# Housing 21 Governance Handbook

**July 2026**

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| **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 further 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. |
| 1.8 | December 2024 – update to reflect Social Housing (Regulation) Act 2023 and the Regulator of Social Housing's (RSH) Consumer Standards |
| 1.9 | March 2025 – update to Governance Committee name and Terms of Reference |
| 1.10 | Comprehensive review and update to reflect the revised Committee structure and Terms of Reference; strengthened provisions relating to resident focus, equality, diversity and inclusion, workforce and performance oversight, delegations, risk and control, Board recruitment and induction, grievance arrangements and matters reserved to the Board. |

## Contents

## Introduction to Governance at Housing 21

**Purpose of the Handbook**

The purpose of this Handbook is to support good governance across Housing 21 by setting out the key roles, responsibilities, structures and standards that guide the work of the Board, its Committees and relevant subsidiaries. It is intended to provide a clear and accessible reference point for Board and Committee members, the Executive and those supporting governance activity.

The Handbook reflects Housing 21's adoption of the National Housing Federation Code of Governance 2020 and is structured around the Code's four core principles: Mission and Values, Strategy and Delivery, Board Effectiveness, and Control and Assurance. It should be read alongside Housing 21's Rules, relevant subsidiary constitutional documents, Committee Terms of Reference, the Financial Delegated Authority Policy, the Governance Framework, Board-approved policies and other internal procedures.

The Handbook does not replace those formal documents or create separate legal obligations. Its purpose is to draw together the key governance arrangements in one place, promote a shared understanding of how governance operates at Housing 21, and support consistent, transparent and accountable decision-making. The Handbook will be reviewed regularly and updated to reflect changes in governance structure, regulation, good practice and Board-approved arrangements.

**Principles of the Governance Handbook**

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

**1. Mission and Values**

The Board sets and actively promotes Housing 21's social purpose, mission, values, and ambitions, placing residents at the heart of everything we do. Our commitment to residents shapes a positive culture grounded in respect, integrity, and high standards of conduct, which protect and enhance the organisation's reputation. The Board is accountable to residents and customers, ensuring that every decision supports their wellbeing, meets their needs, and aligns with our mission to provide high-quality housing and care.

**2. Strategy and Delivery**

The board sets ambitions, plans, and strategies. It monitors the organisation'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 current and future residents and communities where Housing 21 operates.

**4. Control and Assurance**

The Board fosters a culture of openness, actively listening to and addressing concerns in a responsive and constructive manner. We are committed to learning from feedback and experiences to strengthen our organisation continually. The Board diligently manages risks, ensuring that robust controls are in place and effective, while encouraging an environment where concerns can be raised openly and confidently, knowing they will be met with respect and 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 organisation'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 organisation 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 establishes Committees where this enables more effective scrutiny, assurance, control or oversight of particular areas of Housing 21’s activity. Committees support the Board by considering matters in greater detail, testing assurance, reviewing performance and risk, and making recommendations or decisions within the authority delegated to them by the Board.

Terms of Reference for each Committee are approved by the Board and included in the appendices to this Handbook. They set out each Committee’s purpose, membership, delegated authority, reporting arrangements and responsibilities.

Housing 21’s Committees are:

- Audit and Risk Committee — advises the Board on the effectiveness of internal controls, risk management, assurance, internal audit, external audit, fraud, probity, regulatory compliance and the overall control environment.

- Resident Standards and Services Committee — supports the Board by scrutinising resident services, service quality, resident experience, complaints, safeguarding, care quality, housing management, consumer standards, resident engagement and operational performance across Retirement Living and Extra Care.
- Asset Management, Development and Acquisitions Committee — supports the Board by scrutinising investment, development, acquisitions, asset management, stock investment, property compliance, building safety, sustainability, major property-related decisions and the long-term quality and viability of Housing 21's homes.
- Governance, People and Systems Committee — supports the Board by overseeing governance effectiveness, Board and Committee composition, succession, recruitment, remuneration, Code compliance, people and culture, workforce matters, systems, data, technology and digital transformation.
- Subsidiary, PFI / PPP and Guernsey arrangements are subject to appropriate governance and reporting routes, including subsidiary board arrangements, relevant Committee oversight and escalation to the Board where required. These arrangements provide effective Group oversight while recognising the separate constitutional, contractual or jurisdictional requirements that may apply.

Committee Chairs report regularly to the Board, ensuring that the Board retains overall oversight of matters considered under delegation and that issues requiring Board decision or escalation are clearly identified.

Membership of Committees is determined by the Board, having regard to skills, experience, independence, diversity of thought, resident voice, succession planning and the requirements of each Committee's Terms of Reference. Where appropriate, the Board may appoint co-opted Committee members to strengthen expertise, capacity or assurance.

### Mission and Values (Principle 1)

The Board's purpose is to provide effective leadership, guiding the organisation 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 organisation's reputation and emphasizing equality of opportunity and inclusion.

Housing 21's core commitment is to provide high-quality, affordable housing, support and care for older people, enabling residents to live independently, safely and well in homes and communities that meet their needs.. 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.

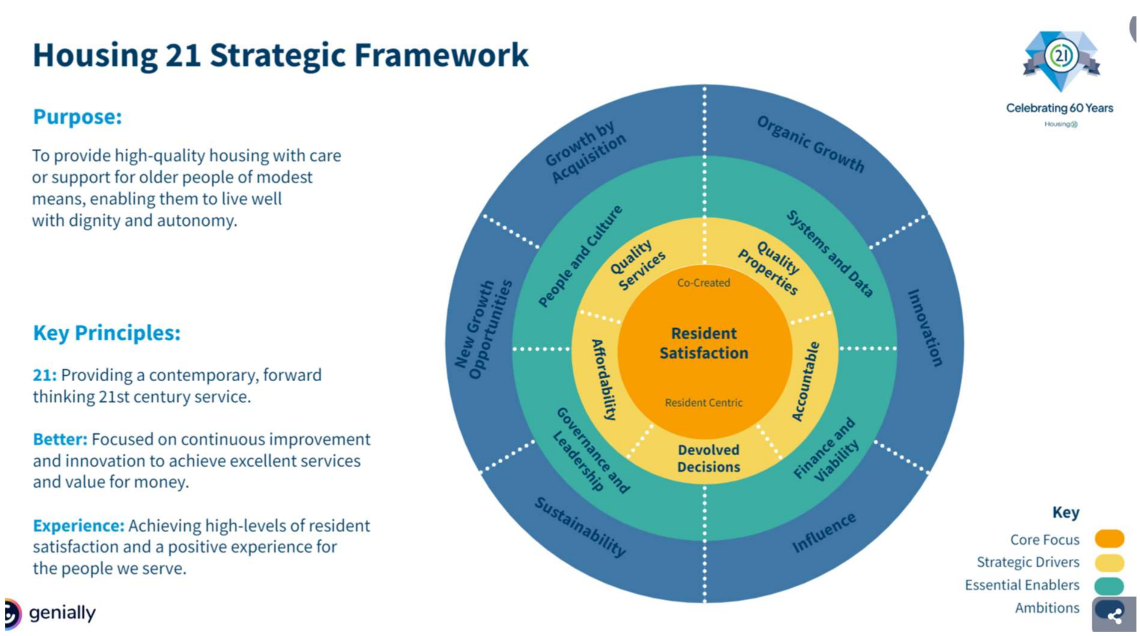
The Board keeps the Strategic Framework, guiding principles and strategic drivers under review through Board reporting, strategic planning, Board Away Days and business planning, ensuring that Housing 21's mission and values remain relevant to the changing needs of residents, employees, regulators, funders and the wider operating environment.

The Board directs Housing 21 in becoming a leading, not-for-profit provider of Retirement Housing and Extra Care for older people. Three guiding principles support the overall mission and guide the organisation's strategy. The entire organisation, 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.*

**Strategic Framework**

A picture of the Strategic Framework is included below. This provides a structure and diagrammatic depiction of the key strategic considerations and priorities for Housing 21.



**Central Focus**

The Centre Circle of the Strategic Framework is the core proposition that Housing 21 is seeking to deliver satisfaction to the residents it serves. It will do this by being resident centric so they are at the heart of all decisions and by co-creating services with them so that they are involved and engaged in the choices and compromises that need to be made.

**Strategic Drivers of Resident Satisfaction**

The key drivers and means to achieve resident satisfaction are:

- **Quality Properties** –As well as investment in improvements it is essential that day to day repairs are carried out promptly and to a good standard and that residents are never left in unsafe or unsuitable homes.
- **Quality Services** – people provide services so the quality, availability and responsiveness of local employees and out of hours back up services are thus a critical element of resident satisfaction.
- **Affordability** – as an organisation focused on providing help to older people of modest means it is essential that Housing 21 services are seen to provide good value for money as well as being financially affordable both to those in receipt of benefits but also those with limited savings or additional sources of income.
- **Accountability** – it is essential that Housing 21 is accountable to residents and puts things right when they get things wrong. This will mean ensuring that residents have a voice and can provide feedback and comments and Housing 21 is proactive in responding and learning from complaints. For Housing 21 to be held to account it will be open and transparent about costs and policies.
- **Devolved Decisions** – recognising that each court/scheme will be unique and therefore needs to work with residents to determine how services are to be specified and delivered locally. This will involve ensuring that residents have a say and are listened to in making judgements about priorities. Each site should have its own plan and agreement about how it will operate and what changes or improvements are needed.

**Strategic Enablers**

- **Finance & Viability** – It is important for Housing 21 to operate as a viable business, meeting all key ratios and maintaining ability to withstand uncertainties and maintain strong credit rating and confidence of investors and regulators.
- **Systems & Data** – Refresh core systems and put in place means to access data as a source of business intelligence and potential efficiencies.
- **People & Culture** – Services depend upon people so need to be able attract, retain and motivate employees to provide excellent services. Culture is a key factor in this (especially given the devolved service model) and needs to continue to emphasise the principles of 21, Better and Experience as well as the commitment to Doing the Right Thing and striving to be 'better than good'.
- **Governance & Leadership** – Governance needs to provide effective oversight and

constructive challenge to achieve goals but without getting embroiled in the details. Ensuring that the Board and Executives have the right skills and managing succession are key considerations as is having clear reports and means to triangulate information.

