



TWO SAINTS

REBUILDING LIVES FOR A **BRIGHTER** FUTURE

Standing Orders

October 2025

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Introduction

Constitutional documents

Two Saints Limited's governing document is its Rules which follow the NHF Model and set out its objects, charitable purpose, and governance powers.

These Standing Orders set out in more detail how these powers work in practice with the role, remit and responsibilities of the Board and Committees including delegated powers, conduct and protocols.

A separate document called Financial Regulations set out the limits of responsibility for authorising income and expenditure.

In the event of a conflict being identified between the terms of the Standing Orders and the Rules, the Rules shall prevail.

Standing Orders may only be amended by a resolution of the Board.

Board terms of reference

Constitution

1. The Board's constitution is set out in our rules, but important clauses in our rules are summarised below:
 - The size of the Board will be between five and 12 people, with the optimum number being agreed by the Board from time to time.
 - The Board will meet at least three times a year at such times and places as the Board shall determine. Meetings can take place in any manner which permits those attending to hear and comment on the proceedings.
 - No formal business may be transacted by a meeting of the Board unless a quorum of three members is present at the appointed time of the meeting. If no quorum is present at the time appointed, the meeting will be adjourned until a further time determined by the chair of the Board.
2. The Board shall elect a Chair on such terms as the Board determines. The chair may decide to appoint vice chair.
3. At all meetings, in the absence of a consensus, every Board member present shall have one vote. In the case of an equality of votes, the chair of the Board shall have a second or casting vote.

Terms of reference

4. The Board is ultimately responsible for upholding good standards of governance and the conduct and control of our affairs.
5. Day-to-day decision making is generally delegated through the setting of clear policies and procedures to committees, the chief executive and other members of the executive team.
6. The essential functions of the Board are as follows:
 - a. to define and monitor compliance with the values and strategic objectives of the organisation, ensuring its long-term success
 - b. to determine our strategic direction, agreeing an annual business plan with key priorities and objectives – and then reviewing performance to ensure the priorities and objectives are achieved
 - c. to establish policies and plans to achieve the objectives
 - d. to establish a risk identification and risk management procedure to safeguard against the failure to achieve the organisation's objectives
 - e. to approve the budget and financial business plan each year, and any rent and service charge increases
 - f. to approve the audited financial statements prior to publication following their detailed consideration by the audit and risk committee
 - g. to establish and oversee financial regulations, a framework of delegation and systems of internal control

- h. to agree policies and make decisions on all matters that might involve significant financial or other risk to the organisation or those which raise material issues of principle
 - i. to monitor performance in relation to plans, budgets, controls and decisions, and the performance of comparable organisations
 - j. to scrutinise performance against key indicators
 - k. to ensure the establishment of effective communication channels and ensure that systems are in place for feedback from clients and stakeholders, including partner agencies, commissioners, funders and regulators
 - l. to ensure we are a good employer
 - m. to appoint (and if necessary, dismiss) the chief executive and company secretary, to consider their appraisals and be represented in the appointment of other members of the executive team
 - n. to set objectives for and annually appraise the chief executive and company secretary
 - o. to follow our rules in appointing (and if necessary, removing) the chair of the Board
 - p. to establish a code of conduct setting out the expected behaviour of the Board
 - q. to satisfy itself that the organisation's affairs are conducted lawfully and in accordance with regulatory standards of performance and propriety
7. The Board will, through the receipt of regular minutes and internal and external reports, monitor the achievement of plans, policy objectives and targets and ensure that internal controls and procedures are being followed.
 8. Appropriate training will be provided to Board members to enable them to carry out their duties efficiently and to ensure that they are kept up to date with changes affecting their role as a Board member.
 9. The Board will ensure that collectively it possesses all the necessary skills and Board members will carry out a self-assessment each year.

Strategy and business planning

10. The Board will adopt a long-term strategic plan setting out its broad policy aims and objectives and how these aims and objectives are to be achieved. The strategic plan will be reviewed each year.
11. The Board will make decisions on the following key issues (and not delegate these decisions to committees or the executive team):
 - any expansion of operations into new activities or geographic areas
 - ceasing a material part of current operations
 - changes to corporate structure, including the setting up of subsidiaries
 - approving major capital projects, including buying land or buildings
12. The Board will approve and monitor an annual business plan, which will clearly define its objectives and targets for the forthcoming year.

Financial policy and scrutiny

13. The Board will agree the treasury policy and annual treasury strategy.
14. The Board will ensure the organisation's assets are protected including the maintenance of adequate insurance cover.
15. The Board will review income and expenditure.
16. The Board will review cash flow, liquidity and going concern.

Committees

17. The Board will ensure that our committee structure is appropriate to our size and scope of operation to ensure our responsibilities can be properly conducted.
18. A Standing Committee is one which has a formal and ongoing delegation of authority. We currently have two such Committees – Audit and Risk and Remuneration and Nominations Committees.
19. Ad hoc working groups may be established in relation to particular areas of activity or focus. The remit of these groups will be formally approved by the Board. The Board will agree the terms of reference for each group including what, if any, delegated authority each working group has. The Board can also agree which member(s) of the executive team can join to support the Board in their decision making. The remit will be agreed and documented by the chair and/or company secretary, including a plan to communicate progress with the Board.
20. The company secretary will ensure that detailed minutes of all Board meetings are properly maintained, and all decisions clearly documented.

