Relationships

Risk Management Policy & Procedure

Social Media Policy

Whistleblowing Policy & Procedure

**Key Documents which support good governance**

Board Meeting Planner and Timetable

Board Member Appraisal Process

Board Policy Framework

Board Member Skills Assessment

Board Member Induction Framework

Company Secretary Framework

Governance Framework

Scheme of Delegation

NHF Code of Governance