**Strategic Ambitions**

- **Organic Growth** – Developing Housing 21 services by building more properties, but with scope for improvement and innovation around the specifications, materials and means of construction as well as directing efforts into areas of higher need and under-provision.
- **Growth by Acquisition** – Opportunity to take on services from others in order to improve them and provide better experiences.
- **New Growth Opportunities** – Exploring new funding opportunities and mechanisms to deliver the homes need for a growing ageing population. This might be linked to managing assets owned by others (e.g. pension funds) or exploration of other funding and delivery partnerships and models.
- **Innovation** – Considering alternatives and continuing to evolve and also looking ahead in designing services for the future and contemplating ways in which we can change and improve existing processes and practices.
- **Influence** – Influence can help open up opportunities as well as minimise risks, but to have a stronger voice and influence it essential that Housing 21 services have a high reputation but also that others know about them. It may also be necessary to collaborate with others to have a stronger combined voice and influence.
- **Sustainability** – The impact we have on the environment both directly and indirectly is a key consideration for the reputation of Housing 21, but also has the potential to shape the experience and affordability of services and properties for residents.

**Resident Focus**

Resident focus is central to Housing 21's mission, strategy and governance. The Board is committed to ensuring that the needs, safety, views and experiences of current and future residents are placed at the heart of decision-making, and that resident impact is considered not only in service delivery, but also in strategy, risk, assurance, investment, complaints, transparency and governance.

Housing 21's Strategic Framework places resident satisfaction at the centre of the organisation's purpose, supported by the strategic drivers of quality properties, quality services, affordability, accountability and devolved decision-making. These principles require the Board to consider how decisions affect residents' homes, services, safety, costs, choice, wellbeing and ability to influence local priorities.

Resident focus is supported by Housing 21's Resident Engagement Strategy, Resident Experience Strategy, Consumer Standards / C1 improvement work, complaints learning, resident-facing performance reporting, service charge consultation, scheme-level engagement and resident forums. These arrangements provide opportunities for residents to influence strategic and operational priorities, scrutinise performance, shape service improvements and hold Housing 21 to account.

The Board's Committee structure further embeds resident focus. The Resident Standards and Services Committee provides dedicated Board-level scrutiny of resident services, service quality, consumer standards, resident experience, complaints, safeguarding, care quality, housing management and operational performance across Retirement Living and Extra Care. This ensures that resident-facing issues receive focused governance oversight and that the Board has a clear route for assurance, challenge and escalation on matters directly affecting residents.

The Board receives insight into resident views and needs through a range of sources, including Tenant Satisfaction Measures, resident surveys, complaints and compliments, resident forums, scheme visits, service charge engagement, safeguarding reporting, resident-facing performance reports and operational performance reporting. Board and Committee papers identify resident impact where relevant, helping ensure that decisions are informed by resident experience and likely resident outcomes.

Resident voice is also embedded in governance through Resident Board membership and resident involvement in Board and Committee activity. A Resident Board Member also acts as the Member Responsible for Complaints, providing a direct resident perspective on complaints oversight, complaints learning and Board assurance. This helps ensure that complaints are treated not only as process compliance, but as an important source of resident insight, service improvement and accountability.

Housing 21 provides residents with information and opportunities to scrutinise performance and hold the organisation to account. Resident-facing performance reports, resident forums, complaints learning, resident scrutiny activity, service charge consultation, choice and consensus arrangements and local engagement all support transparency and accountability. Feedback from residents is used to inform service improvement, Board and Committee reporting and future engagement activity.

Resident safety is an overriding priority. The Board receives regular assurance on resident safety through health and safety reporting, property compliance reporting, safeguarding reports, care quality reporting, CQC and local authority notifications, strategic and operational risk reporting, the Board Assurance Framework and internal / external audit activity. This includes oversight of fire safety, building safety, Awaab's Law, damp and mould, safeguarding, medication errors, resident complexity, behavioural risk and wider health and safety matters.

Housing 21 is also preparing for the Social Tenant Access to Information Requirements. This will further strengthen transparency and accountability by providing for proactive publication of housing management information and a clear process for residents or their representatives to request relevant information. Where information cannot be provided, Housing 21 will explain why, subject to appropriate legal, confidentiality, data protection, safety, commercial sensitivity and privilege considerations.

The Board keeps resident engagement, scrutiny and accountability arrangements under review to ensure they remain meaningful, accessible and inclusive for residents across different tenures, services, communities, support needs and levels of confidence. This includes ensuring that resident insight is not treated as a standalone engagement activity, but as a core part of governance, assurance, performance oversight and strategic decision-making.

**Equality, Diversity, and Inclusion**

The Board is committed to ensuring that equality, diversity, inclusion, respect and fairness are embedded in Housing 21's governance, culture, services, employment practices and decision-making. This commitment applies both to the way Housing 21 supports residents and employees, and to the composition, behaviours and effectiveness of the Board itself.

Housing 21's approach is supported by the Respect and Inclusion Strategy and Charter, which set out the organisation's commitment to creating an environment where residents, employees, Board and Committee members, partners and others who engage with Housing 21 are treated with dignity, fairness and respect. The Board recognises that inclusion is not simply a matter of legal compliance, but is central to resident experience, employee wellbeing, service quality, organisational culture and the delivery of Housing 21's social purpose.

The Board receives assurance on equality, diversity and inclusion through regular reporting, Board Champion activity, employee and resident data, employee engagement, resident feedback, complaints learning, policy review and scrutiny of key strategies and decisions. This includes consideration of how Housing 21 understands the diverse needs, characteristics and circumstances of residents and employees, and how that understanding informs services, communication, engagement, workforce practice and strategic priorities.

The Board has appointed a Board Champion for diversity, equity and inclusion, providing additional focus, challenge and visibility. This role supports Board oversight by helping to test whether commitments are being translated into practical action, whether progress is being measured, and whether the organisation is sufficiently ambitious in addressing barriers to inclusion.

Housing 21 seeks to use resident and employee insight to improve inclusive practice. This includes developing better data, listening to resident and employee voice, supporting employee networks and affinity groups, considering accessibility and reasonable adjustments, improving communication with diverse communities, and ensuring that policies and services reflect the needs of older people with different backgrounds, protected characteristics, health conditions, disabilities, communication needs and life experiences.

The Board also considers equality, diversity and inclusion in its own composition and succession planning. Board and Committee recruitment, including Chair recruitment, Board member recruitment and Resident Board Member recruitment, takes account of skills, experience, lived experience, resident voice, diversity of thought and the communities Housing 21 serves. The Board recognises that diversity of background, perspective and challenge strengthens decision-making and helps avoid groupthink.

Equality, diversity and inclusion are also considered in service delivery and strategic decision-making. Board and Committee papers identify people and resident impacts where relevant, and the Board expects significant decisions to consider whether different groups may be affected differently. This includes consideration of accessibility, digital inclusion, affordability, resident engagement, safeguarding, allocations, complaints, service quality, workforce practice and the design of future homes and services.

Housing 21 regularly publishes and reports on its work to advance equality, diversity and inclusion, including progress against agreed priorities. The Board keeps these arrangements under review to ensure that commitments remain meaningful, measurable and connected to resident outcomes, employee experience, organisational culture and the wider social purpose of Housing 21.

**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.

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| **Trust and Respect** | We will:<br>• assume good intent is meant from the outset, embracing viewpoints and suggestions<br>• value diversity of thought and listen to each other intently<br>• be mindful of language and tone whilst being truthful and candid |
| **Collective Responsibility** | We will<br>• adopt a 'one team' approach, maintaining combined ownership and accountability for strategic direction, risk management and performance<br>• ensure consensus is reached on all areas of importance |
| **Listening and responding** | We will<br>• actively seek to understand the customer perspective in all that we do and ensure that customer perspective drives decision making<br>• 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<br>• ensure differing points of view are heard and speak out when we have an alternative perspective<br>• encourage debate through constructive challenge and support, confirming consistency of views without repetition<br>• value continuity as well as the opportunity which comes from change |
| **Create Time and Space** | We will |

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|---|---|
| | • create collective and individual space for research and understanding on issues of strategic importance before their debate<br>• take time to reflect on successes and challenges and the lessons learned from both<br>• 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 is responsible for setting the tone for integrity, probity and ethical conduct across Housing 21. Board and Committee members are expected to act in the best interests of Housing 21, uphold high standards of conduct, and demonstrate openness, transparency and accountability in the way they discharge their roles.

The Board has adopted a formal Code of Conduct for Board and Committee members, set out in Appendix 1. Board and Committee members are individually and collectively responsible for complying with the Code and must notify the Chair promptly if they believe they may have breached the Code or any relevant policy. The Board Code of Conduct is supported by, but distinct from, Housing 21's employee Code of Conduct and wider organisational conduct framework.

The Board maintains arrangements for identifying, declaring, recording and managing actual, potential and perceived conflicts of interest. A Register of Interests is maintained by the Company Secretary, published on Housing 21's website and reported annually through the agreed governance route.

Board and Committee members must disclose any personal, professional or business interest which may, or may be perceived to, conflict with their responsibilities. Where there is a material conflict, the individual concerned will withdraw from discussion and decision-making on the relevant matter. Where there is a fundamental or ongoing conflict, the Board will determine whether the individual should continue as a Board or Committee member.

Housing 21's wider probity framework includes policies and procedures relating to gifts and hospitality, fraud, bribery and corruption, whistleblowing, conflicts of interest, access to information, confidentiality and business ethics. These arrangements support the Board in maintaining public trust, safeguarding Housing 21's reputation and ensuring that decisions are made transparently and in the interests of the organisation and its residents. Accountability

The Board is committed to openness, transparency and accountability to key stakeholders, including residents, employees, local authorities, care partners, community organisations, regulators, funders, investors and sector bodies. The Board ensures that Housing 21 works constructively with others where this supports delivery of its social purpose, strategic objectives and responsibilities to residents.