Reserved powers for the Board

For the avoidance of doubt, the following powers and responsibilities are reserved for the Board:

1. Strategy, management and governance

- To approve and own our strategic direction, including our vision, aims and strategies to guide us to achieve our aims in the most efficient and effective manner, consistent with our organisational values and approach.
- To take ultimate responsibility as set out in our articles of association for our governance and management.
- To approve multi-year plans and budget projections and monitor progress against these.
- To monitor and evaluate our progress against our strategic aims, objectives and financial targets (including cash flow and reserves) by review and analysis of the quarterly reports.
- To maintain oversight of operations ensuring:
 - Competent and prudent management
 - Sound planning
 - An adequate system of internal control
 - Adequate accounting and other records
 - Compliance with statutory and regulatory obligations
- To ensure we function within our legal and financial requirements.
- To regularly monitor the context and operating environment in which we work and address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders.
- To approve any extension of our activities beyond that set out in our strategy.
- To approve any decisions to cease to operate any material part of our business.
- To ensure we have the resources, both human and financial, to achieve our aims.
- To ensure a process for declaring interests is in place.
- To follow our code of conduct.
- To receive an annual report on health and safety compliance.

2. Structure and capital

- To decide on any major changes to our corporate structure.
- To make any decisions on changes to our status as a company or registered charity.

3. Financial reporting and controls

- To ensure an ongoing risk assessment and management process is in place across the organisation that is informing policies, procedures and plans and that Board

members are provided with formal updates on this process and the outcomes and advised of any significant changes as they occur.

- To ensure maintenance of a sound system of internal control and risk management including:
 - Receiving reports on, and reviewing the effectiveness of our governance, risk and control processes to support our strategy and objectives.
 - Approving an appropriate statement for inclusion in the annual report.
 - Receive the chief executive's recommendation on the review of the external auditor's management letter and the internal audit annual assurance report and management responses to the matters raised in these.
 - To approve our annual reports and accounts and those of any subsidiary companies.
 - To ensure a register of fraud is held and made available to all Board members and that serious fraud is reported to the Board as a whole and investigated.

4. Commitments

- To approve contracts which are a material departure from practice strategically or are of significant high risk (as identified in the risk register) or by reason of size.
- To approve investments outside of those delegated to the chief executive and executive director of finance and IT.

5. Board membership and other appointments

- To select a chair and other officers of the Board and ensure adequate succession planning is in place for these roles.
- To employ and supervise a chief executive and delegate to them the management of the organisation.
- The chair of the Board, supported by the vice chair (if in post) and chair of the remuneration and nomination committee are responsible to ensure the processes of governance are carried out effectively including:
 - Changes to the structure, size and composition of the Board and to ensure adequate succession planning is in place for these roles.
 - Board member selection, induction, review and rotation and ensuring a mix of governance skills and a diversity of membership
 - Evaluation of the performance of the Board to undertake the duties as described above, ensuring other committees of the Board are constituted appropriately, have the right membership and chair and are effective as necessary for good governance.
 - Board meetings are held regularly and minutes are taken.
 - Appointment or removal of the company secretary.
 - Appointment, re-appointment or removal of the external auditors to be put to the members for approval.
 - Appointments to the Boards of any subsidiary companies

6. Communication

- Approval of resolutions and corresponding document to be put forward to members at the annual general meeting.
- The chair will approve press releases concerning matters relating to the Board.

7. Remuneration

- Determining the remuneration levels for Board members and the chief executive
- Appointment, appraisal, disciplining and dismissal of the chief executive
- Major changes to pension schemes
- To sit on recruitment and disciplinary panels as required.

Audit and risk committee terms of reference

1. Constitution

- 1.1 Membership of the audit and risk committee shall be determined by our Board and shall be a minimum of five members. In appointing members, the Board will take all practical steps to include individuals having knowledge and experience relevant to audit and risk. The Board can also co-opt a member to the committee if the Board deems it appropriate. No executive member shall have a vote.
- 1.2 The chair of the committee shall be appointed by the Board and shall be a member other than the chair of the Board.
- 1.3 The chief executive and executive director of finance and IT will be expected to attend the committee, as is the company secretary.
- 1.4 The committee will meet at least three times a year and at such times and places as the committee shall determine. Meetings can take place in any manner which permits those attending to hear and comment on the proceedings.
- 1.5 No formal business may be transacted by a meeting of the committee unless a quorum of three members is present at the appointed time of the meeting. If no quorum is present at the time appointed, the meeting will be adjourned until a further time determined by the chair of the committee.
- 1.6 A special meeting of the committee may be called on the instructions of the chair of the committee to consider any urgent business arising.
- 1.7 At all meetings, in the absence of a consensus, every member present in person shall have one vote. In the case of an equality of votes, the chair of the committee shall have a second or casting vote.
- 1.8 The executive director of finance and IT shall be responsible for servicing the meeting. The committee may ask any officer to withdraw from the meeting at any time.
- 1.9 The minutes shall be circulated to all Board members and if approved at the following meeting, shall be signed as a true record by the chair of the committee. Minutes of the committee will be presented to the next Board meeting for information.
- 1.10 The committee shall refer serious matters or issues to the Board for consideration, with recommendations or refer to the chair (or in their absence, the vice chair if in post) of the Board if urgent.

2. Functions of the audit and risk committee

2.1 Purpose

The purpose of our audit and risk committee, on behalf of the Board, is to review and monitor the risk management systems and our internal controls to ensure that they are not operating beyond appropriate levels of risk. It has the responsibility for external audit and internal control matters and oversees the work programme and performance quality of both the internal and external audit services.