Housing 21 publishes information about its activities, performance, governance and future plans through a range of documents and communication routes, including the Annual Report and Financial Statements, resident-facing performance reports, resident communications, website content, investor information, regulatory reporting and other stakeholder updates. These arrangements help residents and other stakeholders understand how Housing 21 is performing and how it is seeking to improve.

Accountability to residents is supported through resident forums, scheme-level engagement, service charge consultation, complaints reporting and learning, resident-facing performance information, Resident Board membership and resident scrutiny opportunities. These routes allow residents to question, challenge, influence and hold Housing 21 to account for the services it provides and the decisions it makes.

Housing 21 is also preparing for the Social Tenant Access to Information Requirements. These arrangements will strengthen transparency and accountability by requiring proactive publication of relevant housing management information and a clear process for residents or their representatives to request information. Where information cannot be provided, Housing 21 will explain why, taking account of data protection, confidentiality, legal privilege, commercial sensitivity, safety and other legitimate restrictions.

The Board also recognises the importance of wider stakeholder engagement and influence. Housing 21 engages with local authorities, commissioners, care partners, regulators, Homes England, funders, investors, government, sector bodies and community partners where this helps improve services, manage risks, develop new homes, promote older people's housing and care, and support better outcomes for residents.

**Reputation and Trust**

Board members bear the responsibility of maintaining trust in the organisation 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 organisation'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 organisation) 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 Communications 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 organisation 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 organisation's direction, the Board engages with others through a matrix of relationships and contact points, fostering collaboration for effective strategy implementation.

<table>
<tr><th></th><th>Board</th><th>Our People</th></tr>
<tr>
<td rowspan="4"><ul><li>Through focus and interest groups shares the resident view and perspective, influencing proposed strategy.</li><li>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.</li></ul></td>
<td><ul><li>Proactively seeks and hears the voice and views of customers / residents and our people to drive thinking / approaches .</li><li>Uses both internal/external and in-sector/alternative sector resources and sources of information to inform blue sky strategic thinking</li><li>Validates the impact of strategic decisions with customers / residents</li><li>Approves strategic objectives/decisions based upon alignment with pre-approved purpose, vision, , guiding principles, values and culture.</li><li>Monitors overall achievement of objectives via reports received direct from Executive and or through Committees.</li><li>Reviews purpose, vision, , values and culture to ensure continued relevance in the current and future operating environment.</li><li>Conducts blue sky thinking to help influence future strategic direction.</li></ul></td>
<td rowspan="4"><ul><li>Through focus and interest groups comments upon and influences proposed strategy.</li><li>Through focus and interest groups raise concerns about strategic direction / organisational culture improving the employee and customer experience.</li><li>Implements policy and procedure, aiding achievement of strategic aims.</li></ul></td>
</tr>
<tr><td>Committees</td></tr>
<tr><td><ul><li>Undertakes preliminary consideration of strategic direction relevant to Committee based on Executive and own horizon scanning.</li><li>Proactively seeks and hears the voice and views of customers / residents and our people to drive thinking / approaches .</li><li>Makes recommendations to the Board on relevant strategies / manifestos.</li><li>Monitors overall achievement of objectives via reports received direct from Executive.</li></ul></td></tr>
<tr><td>Executive Group / Executive Directors</td></tr>
</table>

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| | • Systematically undertakes preliminary consideration of strategic direction relevant the vision /mission of the organisation (current/future).<br>• Proactively seeks and hears the voice and views of customers / residents and our people to drive thinking / approaches .<br>• Provides information/recommendations to relevant Committees / Board for preliminary consideration aiding development of strategy.<br>• Develops documented organisational/department strategies linked to mission, aims and objectives for Committee / Board review.<br>• Reviews adequacy of resources to implement both current and future strategy and strategic decision.<br>• Monitors overall achievement of objectives reporting key performance outcomes to relevant Committees and Board. | |
| | | |

The Board regularly publishes an organisational 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 organisation'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 organisation's purpose, principles, and areas of focus during its away day, ensuring ongoing alignment and relevance. This review informs the development of the organisational strategy.

Routine Board matters include the review and monitoring of the delivery of the organisational strategy and areas of focus, ensuring continuous alignment with the organisation'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**

Housing 21 recognises that employees are central to the delivery of quality homes, quality services and positive resident experience. The Board seeks assurance that Housing 21 can attract, retain, support, develop and motivate employees with the skills, behaviours and capacity needed to deliver its purpose, values and strategic objectives.

The Board receives insight into employee views, workforce trends and organisational culture through People and Culture reporting, employee surveys, employee engagement activity, workforce data, DEI reporting, internal audit, employee relations information, Investors in People accreditation and Board / Committee discussion.

The Board has delegated more detailed oversight and scrutiny of the People and Culture agenda to the Governance People and Systems Committee. The Committee has agreed a programme of deep dives covering workforce challenges, recruitment and retention, culture and leadership, learning and development, mandatory training, workforce targets, sickness, turnover, employee engagement, DEI, digitalisation and employment law compliance. This ensures that workforce issues are reviewed in a structured way and linked to resident outcomes, service quality, productivity and organisational resilience.

Housing 21's workforce profile and operating model create particular opportunities and risks. The organisation employs over 4,000 people across England, with a largely dispersed, frontline workforce. The People and Culture work recognises the importance of supporting local managers, reducing unnecessary administrative burden, improving consistency, strengthening leadership, using data more effectively and ensuring that employees have the tools, systems, training and confidence to deliver services well.

The Board also ensures that People and Culture policies are subject to appropriate governance oversight. Policies with strategic importance, material risk or a direct link to Board-reserved matters are approved by the Board, while other People and Culture policies are reviewed and approved through the appropriate Committee or Executive route. This includes policies relating to recruitment and selection, redundancy, disciplinary matters, grievance, bullying and harassment, criminal convictions, maternity and Respect and Inclusion.

The Board determines the overall approach to employee remuneration through agreed pay principles, annual pay review decisions and budget approval. Pay decisions are considered in the context of recruitment and retention, affordability, resident impact, service charge budgets, care commissioner expectations, legal requirements, market data, National Living Wage, Real Living Wage and value for money. For 2026/27, the Board considered and approved a pay award intended to support employee attraction, retention and motivation while remaining affordable and financially sustainable.

The Board and Governance People and Systems Committee keep workforce risks under review, including sickness absence, ageing workforce profile, recruitment pressures, succession, leadership capability, employee wellbeing, mandatory training, DEI, digital skills, employment law change and the implications of the devolved operating model. The Board recognises that employee experience, culture and capability directly affect resident experience, service consistency, safeguarding, compliance, productivity and Housing 21's ability to deliver its strategy.

**Performance**

The Board exercises active and regular oversight of Housing 21's performance and delivery of its strategies, plans and regulatory responsibilities. This includes scrutiny of financial performance, operational performance, resident satisfaction, complaints, service quality, care quality, safeguarding, property compliance, health and safety, development, asset management, people, systems, data, risk and assurance.

The Board agrees and reviews key performance indicators and receives regular performance reporting through Board reports, dashboards, management accounts, CFO reports, strategic risk reports, the Board Assurance Framework and Committee reporting. These reports allow the Board to monitor delivery, identify areas of concern, challenge performance, request further information and ensure appropriate action is taken.

Performance reporting includes resident insight and resident outcomes. The Board and Committees receive information from Tenant Satisfaction Measures, resident surveys, complaints and learning, resident-facing performance reports, resident forums, safeguarding reporting, service charge engagement, operational dashboards and scheme-level feedback.

This helps ensure that performance is not considered only through internal metrics, but also through the experience of residents.

The Board's oversight is supported by more detailed Committee scrutiny. The Resident Standards and Services Committee provides focused oversight of resident-facing services, service quality, safeguarding, complaints, care quality, consumer standards and operational performance. The Asset Management, Development and Acquisitions Committee scrutinises development, asset management, stock investment, property compliance, building safety and sustainability. The Governance, People and Systems Committee scrutinises workforce, culture, systems, data and governance matters. The Audit and Risk Committee provides assurance on risk, internal controls, audit, compliance and the reliability of reporting.

Housing 21 has strengthened performance reporting through expanded dashboards and clearer Board reporting. This includes strategic risk reporting across six core risk themes, property compliance and health and safety reporting, safeguarding dashboards, people and culture reporting, asset management reporting, care reporting, finance and treasury reporting, and resident-facing performance information. The revised Board / Committee front sheet is intended to improve the clarity of reporting by requiring a clear summary, decision sought, key points, headline impacts, strategic driver, cost, risk, people / resident impact and key dates.

The Board also seeks assurance that performance information is accurate, complete and reliable. This is supported by Executive ownership of reports, specialist review by finance, operations, governance, risk, compliance, people and data teams, system-generated dashboards, internal audit, external audit, the Board Assurance Framework, strategic risk reporting and Audit and Risk Committee oversight. Ongoing work to improve data quality, reporting automation, KPI systemisation and core data categories is intended to strengthen confidence in the performance information received by the Board.

**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 organisation.

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 organisational issues.

The Board keeps its collective skills, experience, behaviours, diversity of thought and future requirements under review through appraisal, succession planning, Committee effectiveness reviews and periodic external review, including the Board Skills, Experience and Behaviours Review commissioned to inform Chair recruitment, Board recruitment and future Board development. 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 People and Systems Committee assumes 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.

**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 organisation.
- Adhere to the organisation'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 organisation 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.

**Role of Subsidiary Board Members**

Housing 21's active subsidiary arrangements exist for specific legal, contractual and operational reasons. Oldham Retirement Housing Partnership Limited and Kent Community Partnership Limited were established as PFI-specific entities to manage long-term contractual arrangements relating to housing in Oldham and Kent. Housing 21 Guernsey LBG exists to support the operation of an Extra Care scheme in Guernsey, where separate jurisdictional requirements apply.

The governance arrangements for these subsidiaries are designed to provide effective oversight while avoiding unnecessary duplication. For Oldham and Kent, the Resident Standards and Services Committee will provide the main Board-facing governance oversight and, where appropriate, will sit as the functional Board for those entities. This reflects the close connection between those arrangements and resident services, service quality, contractual performance, safeguarding, care, housing management and operational delivery. Formal decisions, minutes, reporting and statutory requirements will continue to be managed in a way that respects the separate legal status of each subsidiary.

Housing 21 Guernsey LBG is governed through a smaller Board comprising two Housing 21 Executive Directors and one Housing 21 Board Member. This reflects the practical and legal complexities of making changes within the Guernsey jurisdiction, while ensuring that Housing 21 retains appropriate oversight and control. Guernsey matters will continue to be reported through the appropriate Housing 21 governance route so that the main Board has assurance over performance, risk, compliance and alignment with Housing 21's purpose and standards.

Subsidiary Board members, or those acting through a Committee in a subsidiary governance capacity, must remember that each subsidiary is a separate legal entity. When acting for a subsidiary, members should consider the interests, duties, contractual obligations, financial position and statutory responsibilities of that subsidiary. In most cases these will align with Housing 21's interests and strategic objectives, but members should remain alert to situations where the interests of Housing 21, the subsidiary, residents, local authority partners, funders or other contractual counterparties may not be identical.

This does not mean members are expected to ignore Housing 21's group purpose or wider strategy. The subsidiaries exist to support and enhance delivery of Housing 21's mission, and the Board has determined that the NHF Code of Governance should apply across the Group. However, members should exercise independent judgement, act within the powers of the relevant entity, ensure decisions are properly recorded, and seek advice from the Company Secretary where there is uncertainty about role, authority, conflict or the correct decision-making route.

Specific responsibilities and expectations for Board members of these subsidiaries include:

1. **Governance and Oversight of PFI Contracts**
   Subsidiary Board members are responsible for ensuring the effective governance of PFI contracts, including compliance with contractual terms and alignment with the strategic goals of Housing 21. Members must ensure that each subsidiary operates within its contractual obligations and serves the interests of both Housing 21 and the relevant local authority partner.
2. **Strategic and Operational Alignment with Housing 21**
   Both subsidiaries are subject to management contracts, under which Housing 21 handles all day-to-day management of the properties. The subsidiary Board members' role is therefore primarily one of oversight, ensuring that Housing 21's management aligns with the objectives set out in the PFI contracts. This includes monitoring Housing 21's performance in providing high-quality services in line with the contractual requirements.
3. **Contractual and Financial Oversight**
   Subsidiary Board members must maintain oversight of the financial and contractual health of each PFI entity. This includes approving budgets, monitoring contract compliance, and ensuring that adequate financial controls are in place. In particular, members must oversee Housing 21's reporting on operational performance under the

management contract, reviewing financial data, and ensuring that risks related to the PFI projects are identified and managed effectively.

4. **Resident and Community Focus**
   Each subsidiary's primary purpose is to benefit the community by providing secure and quality housing. Board members should ensure that resident satisfaction remains central to governance and operational oversight. This includes reviewing resident feedback, overseeing service delivery quality, and upholding the commitment to resident engagement as a core part of Housing 21's mission.

5. **Accountability and Transparent Reporting**
   Members are responsible for maintaining clear and transparent communication with Housing 21's main Board and committees. This includes regular updates on the subsidiary's contractual compliance, financial health, and progress against strategic goals. Accurate records and minutes should be kept for all Board meetings to document decisions, and these should be reported to Housing 21 as required.

6. **Conflicts**

   Members serving in more than one capacity must be alert to actual, potential or perceived conflicts of interest. These may arise where a decision affects Housing 21 as parent, Housing 21 as management services provider, the subsidiary itself, residents, local authority partners or funders differently. Any conflict or uncertainty should be declared promptly and managed in accordance with the Conflicts of Interest Policy and advice from the Company Secretary. In appropriate cases, this may require separate consideration, additional advice, abstention from a decision or escalation to the Housing 21 Board.

**Board Member Remuneration**

Board members are not employees of Housing 21, but receive remuneration for the time, responsibility and contribution required of their roles. Remuneration is intended to support the recruitment and retention of skilled Board and Committee members, recognise the responsibilities and time commitment involved, and ensure that Board membership is not limited to those able to give their time unpaid.

The Board recognises the inherent conflict in Board members setting their own remuneration. For that reason, Board remuneration is reviewed using objective evidence and, at agreed intervals, independent external benchmarking advice. Recommendations are considered through the Governance, People and Systems Committee before being recommended to the Board for approval.

Housing 21 operates differentiated remuneration for the Board Chair, Deputy Chair, Committee Chairs and Board members, reflecting the additional responsibilities, leadership expectations and time commitment attached to those roles. Co-opted Committee members may also receive remuneration where approved by the Board.

The last external benchmarking review of Board remuneration was undertaken by Saxton Bampfylde in 2025. Following that review, pay levels were set for Board members, Committee Chairs and the Board Chair. In years when external benchmarking is not undertaken, the Board has agreed that remuneration should be reviewed annually and may be increased by the same percentage as the general employee inflationary pay award, unless the Board determines that a different approach is appropriate. The next external benchmarking review is expected to take place in 2027.

Board remuneration is disclosed in Housing 21's Annual Report and Financial Statements. The Board considers affordability, value for money, sector comparability, time commitment, resident / public perception, recruitment and retention, and reputational risk when reviewing remuneration..

**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 Risk 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**

The Board is responsible for ensuring that its membership, and the membership of its Committees, provides the skills, experience, independence, diversity of thought, resident insight and behaviours needed to govern Housing 21 effectively. Board composition is kept under review through appraisal, succession planning, Committee effectiveness reviews, external governance review, the annual NHF Code compliance review and periodic external assessment of Board skills, experience and behaviours.

The Board maintains a specification of the skills, experience and attributes required to support effective governance. This includes strategic leadership, financial and commercial understanding, risk and assurance, housing, care, property, development, asset management, people and culture, technology and data, regulation, resident engagement, safeguarding, social purpose and understanding of the communities Housing 21 serves.

Board renewal is actively managed through succession planning and recruitment. This includes reviewing forthcoming retirements, terms of office, Committee Chair succession, resident Board representation, diversity, skills gaps, lived experience and the future strategic needs of Housing 21. The Board may also appoint co-opted Committee members where this strengthens expertise, capacity, succession or assurance.

Recent Board renewal activity has included external review of Board skills, experience and behaviours, Chair recruitment, wider Board recruitment and refreshed Resident Board Member recruitment. The external review is intended to identify current strengths, future gaps, behaviours, diversity of thought and development needs, and to inform recruitment, induction, Committee membership and Board development.

### Board – Review and Specification

The Board periodically reviews its own composition and future requirements, taking account of Housing 21's strategy, regulatory environment, resident profile, organisational risks, Committee structure and planned Board succession. This review informs the Board skills matrix, recruitment priorities, role specifications and development plans.

The review considers:

- the skills, knowledge and experience required by the Board and its Committees;
- the balance between continuity and renewal;
- resident voice, lived experience and insight into the communities Housing 21 serves;
- diversity of background, perspective and thought;
- succession for the Chair, Deputy Chair, Committee Chairs and specialist Board roles;
- the future needs of Housing 21, including housing, care, finance, governance, assurance, technology, data, people, culture, development, asset management and resident services;
- the effectiveness of Board and Committee working relationships, behaviours, challenge and decision-making.

The Governance, People and Systems Committee oversees Board renewal, succession planning, skills review, recruitment processes, appraisal arrangements and Committee membership, making recommendations to the Board where approval is required.

## Recruitment and Selection

### Selection and Appointment of Board Members

The Board Chair, in conjunction with the Governance 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 organisation'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 appointment of the Board Chair is one of the Board's most important governance decisions. The process must be planned carefully, conducted fairly and transparently, and designed to identify a candidate with the skills, experience, values and behaviours required to lead the Board and support its effectiveness.

The Board is responsible for appointing the Chair. The Governance, People and Systems Committee oversees the recruitment process and makes recommendations to the Board, unless the Board has expressly agreed a different process or delegation. Where a new Chair is being recruited to replace an existing Chair, the process will normally be led by the Deputy Chair, supported by the Company Secretary, Chief Executive, recruitment advisers and an agreed selection panel.

The Board Chair may be appointed from within the Board or following an external recruitment process. Where an existing Board member wishes to be considered for the role, they will normally be assessed through the same process as external candidates, with appropriate sensitivity and care. This supports fairness, transparency and comparison against the agreed role profile, while recognising the value that an existing Board member may bring through knowledge of Housing 21, its residents, culture, strategy and governance arrangements.

The outgoing Chair will not normally be a member of the selection panel or take part in the final recommendation or decision on appointment. This helps protect the independence and perceived fairness of the process, avoids any actual or perceived conflict, and ensures that candidates are assessed by those who will continue to serve with the incoming Chair. The outgoing Chair may, however, provide organisational context, insight into the role, feedback on the skills and qualities required, and support transition and induction where this is appropriate and does not compromise the integrity of the process.

The recruitment process may include external search support, agreement of role profile and candidate criteria, longlisting, shortlisting, interviews, due diligence, references, psychometric or behavioural assessment, informal engagement with key stakeholders, scheme visits and opportunities for candidates to meet residents and understand Housing 21's services and culture.

Resident perspective should be included in the process where appropriate. This may include Resident Board Member involvement in the selection panel, candidate visits to Retirement Living and Extra Care schemes, and feedback from residents who meet shortlisted candidates. This reflects the importance of appointing a Chair who understands Housing 21's social purpose, resident focus and service context.

Where possible, the Chair-designate should be appointed sufficiently in advance of taking office to allow a structured transition. This may include attendance at Board or Committee meetings as an observer, scheme visits, meetings with Board members, Committee Chairs, the Chief Executive,

Executive Directors and the Company Secretary, and briefings on strategy, finance, risk, regulation, resident services, governance and organisational culture.