2.2 Overview of internal control and risk management

- 2.2.1. To ensure that the internal controls comprehensively cover all policies and procedures necessary to permit the organisation to be managed efficiently and effectively at an appropriate level of risk.
- 2.2.2. To satisfy the Board (which retains overall responsibility for risk management and controls) that there is a sufficient, systematic review of internal control arrangements of both our operational (relating to effectiveness, efficiency and economy) and financial reporting controls.
- 2.2.3. To monitor progress regarding follow up work, to ensure that weaknesses in control are being corrected, reporting such action to the Board.
- 2.2.4. To consider reports of investigations as appropriate on all cases of fraud, attempted fraud, whistleblowing or other irregularities, in accordance with our whistleblowing and/or fraud policies. To consider whether appropriate action has been taken and that internal controls are satisfactory.
- 2.2.5. To review any instances of fraud at each meeting.
- 2.2.6. To ensure a robust assessment of emerging and key risks and associated mitigations by reviewing the risk register at every meeting, and to report to the Board on any significant emerging or worsening risks that could significantly impact the business.
- 2.2.7. To ensure adequate liaison between the internal and external auditors.
- 2.2.8. To oversee and advise the Board on the current risk exposures that may exceed the Board's risk appetite.
- 2.2.9. On behalf of the Board to periodically review the risk appetite statement in line with our strategy.

2.3 Overview of external audit

- 2.3.1. To be responsible for recommending to the Board and its annual general meeting the appointment or removal of the external auditors, and to review their performance and remuneration.
- 2.3.2. To develop and recommend to the Board policy on the supply of non-audit services by the external auditor and consider the auditors' objectivity, effectiveness and independence in respect of both audit and non-audit services. To monitor the provisions of non-audit services to ensure it does not impair the external auditor's independence and objectivity.
- 2.3.3. To discuss and agree the scope of the external audit prior to the start.
- 2.3.4. To facilitate the work of the external auditors by providing meeting facilities if required for the external auditor, internal auditor and our executives, assisting the external auditor to obtain all relevant information and helping to resolve any problems that might be encountered during or after the external audit.
- 2.3.5. To make themselves available to the external auditor for consultation both with and without the executive present.

- 2.3.6. To deal with any serious reservations that the external auditor may express about the accounts, information contained therein, accounting records, the control environment, the quality or views of our management.
- 2.3.7. To recommend the audited statutory accounts to our Board for approval.
- 2.3.8. If the external auditor resigns, investigate the issues leading to this and decide whether any action is required.
- 2.3.9. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.

2.4 Overview of internal audit

- 2.4.1. To approve the appointment and removal of internal auditors in accordance with tender procedures.
- 2.4.2. To agree the rolling and annual programme of work of the internal auditors based on a review of our risk map.
- 2.4.3. To receive the annual report to the Board and individual internal audit reports, agree action plans and monitor progress against these plans.
- 2.4.4. To monitor the effectiveness of internal audit work and receive regular reports on the audit function, to monitor progress against the audit plan and to agree any revision to that plan.
- 2.4.5. To make themselves available to the internal auditor for consultation both with and without the executive present.
- 2.4.6. 2.4.6 Ensure that the internal audit function has unrestricted scope, adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards and ensure that the internal audit function has adequate standing and is free from management or other restrictions.
- 2.4.7. Meet the internal auditors at least once a year, without management being present, to discuss the remit of the internal audit function and any issues arising from the internal audits carried out. The Committee shall also ensure that the head of the internal audit function is given the right of direct access to the chair of the audit and risk committee and the chair of the Board, providing independence from the executive and accountability to the Committee.

3. Annual advisory reports to the Board

- 3.1 The audit and risk committee shall commission annually from the chief executive a report for its consideration on the matters outlined below. This report shall then be presented at the Board meeting at which the annual statutory accounts are considered for approval. It will include:
 - an assessment of the adequacy and effectiveness of the organisation's systems of internal control
 - summary of risk management activities undertaken

- changes in the nature and extent of significant risks since the previous annual review
- forms of assurance previously approved by the Board and the audit & risk committee, together with a summary of findings from each form of assurance
- external audit matters
- all significant control failings reported in the year
- any theft or fraudulent activity which has taken place
- arrangements for promoting economy, efficiency and effectiveness

3.2 This report will assist the Board in approving the statement on internal control assurance included in the financial statements.

3.3 The committee will also consider an annual self-assessment of compliance with the Regulator of Social Housing's standards, including governance and financial viability. This report will assist the Board in confirming compliance with the standards in the financial statements.

Remuneration and nominations committee terms of reference

1. Constitution

- 1.1 Membership of the remuneration and nominations committee shall be determined by the Board and shall be a minimum of three members.
- 1.2 The chair of the committee shall be appointed by the Board.
- 1.3 The chief executive and company secretary will be expected to attend the committee.
- 1.4 The committee will meet at least once a year (normally between January and March) at such times and places as the committee shall determine. Meetings may take place in any manner which permits those attending to hear and comment on the proceedings.
- 1.5 No formal business may be transacted by the committee unless a quorum of three members is present at the appointed time of the meeting. If no quorum is present at the time appointed for the meeting, the meeting will be adjourned until a further time determined by the chair of the committee.
- 1.6 A special meeting of the committee may be called on the instructions of the chair of the committee to consider any urgent business arising.
- 1.7 At all meetings, in the absence of a consensus, every member present in person shall have one vote. In the case of an equality of votes, the chair of the committee shall have a second or casting vote.
- 1.8 The chief executive shall be responsible for servicing the meeting. The committee may ask any officer to withdraw from the meeting at any time.
- 1.9 The minutes shall be circulated to all Board members and, if approved at the following meeting, be signed as a true record by the chair of the remuneration and nominations committee. Minutes of the committee will be presented to the next Board meeting for information.

2. Functions

2.1. Purpose

The purpose of the remuneration and nominations committee is to ensure we are compliant with legislative and regulatory requirements in relation to governance and cognisant of good employment and governance practice.

2.2. Responsibilities

- 2.2.1 Be involved in and review the chief executive and company secretary's appraisal.
- 2.2.2 If requested by the Board, lead on the recruitment of Board members, the Board chair, vice chair, committee chairs and chief executive.
- 2.2.3 Review the terms and conditions of the executive team where they differ from other staff.
- 2.2.4 Consider the general outcomes from Board member appraisals and the appraisal process and recommend any action to the Board.
- 2.2.5 Consider the outcomes of audits of Board member's skills and experience and recommend any action to the Board

Board member - role profile

Position: Board member

Responsible for: Ensuring the management control, accountability, and good conduct of the organisation. Board members are ultimately responsible for upholding good standards of governance and the conduct and control of our affairs, defining and monitoring compliance with the values and strategic objectives of the organisation, ensuring its long-term success.

Specific duties:

1. To work collaboratively with fellow Board members to discharge the responsibilities of the Board, which will include:
 - setting the annual and longer-term objectives for the organisation and to determine its values and philosophy
 - enabling the achievement of those objectives through appropriate delegated authorities, operational procedures and the employment of staff with appropriate skills
 - ensuring that a business plan, strategies and policies are established, covering all legal, regulatory and good practice requirements
 - ensuring that the interest and needs of our tenants and clients are considered in all matters
 - measuring and reviewing the performance of the organisation
 - reviewing the activities of the organisation from time to time and deciding on changes if appropriate
 - exercising sound financial management and maintaining financial viability whilst meeting our objectives, avoiding financial risk and protecting the public funds invested in the organisation
 - ensuring that the organisation's properties are developed to a high standard and are kept in good repair
 - ensuring that the organisation is a good employer
2. To promote our accountability through openness and contact with clients, communities, representative bodies and strategic authorities.
3. To attend regularly and contribute positively to Board and committee meetings, liaising with the Board chair and committee chairs between meetings. Board members will be expected to serve on at least one of our committees.
4. To participate in an individual Board member appraisal, including the setting of annual personal objectives, and contribute to a review of the performance of the Board as a group, to ensure that it has the capacity, commitment and abilities to lead the organisation. All members will contribute to the appraisal of the chair and chief executive.
5. To promote our publicity and fundraising activities, from time to time attending functions and other meetings and events in the interests of the organisation and its clients.

6. To attend appropriate training events, seminars and conferences. All members will keep up to date with developments and current issues in their areas of professional expertise.
7. To comply with our governance guidelines including our code of conduct and the requirement to declare any interests.

Person specification – Board member

Qualities	Essential	Desirable
Commitment		
• Commitment to our vision and values	✓	
• Commitment to delivery of excellent services for homeless people	✓	
Experience		
• Previous involvement in a people-centred business or voluntary or public sector organisation	✓	
• Experience in one or more of the following ○ care and support services ○ social housing ○ human resources ○ communications ○ finance or accountancy ○ business planning	✓	
Knowledge and skills		
• Ability to participate effectively in meetings, making a contribution and working with others to reach a consensus	✓	
• Good listening and communication skills	✓	
• Good grasp of strategy and ability to delegate	✓	
• Ability to manage personal and corporate relationships	✓	
• Awareness of equality and diversity issues	✓	
• Knowledge of housing associations and public sector housing		✓
• Involvement in community-based projects		✓
Personal		
• Energy and enthusiasm	✓	
• Confidence in public	✓	
• Time to attend meetings of the Board, committees and other appropriate meetings	✓	
• Available for <i>ad hoc</i> discussions in addition to formal meetings	✓	

Board Members' Code of conduct

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1. Introduction

We receive funds from public, private and charitable sources. The stewardship of charitable and publicly funded assets and services means that all staff, directors, and Board members must always maintain the highest standards of integrity and behaviour. The following code of conduct is aimed at providing Board members with guidance to help them meet this obligation. It applies to all Board members, and anyone co-opted to a committee or our Board.

Board members must sign an agreement for services, before they can commence their appointment, confirming that they'll carry out their duties and obligations in accordance with this code of conduct, giving an undertaking to observe the spirit as well as the letter of the document, which is based on the NHF model and has been formally adopted by the Board.

The seven principles of public life (established by the committee on standards in public life) underpin our code of conduct. These are:

Selflessness	You should take decisions solely based on our values and objectives. You should not do so to gain financial or other material benefits for yourself, your family or friends.
Integrity	You should avoid placing yourself under any obligations, financial or otherwise, to outside individuals or organisations that might influence you in the performance of your duties.
Objectivity	You should ensure that in the delivery of services, the appointment of staff or the awarding of contracts, you maintain impartiality and base decisions on merit alone.
Accountability	You must accept accountability for your decisions and actions and accept whatever scrutiny is appropriate such as by regulators, client representatives, providers of public funds or other stakeholders.

Openness	You should be as open as possible about all the decisions and actions you take. You should give reasons for your decisions and restrict information only when individual or commercial confidentiality clearly so demands.
Honesty	You must declare any private interests relating to your duties and take steps to resolve any conflicts arising in a way that is lawful and protects our public interest and reputation and values.
Leadership	You must promote and support these principles by leadership and example.

It is impossible to give an extensive list of every type of activity where you must be particularly aware of observing the highest standards of conduct. The objective of the code of conduct is to alert you to the areas which are of particular importance to Board members. We trust Board members to rely on their own judgement in the proper performance of their duties and responsibilities. If a situation does arise where a Board member is unsure of the proper course of action, they should always refer to the chair for advice. The integrity of Board members is essential in maintaining our reputation and good name.

2. Upholding our vision and values

Our vision is to give people who are homeless, vulnerable or in need of support, the opportunity to build a brighter future.

Our values are:

- Everyone matters
- We know we're stronger together
- We do the right things, for the right reasons
- We never give up

These values underpin our work. All our staff, volunteers and Board members are expected to uphold these values in the way we work together and, importantly, in all our work and interactions with clients and partners.

3. General obligations

Board members are always required to perform their duties to the best of their abilities and in line with our terms of reference and Board member role profile. Board members should take note of our policies on health and safety, probity and accountability, anti-fraud, anti-bribery, drug and alcohol, equality and diversity and the protection of clients from abuse. Board members should treat colleagues, clients, visitors, and other people encountered in the course of their duties with respect and courtesy at all times.