**Direct approaches and alternative recruitment processes**

Housing 21 will normally recruit Board and Committee members through an open and transparent process designed to attract a diverse field of candidates and assess them against an agreed role specification.

In appropriate cases, the Governance, People and Systems Committee (or the Board, where it considers it appropriate) may approve an alternative recruitment approach, including a direct approach, targeted search, use of a known recommended candidate or a limited competition. This may be appropriate where, for example, there is an urgent or significant Board skills gap, a need to secure a candidate with particularly relevant experience, a need to support orderly succession, or where a full external process would be unlikely to add value.

Any such approach must still be consistent with the principles of merit, fairness and transparency. Before any recommendation is made, there must be:

- a clear record of the rationale for using the alternative process;
- an agreed role specification and assessment against the skills and attributes required;
- appropriate due diligence, including conflicts checks and confirmation of independence;
- involvement of more than one person in the assessment process; and
- a recommendation to the Board explaining why the process used was considered appropriate in the circumstances.

The use of a direct approach or other alternative recruitment method does not remove the need for the Board to satisfy itself that the appointment is in the best interests of Housing 21 and compliant with the NHF Code of Governance and this Handbook.

**Induction Process**

All new Board and Committee members receive an induction tailored to their role, background, experience and support needs. Induction may include meetings with the Chair, Deputy Chair, Committee Chairs, Chief Executive, Executive Directors, Company Secretary and relevant senior colleagues; access to key governance documents; BoardEffect access; scheme visits; resident engagement; briefings on Housing 21's strategy, services, finance, risk, regulation, safeguarding, property compliance, care, governance and culture; and mandatory training.

Where a new Chair is appointed, the Board will seek to allow an appropriate transition period before the Chair takes office, including shadowing, scheme visits, engagement with Board and Executive colleagues and familiarisation with key strategic and governance matters.

Resident Board Members will receive appropriate support to participate fully, including induction, buddying, accessible papers, reasonable adjustments, practical support with meetings and regular check-ins..

**Succession Planning**

The Governance Committee will ensure that effective succession plans are in place for the Board, Committee Chairs, Executive Team, and subsidiary boards. These plans are developed to maintain a diversity of skills, experiences, and backgrounds on the Board, ensuring the leadership team remains equipped to guide Housing 21 in a dynamic regulatory environment. Succession planning considers short-term needs, as well as long-term strategic alignment with the organisation's mission, values, and regulatory obligations.

Succession plans will actively support diversity in gender, social, economic, and ethnic backgrounds, as well as cognitive and personal strengths, to reflect the communities we serve. The Governance Committee will assess evolving regulatory guidance and the Consumer Standards set by the Regulator of Social Housing to ensure that the Board remains compliant and representative of resident interests and expectations.

When considering appointments to key roles, such as the Chair, the Committee will first explore whether current Board members possess the skills, experience, and commitment required. This preference for internal development reflects the value of continuity and institutional knowledge within the organisation. However, to ensure that Housing 21 benefits from a broad range of perspectives and industry best practices, the Committee will also consider external candidates as appropriate. This approach balances the advantages of internal progression with the potential need for fresh insights to strengthen governance.

The Committee will conduct regular skills assessments of the Board and Committees to identify current and future skills needed to effectively govern in line with regulatory standards. This assessment will inform recruitment and training needs, ensuring that Board members possess the competencies required to address areas such as resident engagement, safety, financial oversight, and governance best practices.

Recognising the importance of resident engagement in governance, the Committee will prioritise recruiting members with direct experience or understanding of the communities served by Housing 21. This focus aligns with our commitment to regulatory standards and Tenant Satisfaction Measures, ensuring the Board is positioned to consider resident perspectives and deliver a high standard of service.

The Committee will review succession plans annually to reflect any changes in regulatory requirements, organisational needs, and strategic direction. This process ensures that succession plans remain relevant, preparing the Board for future challenges and aligning leadership with the standards set by the Social Housing (Regulation) Act 2023 and Consumer Standards.

**Grievance Process**

Housing 21 has a Board Grievance Policy which applies to Board and Committee members. The purpose of the policy is to provide a clear internal process for raising and resolving grievances connected with Board or Committee membership as quickly, fairly and informally as possible.

The grievance process is separate from the Whistleblowing Policy, which applies where a member wishes to raise concerns about illegal activity, wrongdoing or malpractice. It is also separate from any process dealing with breaches of the Code of Conduct, conflicts of interest, removal from office or disputes arising under Housing 21’s Rules.

The policy encourages concerns to be raised informally in the first instance. A Board or Committee member who has a grievance should normally raise it with the Deputy Chair. If the grievance relates to the Deputy Chair, the matter should be raised with the Company Secretary, who will arrange for a Committee Chair to consider it.

Where a grievance cannot be resolved informally, the member may submit a formal written grievance setting out the basis of the concern and the outcome sought. The Deputy Chair, or nominated Committee Chair where appropriate, will investigate the matter, meet with the member and provide a written response. The policy provides for responses normally within 10 working days of the meeting, with flexibility for longer timescales where necessary.

A member who is dissatisfied with the outcome may appeal. Appeals are submitted to the Company Secretary and considered by the Board Chair and another nominated Board member. If the grievance concerns the Chair, a Committee Chair who has not previously been involved will take the Chair's place. The appeal decision is final.

All grievances and related records are handled confidentially, and steps under the procedure should be taken without unreasonable delay. External advice or assistance may be sought where appropriate.

**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 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 is responsible for ensuring that Housing 21 has an effective system of internal control. The purpose of the internal control system is to support good governance, safeguard assets, ensure compliance with legal and regulatory obligations, manage risk, maintain financial viability, protect residents and employees, and support delivery of Housing 21's strategy and social purpose.

The internal control framework is made up of a range of policies, procedures, delegations, reporting arrangements and assurance mechanisms. These include the Governance Handbook, Financial Regulations, Financial Delegated Authority Policy, Treasury Management Policy, Risk Management Policy, Strategic Risk Framework, Board Assurance Framework, Internal Audit Charter, Internal Audit Strategy, Anti-Fraud, Bribery and Corruption Policy, Whistleblowing Policy, Data Protection and Information Governance arrangements, health and safety policies, safeguarding arrangements and other Board-approved policies.

The Board Assurance Framework provides a structured overview of key controls and assurance across the organisation. It uses a three lines of defence model to assess whether controls are in place, whether assurance is available, and where further improvement or additional assurance is required. It covers key areas including governance, financial viability, new homes, quality of homes, quality of services, people, systems / technology and value for money.

The Board receives assurance on internal controls through Board and Committee reporting, management accounts, treasury reporting, strategic risk reporting, compliance dashboards, safeguarding reports, health and safety reports, property compliance reporting, internal audit, operational audit, external audit, external specialist assurance, regulatory reporting and reports from the Audit and Risk Committee.

The Audit and Risk Committee has a central role in scrutinising the effectiveness of internal controls, risk management and assurance arrangements. It reviews internal audit, external audit, fraud, whistleblowing, regulatory compliance, information governance, data protection and the wider assurance framework, and reports to the Board on significant matters.

Internal Audit provides independent and objective assurance over governance, risk management and internal controls. Its purpose, authority, independence, reporting arrangements and unrestricted access are set out in the Internal Audit Charter. The Internal Audit Strategy and annual audit plan are aligned to Housing 21's strategic and principal risks, the Board Assurance Framework, sector risk profile, management insight and the wider assurance universe.

Operational audit and other assurance activity provide additional testing of controls in resident-facing and operational areas. Recent internal and operational audit work has considered areas such as Tenant Satisfaction Measures, disrepair claims, IT contract management, environmental health compliance, local cash management, failure to prevent fraud, care quality and scheme-level practice. Findings, recommendations, management actions and themes are reported to the Audit and Risk Committee and tracked through agreed governance routes.

The internal control system is not static. It is reviewed and strengthened through Board and Committee scrutiny, internal audit planning, external audit, external quality assessments, risk reporting, incident learning, regulatory change, policy review, compliance reporting and lessons learned from complaints, safeguarding, health and safety, operational audit and resident feedback.

**Audit and Risk Committee**

The Audit and Risk Committee supports the Board in fulfilling its statutory and regulatory obligations in relation to internal control, financial reporting, risk management, assurance and treasury scrutiny.

The Committee advises the Board on whether Housing 21 has effective internal controls, an adequate risk management framework and sufficient, objective assurance across its activities. Its role is not routine performance management, but independent assurance over the integrity of financial reporting, the effectiveness of controls, the adequacy of risk management and compliance arrangements, and the robustness of assurance received by the Board.

The Committee oversees Housing 21's relationship with the external auditor, including audit scope, audit planning, audit findings, management letters, auditor performance, independence, fees and the appointment process. It also ensures that Housing 21 has an effective internal audit service, approves the internal audit scope, receives internal audit reports, monitors management actions and reviews the effectiveness of internal audit.

The Committee reviews the organisation's assurance framework, including the three lines of defence model, and considers whether assurance is sufficient, proportionate and focused on the areas of greatest risk. It may undertake deep dives into key areas of strategic importance or risk and report material weaknesses, control failures or non-compliance to the Board.

The Committee provides scrutiny, challenge and recommendation in relation to treasury strategy, treasury policy, funding plans, treasury performance and financial resilience. It considers treasury options and funding proposals before Board decision, including covenant, liquidity, security, pricing, tenor, refinancing and market implications. Major treasury strategy approvals and funding transactions remain reserved to the Board unless expressly delegated.

The Committee reviews policies and arrangements relating to fraud, whistleblowing, data protection, cyber assurance, legal compliance and related incident reporting. It also receives escalated risk and control issues from other Committees where these raise wider control, assurance, liquidity, solvency, compliance or reputational concerns.

The Committee reports to the Board on significant matters within its remit and provides an annual report on the effectiveness of the Committee and the overall effectiveness of arrangements for internal operational control, financial control, risk management and treasury scrutiny.

The Committee's Terms of Reference are reviewed annually and are included in the appendices to this Handbook.