Board members are required to inform the chair of any criminal conviction or police caution (other than speeding convictions, which do not result in a ban) acquired during their tenure as a Board member.

Where Board members are authorised to use their private vehicles on official business, the driver and the vehicle must fully comply with the law in all respects. A declaration to this effect must be made each time a travel claim is made.

4. Conflicts of interest

Every Board member's duty is to act only in our interest and that of our clients, and not on behalf of any constituency or interest group, and not for any personal interest or benefit. A conflict of interest will arise in any circumstance where doubt can be cast on a Board member's ability to act with complete objectivity about our activities.

Individual Board members need to make sure that all relevant personal interests are declared and where conflicts arise, or are perceived to arise, these are managed to avoid any financial or non-financial personal gain to themselves or to any person or body closely connected to them¹.

We maintain a register of interests, which is updated annually and is publicly available. Board members will be asked to sign a declaration of interest form each year. At the beginning of each Board or committee meeting those present will be asked to declare whether they have any interests which are relevant to the proceedings of that meeting.

Some of the usual situations which may result in a conflict of interest are set out below. Board members must be aware, however, that this is not an exhaustive list of conflicts of interest:

- Employment, ownership or significant shareholding in a company or partnership providing products or services to the housing association sector
- Significant ownership of land or property in our area of operation
- Tenancy or leasehold interest of a property that we own
- Membership of a campaigning or community organisation which has interests in our business or operations
- Membership of a local authority, another public body, or another association or unregistered 'not for profit' body with interests in our area of operation

In the interests of transparency, membership of pressure groups should always be declared. Membership of other Boards or committees with associated organisations should also be declared.

5. Grant of benefits

If a member of staff, a Board member or a person with whom they are closely connected, applies for housing or support services (including where nominated or referred by another agency), the Board should ensure that:

- there is disclosure of the individual's interest or connection
- consideration of the application is based solely on published allocations criteria
- no person having any direct personal knowledge of the applicant plays any part in the assessment or decision

Generally, we will not offer employment to a person who is closely connected to a Board member, particularly in the case of a senior post. Any Board member who is aware of a person connected to them applying for a post with us should notify our company secretary.

¹ This includes family members, such as a spouse or partner and close relatives, as well as close friends and business colleagues

6. Gifts and hospitality

The purpose of our policy on gifts and hospitality is to avoid any question that we or any of our employees or Board members are giving or receiving preferential treatment. A good benchmark to judge whether any proposed action is appropriate, is to ask whether the organisation or the recipient would be embarrassed if the event should become public knowledge.

The following guidelines on giving and receiving gifts must be followed:

- no Board member should solicit gifts from another individual or organisation
- gifts of cash or cash equivalents are never permissible regardless of the amounts
- small personal gifts, though not from residents or clients, may be accepted where refusal might offend – and items considered acceptable include small items of promotional stationery such as pens, diaries and calendars
- all other gifts are to be pooled and distributed at the chair's discretion
- all gifts you receive must be recorded in the gifts and hospitality register maintained by the company secretary
- gifts to an individual or organisation may be made in certain circumstances, with the approval of the chair – for example a modest farewell gift to a long serving Board member

From time to time, as a courtesy to outside organisations with whom we work, we may wish to provide lunch or other minor hospitality or accept entertainment from such bodies. This should not be a common practice within a publicly funded organisation, as anything other than occasional entertainment can give rise to justifiable concern and suspicion.

The following guidelines on hospitality must be followed:

- hospitality should not be solicited from anybody
- extravagance of any kind must be avoided in hospitality or entertainment, whether it is given or received
- if you wish to provide minor hospitality for someone, you may only do so with the approval of the chair
- you should not attend any form of hospitality or entertainment, if by doing so you may be suspected of granting undue preference in the conduct of our business to the provider of such hospitality or entertainment – and you should always seek prior approval from the chair, who will have regard to the rules on acceptance of hospitality
- any hospitality given or received must be recorded in the gifts and hospitality register which is maintained by the chief executive (this does not include the refreshments made available at our meetings)
- hospitality and entertainment may be accepted when visiting other organisations during our business, when not to do so would cause offence to the hosts – but when accepting such invitations, it is necessary to consider a possible requirement to reciprocate in future
- invitations to attend charity or fund-raising events as a guest may be accepted, if it is a good cause and may be of reciprocal benefit to us

- when approving a request, consideration should be given to the number of invitations that have been accepted previously by any individual and, if appropriate, the invitation should be courteously declined or taken up on their behalf by another individual

7. Financial grants and loans

Board members are not eligible to receive charitable grants or loans from us.

8. Confidential and proprietary information

Information that has been created, discovered and developed by us, or has been disclosed to us under an obligation of confidentiality, or to which rights have been assigned to or acquired by us is both confidential and proprietary.

Examples of confidential and proprietary information include:

- Board papers
- details of contracts for the supply of goods and services
- financial statements and business projections
- information concerning the terms of negotiations relating to the acquisition or disposal of property
- marketing plans or strategies
- business acquisition plans
- plans to employ new personnel
- information concerning labour relations or consultation with staff
- information concerning legal proceedings
- items specifically marked “confidential”
- software and computer programmes

It is a Board member’s duty to keep all such information confidential during the time they are engaged as a non-executive director.

Board members may also have access through their own computer systems, iPad or smart phone to confidential sensitive data through electronic means, including Convene. Our IT department will liaise with each Board member individually regarding appropriate security measures to be put in place, including passwords to avoid a third party accessing the information, such as through the theft of a smart phone.

9. Our property

During Board member’s tenure they may have documents or equipment made available to them. These remain our property, and they will be expected to promptly return all such documents or equipment to us when their Board membership comes to an end, or at any other time, when requested to do so.