**Risk Management**

The Board retains ultimate responsibility for risk management and for ensuring that appropriate arrangements are in place to identify, assess, manage, monitor and report the risks faced by Housing 21. The Board sets the organisation's risk appetite, approves the risk management framework and receives regular assurance on the effectiveness of risk management arrangements.

Housing 21's risk management framework is designed to support informed decision-making, regulatory compliance, resident safety, financial viability, service quality, organisational resilience and delivery of the Strategic Framework. It provides a structured approach to considering both current and emerging risks, including risks arising from the external operating environment, regulatory change, resident needs, service delivery, finance, governance, technology, data, cyber security, property compliance, development, acquisitions and workforce matters.

Strategic risk reporting is structured around six core risk themes:

- Financial;
- Strategic Effectiveness;
- Governance and Leadership;
- Quality and Safety of Homes;
- Quality of Services and Meeting Resident Needs; and
- Data, Technology and Security.

These themes provide a consistent framework for Board-level consideration of Housing 21's overall risk profile, direction of travel, key controls, emerging risks, assurance gaps and areas requiring further action.

Risk reporting is provided through a tiered framework. Tier One reporting provides a concise monthly update on each strategic risk theme and current direction of travel. Tier Two reporting provides a more detailed quarterly assessment of strategic risk themes and associated sub-risks for Board and Committee review. This enables the Board to consider whether risks are increasing, reducing or remaining stable, whether controls remain effective, and whether Board decisions are influencing the organisation's risk profile.

Operational risk registers are maintained within relevant business areas and aligned to the Strategic Risk Framework. They are reviewed through management and Committee reporting routes, giving the Board clearer line of sight between operational risks, strategic risks, controls, mitigations and assurance. Material risks, significant changes in risk profile or control weaknesses are escalated through the appropriate Committee and, where required, to the Board.

The Board Assurance Framework supports the risk management framework by mapping key controls and assurance across significant areas of activity using a three lines of defence model. It helps the Board and Audit and Risk Committee assess whether controls are documented, operating effectively and supported by appropriate assurance. The Board Assurance Framework also informs internal audit planning, assurance priorities and improvement actions.

The Audit and Risk Committee has a central role in scrutinising the risk management framework, internal controls, assurance arrangements and the effectiveness of key mitigations. Other Committees consider risks relevant to their remits, including resident services, safeguarding, property compliance, development, asset management, people, systems and technology. Risks with wider control, assurance, liquidity, solvency, compliance or reputational implications may be escalated to the Audit and Risk Committee or the Board.

The Board also uses stress testing, business planning, treasury reporting, business continuity planning, cyber assurance, internal audit, external audit, operational audit, health and safety reporting, safeguarding reporting and compliance dashboards to test resilience and understand the potential impact of individual or combined risks. Stress testing is used to assess financial viability, liquidity, covenant compliance, asset cover and the mitigations available if adverse scenarios materialise.

Risk management is an active and evolving process. Housing 21 keeps its framework under review through Board and Committee scrutiny, internal audit, external assurance, regulatory change, incident learning, sector risk analysis, horizon scanning and lessons from complaints, safeguarding, health and safety, operational performance and resident feedback. The Board expects risks to be managed proportionately, transparently and within the agreed risk appetite, while recognising that some risks cannot be eliminated entirely without compromising resident independence, choice or the delivery of Housing 21's social purpose.

**Compliance with Regulatory Standards and Consumer Expectations**

Housing 21 is dedicated to full compliance with the Social Housing (Regulation) Act 2023 and the Consumer Standards set by the Regulator of Social Housing. The Board and Committees will ensure that governance practices, policies, and resident engagement strategies align with these standards, providing safe, high-quality homes, enhancing transparency, and strengthening tenant engagement. The following principles outline Housing 21's approach to meeting regulatory and consumer expectations:

**1. Resident Engagement and Accountability**

- Tenant Involvement - Housing 21 actively seeks to involve residents in decision-making, supporting them to shape the services they receive. Our resident engagement strategy is informed by the Tenant Satisfaction Measures (TSMs), which are regularly reviewed and reported to the Board and Committees to drive improvements.
- Transparency and Accessibility - The organisation is committed to providing clear, accessible information to residents on service quality and performance. Our annual report will outline compliance with the Act and the Consumer Standards, including feedback from TSMs to foster accountability and trust.

**2. Safety, Quality, and Maintenance of Homes**

- Home Standard Compliance - Housing 21 is committed to ensuring that all properties meet statutory and sector standards for quality, safety, and decency. The Board will oversee regular safety assessments, audits, and maintenance programmes to ensure a safe and comfortable environment for all residents.
- Tenant Safety and Wellbeing - Our policies and procedures ensure that tenant safety and wellbeing are prioritised. The Board will review safety protocols, incident reports, and resident feedback to maintain high standards of care and address any issues promptly.

**3. Tenancy and Community Standards**

- Fair Tenancy Management - We ensure fair, accessible, and transparent tenancy policies that uphold affordability and security for residents. The Board oversees the development and periodic review of tenancy allocation, transfer policies, and other resident-facing processes, ensuring alignment with RSH expectations.
- Neighbourhood and Community - Housing 21 fosters positive community outcomes by collaborating with residents and local stakeholders to create safe, inclusive neighbourhoods. Regular assessments of anti-social behaviour policies, communal area upkeep, and support services ensure that resident and community needs are met.

**4. Monitoring and Continuous Improvement**

- Housing 21 integrates the Consumer Standards and Social Housing (Regulation) Act requirements into ongoing Board and Committee oversight. Compliance is monitored through tenant feedback, operational performance metrics, and annual compliance assessments, with results published in the Annual Report. Action plans based on resident feedback ensure that Housing 21 remains responsive to evolving expectations.

The Board will continually monitor compliance with these regulatory standards, evaluating the effectiveness of measures to meet Housing 21's obligations, with a focus on continuous improvement in service quality and resident wellbeing.

**Environmental and Sustainability Governance**

Housing 21 is committed to achieving net zero carbon emissions and embedding environmental sustainability across all operations, in alignment with the Net Zero Carbon and Environmental Sustainability Strategy 2024-2030. The Board oversees these commitments, ensuring environmental responsibility and resilience to climate change are integral to our governance and operational decisions.

Key elements of our Environmental and Sustainability Strategy include:

1. **Net Zero Carbon Commitment**
   Housing 21 aims to achieve a 100% reduction in greenhouse gas emissions by 2050, with an intermediate goal of all properties achieving an EPC rating of 'C' or above. We are committed to ongoing improvements in energy efficiency and investing in low-carbon technologies to reduce our environmental footprint.
2. **Sustainability Reporting and ESG Compliance**
   We report annually against the Sustainability Reporting Standard for Social Housing (SRS) to provide transparent, measurable updates on our environmental, social, and governance (ESG) performance. This reporting framework is essential for tracking progress and enhancing accountability within the housing sector.
3. **Data-Driven Decision Making**
   Housing 21 leverages a data-led approach to assess and monitor environmental impacts, such as Scope 1, 2, and 3 emissions. This approach informs targeted investments in decarbonisation and other sustainability measures, supporting evidence-based progress toward our net zero goals.
4. **Climate Resilience and Adaptation**
   We prioritise resilience to climate risks, including managing overheating and flood risks at our schemes. Measures are reviewed and implemented to ensure residents' wellbeing and operational continuity in the face of climate change.
5. **Resident and Staff Engagement in Sustainability**
   The strategy includes dedicated initiatives to engage residents and employees in sustainability practices. Awareness campaigns, resources on energy-saving behaviours, and feedback channels empower stakeholders to contribute to and support our sustainability journey.

The Board and the Investment and Development Committee provide oversight on sustainability initiatives to ensure that Housing 21's environmental goals are consistently met.

## Appendix 1 Code of Conduct

**Conduct, probity and openness**

1.1 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.

1.2 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 retains ultimate responsibility for the governance, strategy, viability, compliance and control of Housing 21. The matters listed in this Appendix are reserved to the Board and may not be delegated to a committee, subsidiary board, Executive Director or officer unless the Board has expressly approved such delegation. Committee Terms of Reference, the Financial Delegated Authority Policy and any Scheme of Delegation must be read consistently with these reserved matters.

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**

2.1 Oversight 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.

3.5 Appointing and removing Board members, Committee Chairs, Committee members and co-opted Committee members, following recommendation through the agreed governance route and subject to Housing 21's Rules, the adopted Code of Governance, the Code of Conduct and any applicable recruitment, appraisal or removal process..

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, People and Systems 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 Approving the establishment, dissolution, merger, naming, remit and Terms of Reference of Board Committees, including any material change to delegated authority, membership requirements, quorum, reporting arrangements or escalation routes..

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 Approving Housing 21's risk appetite, Risk Management Policy, strategic risk framework and any material change to the organisation's approach to risk management, internal control or assurance.

3.12 Approving remuneration arrangements for the Board Chair, Deputy Chair, Board members, Committee Chairs and co-opted Committee members, following consideration by the Governance, People and Systems Committee and having regard to independent benchmarking, proportionality, affordability, value for money, resident / public perception and reputational risk.

**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 Risk 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 Risk 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 Approving the Treasury Management Policy, treasury strategy, funding strategy, material new borrowing, refinancing, capital market transactions, security arrangements, hedging strategy, financial covenant framework and any treasury transaction or funding proposal reserved to the Board under the Financial Delegated Authority Policy or Treasury Management Policy..