All our property that Board members use or are responsible for must be used carefully and must be protected and stored in safe place when not in use. Any confidential documents should be securely locked away when left unattended and properly disposed of when necessary. Our staff will arrange for shredding of confidential documents including copies of Board papers.

10. Confidential reporting

We are committed to the highest standards of quality, probity and accountability. All Board members, therefore, have a duty to report to the chair or others as appropriate:

- breaches of our code of conduct (by staff or a Board member)
- any actions which might call into question our integrity
- any potential fraud or misuse of our assets, in accordance with our anti-fraud policy
- shortcomings in service delivery
- other impropriety

Please refer to our specific fraud, equality, and diversity, safeguarding and protection from abuse and whistle blowing policies for further details.

11. Purchasing goods and services

It is essential that those responsible for the management and administration of our business are seen to make a clear distinction between their own personal affairs and ours. Board members may be seen to be in a position to influence decisions about the letting of contracts and the commitment of major expenditure such as building activities or the bulk purchasing of goods. Our financial regulations, procurement policy and panel of approved contractors and suppliers set out clear guidelines governing the purchase of goods and services.

Individual Board members need to be mindful of:

- the possibility that improper influence may be brought to bear or that expectations of favourable treatment may underlie the provision of goods and services free or at a discount
- the possibility that disputes arising out of private dealings may affect our affairs adversely

If you wish to use our contractors or professional advisers (such as builders, solicitors, accountants or bankers) for personal private business, you should disclose your intentions, in advance, to the chair. The list of approved contractors and suppliers is available from our company secretary.

12. Professional boundaries

Board members must at all times be aware of the need, whilst on and off duty, for professionalism in their relationships with staff and clients. It is hoped that Board members will establish, in the course of their work, a degree of rapport with staff and clients, but the necessary boundaries within which Board members should remain must be recognised.

Board members must:

- never knowingly offer accommodation, hospitality or leisure activities in their own home, or that of anyone in a close relationship with them, to clients or recent ex-clients
- never knowingly buy or sell any goods to or from clients, or give or receive any goods to or from clients or staff
- not agree to be the recipient of any legacy or any other benefit from a client's will
- not derive any personal, financial or material benefit from clients

- not engage in personal friendships with residents or clients
- not use their position to promote specific party political or religious views of any kind and must avoid involving staff or clients with their own views and activities

13. Press statements and enquiries

Only the chair, chief executive, or a designated director or manager are authorised to make press statements, press releases or respond to press questions relating to us. Any approach by the press on any matter related to us should be referred to the chair or chief executive immediately.

Chair – role profile

Position: Chair

Responsibilities: In addition to their responsibilities as a Board member to be responsible for the effective management of Board meetings and for liaison with and support to the chief executive and to lead the Board in upholding good standards of governance and control of our affairs, particularly in defining and monitoring compliance with the values and strategic objectives of the organisation.

Specific duties:

1. To be responsible for the effective and efficient conduct of Board meetings, ensuring that resolutions are properly put and necessary decisions made.
2. To ensure Board meetings take place at appropriate intervals and locations and that start and finish times are agreed with other members.
3. To chair the annual general meeting and any other special general meetings that may be called from time to time.
4. To ensure that all Board members can play a full part in meetings, that their contributions are timely and relevant, and that appropriate standards of conduct and behaviour are maintained in accordance with the code of conduct approved by the Board. Regular conversations should take place with all Board members between meetings.
5. To agree annually with committee chairs and vice chair (if in post) their specific responsibilities for the year and meet regularly with them between Board meetings to consider current issues.
6. To deal with paperwork associated with the function of chairing Board meetings, including organising with the chief executive, an agenda and preparing a chair's section of the annual report.
7. To take decisions in between meetings as delegated by the Board, in line with agreed policy and established practice, and in consultation with the chief executive and other senior officers as appropriate.
8. To ensure that any decisions taken between meetings are reported to and ratified by the next Board meeting.
9. To be primarily responsible for the performance assessment of the chief executive, with the assistance of the committee chairs and vice chair (if in post) and in consultation with other Board members.
10. To 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 staff. Regular meetings between the chair and chief executive should take place, involving the committee chairs and vice chair (if in post) and other executive staff as appropriate. The chair will act as the counter signatory on all appraisals of staff who report directly to the chief executive.

11. To ensure that the Board delegates sufficient authority to its committees, the chair, chief executive and others to enable the business of the organisation to be carried on effectively between meetings of the Board and also ensuring that the Board monitors the use of these delegated powers. Regular conversations should take place between meetings with all committee chairs.
12. To maintain a watching brief on Board membership and ensure that the relevant skills and experience are in place to enable the Board to fulfil its functions, through succession planning, recruitment and induction of new members.
13. To lead on the appraisal process to ensure proper and appropriate arrangements for the overall Board appraisal and that of individual Board members, including undertaking the appraisal for the committee chairs as well as the vice-chair (if in post) and to consider Board training needs.
14. To sign cheques and documents requiring the Board or chair's authorisation.
15. To attend other functions and meetings on our behalf and to undertake public duties such as scheme openings as required.
16. To have a general understanding and keep abreast of legislative changes and developments in the housing or support sectors which may affect us.
17. To ensure that the Board receives professional advice when it is needed, either from its executive staff or external sources.

Person specification – chair of the Board

Qualities	Essential	Desirable
Commitment		
• Commitment to our vision and values	✓	
• Commitment to delivery of excellent services for homeless people	✓	
• Commitment to acting as an ambassador for the organisation	✓	
Experience		
• Substantial involvement in a business, voluntary or public sector organisation	✓	
• Experience of membership of committees	✓	
• Experience of chairing groups of people		✓
• Experience of the social housing field and support services		✓
• Experience of managing substantial organisations		✓
Knowledge and skills		
• Leadership ability	✓	
• Ability to chair meetings impartially, encourage all participants to contribute and to reach a consensus	✓	
• Good listening and communication skills	✓	
• Good grasp of strategy and ability to delegate	✓	
• Ability to manage personal and corporate relationships	✓	
• Awareness of equality and diversity issues	✓	
• Knowledge of housing associations, public sector housing and care & support		✓
• Involvement in community-based projects		✓
• Ability to gain a good understanding of legislation and regulation		✓
Personal		
• Energy and enthusiasm	✓	
• Confidence in public	✓	
• Time to attend meetings of the Board, committees and other appropriate meetings	✓	
• Available for ad hoc discussions in addition to formal meetings	✓	

Vice Chair – role profile

Position: Vice Chair

Responsibilities: In addition to their responsibilities as a Board member to deputise for the Chair and support them and act as a sounding Board to give them support, informal feedback, honest advice and a fresh perspective as well as being ‘an extra pair of eyes and ears’.

Specific duties:

1. To act as Chair of the Board in the absence of the Chair or as requested by the Chair and carry out additional leadership duties relating to the functioning, responsibilities and effectiveness of the Board.
2. To support the Chair in carrying out their role.
3. Have a general understanding and keep abreast of legislative changes and developments in the housing or support sectors that may affect us.
4. Act as an additional key point of contact with the Chief Executive and management in the Chair’s absence or incapacity and perform the responsibilities of the Chair when the Chair is unavailable.
5. In the Chair’s absence or incapacity, carry out duties delegated by the Chair or the Board.
6. Lead special projects and initiatives as assigned by the Chair or the Board.
7. Assist the chair in mentoring new appointees to the Board, providing oversight, coaching and advice with a view to ensuring quality, consistency and accountability.
8. Perform other responsibilities as delegated by the Chair or the Board.
9. Assist the Remuneration and Nominations Committee and the Board, as appropriate, in the assessment of the Chair’s effectiveness.
10. Agree specific responsibilities for the year with the Chair and communicate regularly with them between Board meetings to consider current issues.

Person specification – vice chair of the Board

Qualities	Essential	Desirable
Commitment		
• Commitment to our vision and values	✓	
• Commitment to delivery of excellent services for homeless people	✓	
• Commitment to acting as an ambassador for the organisation	✓	
Experience		
• Substantial involvement in a business, voluntary or public sector organisation	✓	
• Experience of membership of committees	✓	
• Experience of chairing groups of people		✓
• Experience of the social housing field and support services		✓
• Experience of managing substantial organisations		✓
Knowledge and skills		
• Leadership ability	✓	
• Ability to chair meetings impartially, encourage all participants to contribute and to reach a consensus	✓	
• Good listening and communication skills	✓	
• Good grasp of strategy and ability to delegate	✓	
• Ability to manage personal and corporate relationships	✓	
• Awareness of equality and diversity issues	✓	
• Knowledge of housing associations, public sector housing and care & support		✓
• Involvement in community-based projects		✓
• Ability to gain a good understanding of legislation and regulation		✓
Personal		
• Energy and enthusiasm	✓	
• Confidence in public	✓	
• Time to attend meetings of the Board, committees and other appropriate meetings	✓	
• Available for ad hoc discussions in addition to formal meetings	✓	

Chair of audit and risk committee - role profile

Position: Chair

Responsibilities: In addition to their Board member responsibilities to be responsible for:

- the effective leadership of our audit and risk committee
- ensuring that the committee fulfils its obligations as set out in the terms of reference
- liaison with and support to the chair of the Board and relevant members of the executive team

Specific duties

1. To act as Chair of the Board in the absence of the Chair or as requested by the Chair.
2. To drive and shape our approach to risk management and our audit activity.
3. To be responsible for the effective and efficient conduct of committee meetings, ensuring resolutions are properly put and necessary decisions made.
4. To ensure the committee's decisions are acted upon.
5. To ensure committee meetings take place at appropriate intervals as part of our annual calendar of meetings and start and finish times are agreed with other members.
6. To ensure all committee members can play a full part in meetings, their contributions are timely and relevant, and appropriate standards of conduct and behaviour are maintained in accordance with the code of conduct approved by the Board.
7. To work proactively with the executive director of finance and IT on the arrangements for meetings, including agreeing the agenda and checking minutes.
8. To ensure any decisions taken by the committee that need Board approval are reported to the next Board meeting and lead the discussion at the Board meetings summarising the deliberations of the committee, including making clear recommendations.
9. To proactively establish a constructive working relationship with and provide support to the chair of the Board, the chief executive, executive director of finance and IT and members of the executive team.
10. To liaise with our external auditors and executive director of finance and IT in respect of risk management and the audit of annual financial statements.
11. To liaise with our internal auditors and finance director in respect of risk management and the annual programme of internal audit.
12. To assist the chief executive and finance director with the annual report to the Board on internal controls assurance.
13. To have a general understanding of legislative changes and policy developments that relate to the aspect of our business covered by the committee.
14. To ensure the committee receives professional advice when needed, either from its executive staff or external sources.
15. To undertake the appraisal of those Board members who are members of the committee.