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 | ARC |
| **TREASURY** | | |
| Treasury Management Policy | Reserved Matter (GPSC) | Board |
| **PEOPLE AND STRATEGY** | | |
| Equality and Diversity | Legal Framework | Board |
| Recruitment and Selection Policy | Legal Framework | GPSC |
| Redundancy Policy | Legal Framework | GPSC |
| Disciplinary Policy | Legal framework | GPSC |
| Grievance Policy | Legal framework | GPSC |
| Bullying and Harassment Policy | Legal framework | GPSC |
| Criminal Convictions Policy | Legal framework | GPSC |
| Maternity Policy | Legal framework | GPSC |
| **LEGAL SERVICES** | | |
| Information Governance/Data Protection Policy | Legal Framework | ARC |
| **AUDIT AND ASSURANCE** | | |
| Anti-Fraud, Bribery, Corruption | Legal Framework (ARC) | ARC |
| Risk Management Policy | Reserved Matter (ARC) | Board |
| Whistleblowing Policy and Procedure | Legal Framework (ARC) | Board |
| **RETIREMENT HOUSING & EXTRA CARE** | | |
| Complaints and Compliments Policy | Regulatory Framework | Board |
| Medication Policy | High Risk (Safeguarding) | RSSC |
| Mental Capacity Act Policy | High Risk (Safeguarding) | RSSC |
| Safeguarding Adults Policy | High Risk (Safeguarding) | RSSC 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 | ARC |
| Contractors Code of Conduct | | | |
| IS | | | |
| IS Acceptable Usage Policy | GPSC | | |
| 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 | GPSC | Recruitment and Selection Policy | GPSC |
| Criminal Convictions Policy | GPSC | Redundancy Policy | GPSC |
| Code of Conduct | | Refer a Friend Policy (Care workers) | |
| Care Worker Supervision | | Referrals and Disclosure Barring | |
| Disciplinary Policy | GPSC | 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 | GPSC | Substance Misuse Policy | |

| | | | |
|---|---|---|---|
| Maternity Policy | GPSC | 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 | ARC | Domestic CCTV | |
| Business Continuity Policy | | International Transfer Policy | |
| CCTV Surveillance Policy and Procedure | | Information Governance / Security Policy | ARC |
| Data Retention Policy and Procedure | | Records Management Policy | |
| Data Protection Policy | | Whistleblowing Policy and Procedure | ARC |
| Data Privacy Impact Assessment Policy | | | |
| COMMUNICATION | | | |
| Provision of Alternative Formats Policy | | Social Media Policy | |

## 7. Delegation of other matters to Chief Executive

Subject to the matters reserved to the Board, the Financial Delegated Authority Policy, Committee Terms of Reference, Board-approved policies and any specific limitations agreed by the Board, responsibility for the day-to-day leadership, management and operational delivery of Housing 21 is delegated to the Chief Executive.

The Chief Executive is authorised to make decisions and take actions necessary to deliver the Board-approved strategy, business plan, budget, policies and operational plans, and may sub-delegate authority to Executive Directors, senior managers and employees as appropriate. Any such sub-delegation must be consistent with approved delegations, internal controls, financial limits, legal and regulatory requirements, and Housing 21's governance framework.

The Chief Executive must ensure that significant matters are escalated to the Board or relevant Committee where they are reserved to the Board, exceed delegated authority, fall outside approved strategy or budget, materially affect Housing 21's risk profile, financial position, residents, regulatory compliance or reputation, or where Board oversight is otherwise appropriate.

The Board retains ultimate responsibility for Housing 21's governance, strategy, financial viability, risk management, compliance and performance, but does not involve itself in routine operational decision-making unless a matter is reserved, escalated or specifically requested.

## 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 grievances
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 organisation's 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 Board and Committee papers should follow the approved report template unless there is good reason not to do so. The Chair, Chief Executive or Company Secretary may ask for papers to be revised where the purpose, recommendation, evidence or impact is unclear.

1.2 When making decisions, the Board should remain mindful of outcomes for residents and other customers, including resident safety, service quality, affordability, accessibility, equality and inclusion, and the likely impact of decisions on current and future residents.

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.

1.7 Board and Committee meetings should be conducted in a way that is inclusive and accessible. Reasonable adjustments should be made where required to enable members to attend, prepare for and participate fully. Where meetings are held remotely or on a hybrid basis, appropriate arrangements and support should be provided so that members can contribute effectively.

## 2. 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.

<u>Chair's Action/Urgency Procedure</u>

- 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 Risk Committee Terms of Reference May 2026

**Purpose**

The Audit and Risk Committee ("the Committee") is responsible for assisting the Board to fulfil its statutory and regulatory obligations in relation to internal control, financial reporting, risk management, assurance and treasury scrutiny.

- The Committee advises 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 provides scrutiny, challenge and recommendation in relation to treasury, funding and financial resilience, while recognising that ownership of treasury strategy and major funding decisions remains with the Board and Executive.
- The Committee's role is not routine performance management, but independent assurance over the integrity of financial reporting, the effectiveness of controls and the adequacy of risk management and compliance arrangements.

**Responsibilities**

- Review and report to the Board on significant financial reporting issues and judgements arising from the preparation of the Group's financial statements and related reports.
- Recommend approval of the financial statements following review of accounting policies, treatment of significant or unusual transactions, disclosures and related governance and risk statements.
- Receive assurance reports on the completeness and accuracy of management accounts, budgets, forecasts and regulatory financial returns.
- Oversee Housing 21's relationship with the external auditor, including performance review, appointment process, audit fee, audit scope and audit plan.
- Review management letters, letters of representation and remedial action taken in response to issues raised by the external auditor.
- Ensure Housing 21 has an effective internal audit service, approve internal audit scope and review internal audit effectiveness annually.
- Receive internal audit reports, oversee remedial actions and commission special investigations where appropriate.
- Ensure a comprehensive assurance framework is in place reflecting the three lines of defence and review that framework annually.
- Recommend the risk management policy and framework to the Board and review the outcomes of risk management processes.
- Undertake deep dives into key areas of strategic importance or risk and report material weaknesses or non-compliance to the Board.
- Review policies and arrangements in relation to fraud, whistleblowing, data protection, cyber assurance, legal compliance and related incident reporting.

- Scrutinise treasury strategy, treasury policy, funding plans and treasury performance and make recommendations to the Board.
- Consider treasury options and funding proposals before Board decision, including covenant, liquidity, security, pricing, tenor, refinancing and market implications.
- Monitor implementation of approved treasury strategy and compliance with treasury policy, risk appetite and relevant financial parameters.
- Receive assurance on treasury controls, treasury reporting, hedging compliance, lender covenant compliance, counterparty exposure and stress testing.
- Receive escalated risk and control issues from other committees where these raise wider control, assurance, liquidity or solvency concerns.
- Report annually to the Board on the effectiveness of the Committee and the overall effectiveness of arrangements for internal operational control, financial control, risk management and treasury scrutiny.

**Membership**

- A minimum of three and a maximum of five members appointed by the Board, of whom no more than two may be co-opted members.
- Members shall not include executives.
- At least one member should have recent and relevant financial experience.
- The Chief Finance Officer, Head of Internal Audit and Risk and Head of Financial Reporting shall have a standing invitation to attend.
- The Chair of the Board may attend occasionally as non-voting members and shall not count towards quorum.

**Quorum**
Three Committee members, at least two of whom must be Board members.

**Meetings**
At least four meetings each year, with additional meetings arranged by the Chair where required.

**Skills**
Finance, Risk management, Internal control, Treasury and funding, Regulatory and assurance framework

**Delegated authority**

- The Committee may commission any reports or surveys it considers necessary to fulfil its responsibilities.
- The Committee may scrutinise and make recommendations on treasury and funding matters, but major treasury strategy approvals and funding transactions remain reserved to the Board unless expressly delegated.
- Representatives of both internal and external audit may liaise directly with the Chair of the Committee on matters they consider important.

**Annual review**

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

**Appendix 8.2** Governance, People and Systems Committee Terms of Reference May 2026

**Purpose**

- The Governance, People and Systems Committee ("the Committee") supports the Board in maintaining effective leadership, governance and organisational capacity across Housing 21.
- The Committee provides Board-level scrutiny and oversight of the governance framework and Board effectiveness, Board and Committee succession and remuneration matters, people and culture, information technology and systems, and other corporate functions referred to it by the Board.

**Responsibilities**

- Review and recommend updates to the governance framework, ensuring compliance with the adopted Code of Governance, regulatory standards, governing instruments and legal requirements.
- Oversee the process for Board and Committee effectiveness reviews and ensure that identified weaknesses or governance improvement actions are addressed.
- Maintain oversight of Board succession planning, recruitment, induction, appraisal, learning and development arrangements.
- Review annually the structure, size, composition, skills and experience of the Board and its Committees.
- Oversee the process for recruitment, selection and removal of Board and Committee members and recommend appointments or removals to the Board.
- Lead the annual appraisal process for Board members and Committee Chairs. Responsibility for the Chair's appraisal rests with the Deputy Chair.
- Oversee remuneration matters relating to the Chair, Board members and Chief Executive and recommend remuneration arrangements to the Board.
- Seek external benchmarking on remuneration at least every three years.
- Ensure severance arrangements for senior management and Board members comply with legal and regulatory expectations and do not reward failure.
- Oversee Board member grievance or whistleblowing issues where these concern the Chair, Chief Executive, Board members or other matters referred by the Board.
- Scrutinise the organisation's people strategy, culture, workforce planning and strategic people risks and mitigations.
- Scrutinise Housing 21's diversity, equity and inclusion arrangements, including the Respect and Inclusion Strategy and Charter, Board Champion reporting, workforce equality data, inclusive employment practice and progress against agreed DEI priorities.

- Review workforce capacity, capability, succession planning, colleague engagement, equity and equality, diversity and inclusion, and leadership development from a strategic perspective.
- Oversee the strategic direction, performance and resilience of Housing 21's core systems and digital estate.
- Review significant IT strategies, programmes and investments and make recommendations to the Board where appropriate.
- Scrutinise cyber governance, system resilience, continuity planning and major technology risks, recognising that independent assurance over cyber controls remains within the remit of the Audit and Risk Committee.
- Support investigation and resolution of governance issues raised by the Regulator or through third-party reviews and oversee ad hoc investigations requested by the Chair or Board.
- Maintain an overview of committee structure, boundary issues and governance coherence across the Board and its committees.

**Membership**

- The Committee shall comprise such Board members as the Board may appoint. Membership shall be determined having regard to the skills, experience and succession needs relevant to the Committee's remit. The Board shall appoint the Chair of the Committee from among its members.
- The Chief Executive, Company Secretary, Deputy Chief Executive, Director of People, Director of IT and other executives may attend by invitation.

**Quorum**
Three Committee members.

**Meetings**
At least four meetings each year, with additional meetings arranged by the Chair as required.

**Skills**
Governance, Leadership and succession, People and culture, Information technology and cyber governance

**Delegated authority**

- The Board may delegate specific decision-making powers to the Committee in relation to governance, nominations, remuneration or other corporate matters as required.
- Where remuneration matters concerning the Board Chair are considered, the Deputy Chair or another Board member nominated by the Committee shall chair that item.

**Annual review**
The Committee will review these terms of reference, including membership and effectiveness, annually.

**Appendix 8.3** Asset Management, Development and Acquisitions Committee Terms of Reference May 2026

**Purpose**

- The Asset Management, Development and Acquisitions Committee ("the Committee") provides oversight and assurance in relation to the delivery of Housing 21's development, acquisition and asset management strategies, making informed decisions and recommendations that reflect business priorities, resident priorities and operational requirements.
- The Committee informs and helps shape strategic direction on development, acquisition and asset management for Board approval.

**Responsibilities**

- Review the standard appraisal criteria periodically and recommend any changes to the Board for approval
- Maintain oversight of the development pipeline and the delivery of the asset management programme, including decisions taken within delegated authority..
- Monitor progress of development activity against targets through regular performance reporting.
- Review the pipeline of new business and monitor sales and lettings performance for new developments.
- Review development, acquisition and related investment business cases falling within the Committee's delegated authority under the Financial Delegated Authority and approve those cases where the applicable hurdle rates, financial parameters and other approval conditions have been met..
- Recommend to the Board any development, acquisition or investment proposal which falls outside the Committee's delegated authority, is outside agreed hurdle rates or financial parameters, exceeds the Board-approved risk appetite, or otherwise requires Board approval under the Financial Delegated Authority.
- Receive financial reports on construction costs against budget for the overall 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 and acquisitions at appropriate post-completion stages.
- Review value for money arrangements relating to development and asset management.
- Monitor and ensure there is no adverse impact (outside of agreed tolerances) of development on financial capacity and the business plan.

- Review and monitor delivery of agreed Housing 21 property standards in relation to resident commitments.
- Monitor delivery of stock investment works and compliance with decent homes 2 against budget and review stock condition survey information to inform business plan assumptions.
- Review modernisation plans and outcomes for the business and for residents.
- Receive regular updates on property compliance, health and safety, and building safety policies, processes and outcomes.
- Review the five-year rolling capital and revenue investment plans and recommend these to the Board as appropriate.
- Inform and monitor delivery of environmental strategy and plans to achieve net zero by 2042.
- Review the approach to improving quality of construction, design and specification, including achievement of Future Homes Standard or better.
- Ensure that operational requirements and resident experience are fully reflected in development, acquisition and asset investment decisions.
- Receive input from relevant operational leads on Extra Care, Retirement Living, leasehold and other services as part of the Committee's consideration of proposals.
- Act as the lead Committee for operational input into development, acquisitions and asset investment, so that these matters are not duplicated within the Resident Standards and Services Committee.

**Membership**

- Up to five Board members appointed by the Board.
- To maintain a clear line of sight to operational services, the Board should seek to ensure that the membership includes experience or representation relevant to both Extra Care and Retirement Living services.
- The Chief Operations Officer, Deputy Chief Executive and Chief Finance Officer or their nominees shall have a standing invitation to attend.
- Other officers responsible for development, construction, acquisitions, asset management, compliance, sustainability, finance and operations may attend as required.
- The Chair of the Board may attend as a non-voting member but shall not chair the Committee.

**Quorum**
At least three Board members, including the Chair of the Committee or a nominated deputy.

**Meetings**
At least four meetings each year, with additional or virtual meetings where urgent decisions are required.

**Skills**
Development, Property and asset management, Finance, Resident insight, Operational service delivery

**Delegated authority**

- The Committee shall exercise Board-delegated authority in relation to development proposals, acquisitions and significant asset investment matters in accordance with the Financial Delegated Authority, the Scheme of Delegation and matters reserved to the Board. This includes approval of development proposals falling within the Committee's delegated authority, subject to applicable hurdle rates and financial parameters, together with approval of acquisitions and significant unbudgeted asset investment, modernisation or extension proposals where these fall within the Committee's remit.
- The Committee must consider the cumulative effect of its decisions and refer to the Board any matter that would increase exposure beyond the Board's risk appetite.
- Stock investment decisions shall be managed through the budget approval process or reserved to the Board unless specific authority is delegated.

**Annual review**
The Committee will review these terms of reference, including membership and effectiveness, annually.

**Appendix 8.4 Resident Services and Standards Committee Terms of Reference May 2026**

**Purpose**

- The Resident Services and Standards Committee ("the Committee") supports, scrutinises, monitors and reviews the strategic and operational performance, service quality, safeguarding arrangements and resident experience of Housing 21's services across all tenures and service designations, including Retirement Living, Extra Care, leasehold services, Oldham, Kent, Walsall and Guernsey.
- The Committee provides Board assurance that residents and customers remain at the heart of service delivery and that resident views shape decisions, priorities and judgements.
- The Committee also acts as the functional Board for Oldham Retirement Housing Partnership Limited and Kent Community Partnership Limited, and provides the Board-facing governance oversight for Housing 21 Guernsey LBG, in each case in a way that reflects the practical reality that Housing 21 manages and reports on these services through the wider Housing 21 operating model.

**Responsibilities**

- Consider the strategic priorities and potential of Housing 21's resident-facing services within the context of the operating environment.
- Set and monitor key performance indicators and consider reports on operational performance and achievement to ensure that service standards are being achieved and quality enhanced.
- Scrutinise service performance, quality, complaints and safeguarding insight, resident satisfaction and assurance reporting across all services.
- Maintain oversight of issues affecting different tenures and service offers, including specific issues affecting leasehold residents and the affordability impact of rents and service charges.
- Ensure that residents remain at the heart of Housing 21's services and that their views shape decisions and judgements.
- Ensure that mechanisms are in place for the Committee to hear resident views, consider them and understand what difference those views have made.
- Oversee arrangements for resident scrutiny, feedback and engagement as they relate to service quality and resident experience.
- Assess and monitor service-related risks and the effectiveness of mitigations and controls, ensuring that material matters are reported to the Board and, where relevant, to the Audit and Risk Committee.
- Review key policies relevant to service quality, resident wellbeing and safeguarding, including safeguarding and medicines management, and make recommendations to the Board for approval where appropriate.

- Consider whether there is sufficient resource, capability and operational support to deliver high quality services and resident satisfaction.
- Receive assurance on the delivery of actions arising from significant service failures, safeguarding concerns or regulatory learning.
- Oversee the particular complexities of the Walsall PPP contract and ensure continued integration into Housing 21's service delivery.
- Act as the functional Board of Oldham Retirement Housing Partnership Limited ("ORHP") in compliance with its Constitution, the relevant PFI project documents and Housing 21's Governance Framework.
- Act as the functional Board of Kent Community Partnership Limited ("KCP") in compliance with its Constitution, the relevant PFI project documents and Housing 21's Governance Framework.
- In relation to ORHP and KCP, take responsibility for governance and oversight of matters related to the relevant PFI project and project agreement, whilst delegating operational management to the Executive Team.
- In relation to ORHP and KCP, scrutinise and comment on management accounts and the annual budget and accounts, and make recommendations to the Housing 21 Board for approval where appropriate.
- In relation to ORHP and KCP, regularly review the risk register and refer relevant control or assurance issues onward to the Audit and Risk Committee.
- In relation to ORHP and KCP, oversee service delivery, contract performance, resident experience, deductions, annual service reporting and improvement actions under the relevant housing management and project arrangements.
- In relation to ORHP and KCP, ensure that each entity functions within the legal and financial requirements of its Constitution and in compliance with the relevant Contract.
- In relation to ORHP and KCP, ensure that governance processes are carried out effectively, including changes to board composition, annual evaluation, proper calling and minuting of meetings, and compliance with constitutional requirements.
- Oversee Housing 21's interest in Housing 21 Guernsey LBG on behalf of the Board, including scrutiny of service performance, resident experience, financial performance, legal and regulatory compliance, strategic risk and matters requiring parent company visibility or approval.
- Ensure that Housing 21 Guernsey acts in compliance with its Memorandum and Articles and the requirements of Housing 21's Rules, Governance Handbook and Governance Framework, recognising that executive directors may continue to serve on the Guernsey company board where required by practical or legal considerations.
- Maintain a clear distinction between service quality and resident scrutiny, which sits with this Committee, and development, acquisition and asset management decisions, which sit with the Asset Management, Development and Acquisitions Committee.

**Membership**

- At least four Board members, with additional members appointed where this would strengthen resident service scrutiny.
- The Chief Operations Officer shall have a standing invitation to attend.
- The Chief Executive and other Executive Directors and managers may attend by invitation of the Chair.
- The Chair of the Board may attend as a non-voting member but shall not chair the Committee.
- Where the Committee is acting in its functional Board capacity for ORHP or KCP, membership and meeting arrangements must also remain compatible with the constitutional requirements of the relevant entity.

**Quorum**
Three Committee members, provided that where the Committee is acting in its capacity as the functional Board of ORHP or KCP the quorum must also satisfy the constitutional requirements of the relevant entity.

**Meetings**
At least four meetings each year, with additional meetings arranged where significant events or urgent matters require this.

**Skills**
Supported housing, Housing management, Housing and care operations, Leasehold management, Resident engagement, Service quality, standards and safeguarding

**Delegated authority**

- The Committee may make recommendations to the Board on matters within its remit and may commission reports, deep dives or presentations necessary to discharge its responsibilities.
- Any decisions reserved to the Board or delegated elsewhere shall remain unaffected by these terms of reference.
- The Committee may hold a specific annual legal and governance review of the PFI and Guernsey entities in addition to routine performance reporting if this would assist Board assurance.

**Annual review**
The Committee will review these terms of reference, including membership and effectiveness, annually.

## 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