Person specification – chair of audit and risk committee

Qualities	Essential	Desirable
Commitment		
• Commitment to our vision and values	✓	
• Commitment to delivery of excellent services for people who are homeless	✓	
• Commitment to acting as an ambassador for the organisation	✓	
Experience		
• Experience in risk, financial and audit matters	✓	
• Experience at a senior level of risk management and service delivery within an organisation		✓
• Experience of membership of audit and risk committees	✓	
• Experience of chairing groups of people		✓
Knowledge and skills		
• Leadership ability	✓	
• Ability to chair meetings impartially, encourage all participants to contribute and to reach a consensus	✓	
• Good listening and communication skills	✓	
• Ability to manage personal and corporate relationships	✓	
• Awareness of equality and diversity issues	✓	
• Knowledge of the aspect of our business covered by the committee		✓
• Ability to gain a good understanding of legislation and regulation	✓	
Personal		
• Energy and enthusiasm	✓	
• Time to attend meetings of the committee	✓	
• Available for ad hoc discussions in addition to formal meetings	✓	

Chair of remuneration and nominations committee - role profile

Position: Chair

Responsibilities: In addition to their Board member responsibilities to be responsible for:

- the effective leadership of our remuneration and nominations committee
- ensuring that the committee fulfils its obligations as set out in the terms of reference
- liaison with and support to the chair of the Board and relevant members of the executive team

Specific duties

1. To act as Chair of the Board in the absence of the Chair or as requested by the Chair.
2. To be responsible for the effective and efficient conduct of committee meetings, ensuring resolutions are properly put and necessary decisions made.
3. To ensure the committee's decisions are acted upon.
4. To ensure committee meetings take place at appropriate intervals as part of our annual calendar of meetings and start and finish times are agreed with other members.
5. To ensure all committee members can play a full part in meetings, their contributions are timely and relevant, and appropriate standards of conduct and behaviour are maintained in accordance with the code of conduct approved by the Board.
6. To work proactively with the Board chair and chief executive on the arrangements for meetings, including agreeing the agenda and checking minutes.
7. To ensure any decisions taken by the committee that need Board approval are reported to the next Board meeting and lead the discussion at the Board meetings summarising the deliberations of the committee, including making clear recommendations.
8. To proactively establish a constructive working relationship with and provide support to the chair of the Board, the chief executive, executive director of finance and IT and members of the executive team.
9. To ensure the committee receives professional advice when needed, either from its executive staff or external sources.
10. To undertake the appraisal of those Board members who are members of the committee.
11. To lead on the appraisal of the Chair.

Person specification – chair of remuneration and nominations committee

Qualities	Essential	Desirable
Commitment		
• Commitment to our vision and values	✓	
• Commitment to delivery of excellent services for homeless people	✓	
• Commitment to acting as an ambassador for the organisation	✓	
Experience		
• Experience in governance	✓	
• Experience of chairing groups of people	✓	
Knowledge and skills		
• Leadership ability	✓	
• Ability to chair meetings impartially, encourage all participants to contribute and to reach a consensus	✓	
• Good listening and communication skills	✓	
• Ability to manage personal and corporate relationships	✓	
• Awareness of equality and diversity issues	✓	
• Knowledge of the aspect of our business covered by the committee		✓
• Ability to gain a good understanding of legislation and regulation	✓	
Personal		
• Energy and enthusiasm	✓	
• Time to attend meetings of the committee	✓	
• Available for ad hoc discussions in addition to formal meetings	✓	

Recruitment and induction of members of the Board

1. Overview

Our Board carries ultimate responsibility for the affairs of the organisation. Members of the Board, and its associated committees, shoulder a substantial responsibility and corporately determine our strategic direction and proper governance. As custodians of substantial private and public funding it is very important that only people of appropriate calibre and experience are placed in a position where they can exert this influence. The roles and responsibilities of the Board and of individual Board members are set out elsewhere in the standing orders.

2. Succession planning

Constant renewal of membership is a key factor in determining the health and effectiveness of the Board. Board members are appointed for a three-year term. The maximum tenure should normally be up to six consecutive years (typically comprising two terms of office), but where a member has served six years and the Board agrees that it is in the organisation's best interests, their tenure may be extended up to a maximum of nine years. Anything beyond this would be in breach of the National Housing Federation's regulatory code.

Two Saint's Rules allow for the Board to co-opt mid cycle to a vacancy until the AGM following, when they are then 'elected' to start their first three-year term as a full Board member. As a co-optee until that point, they can do everything a Board member can do including vote (apart from on new members to the Board or anything directly affecting shareholders).

3. Method of selection

At least once each year the Board will carry out an appraisal exercise to review the effectiveness of its decision-making process and to identify any skills gaps amongst its membership. This will include skills which are not already present amongst current membership together with skills which will be needed to replace members retiring from office.

Care will also be taken to attract a Board membership which is diverse in composition. To this end the Board will annually review its composition with regard to reflecting the diverse communities that it serves and through the recruitment process will aim to achieve diverse representation at Board level.

When vacancies arise, we will identify the skills and experience needed, and to encourage greater openness and accountability we will advertise vacancies, receive written applications and carry out interviews with potential candidates. New Board members will have a probationary period reviewing their performance over at least two Board cycles. There will then be a probationary review, with a recommendation to the next Board meeting on whether to confirm the person in the role.

4. Induction

All Board members will receive induction and information on joining the Board. This will include:

- An induction pack including standing orders, good practice guidance in governance, such as the National Housing Federation codes and information about our services
- An opportunity to visit our services
- An opportunity to attend working groups and client involvement activities.
- One to one meetings with members of the executive team
- Liaison with the chair
- An opportunity to attend relevant training sessions or seminars including those particularly aimed at new housing association Board members.

5. Ongoing training and development

Arrangements will be made to carry out an appraisal of the effectiveness of the whole Board, together with an individual appraisal of each Board member on a regular basis. Individual training and development needs will be identified through the appraisal process. Arrangements will be made to enhance the skills, experience and knowledge of all Board members with regular training and development activity to ensure that individuals remain up to date and continue to add value to the work of the Board.

The appraisal, training and development activities will include:

- Whole Board appraisal
- Individual Board member appraisals
- Skills audit
- Pre-Board briefings by external advisors or members of the executive team
- Attendance at external seminars and conferences
- One off in-house training sessions for Board members
- Twice yearly Board away days with the executive team
- Copies of relevant guidance and publications

Chief executive's job description

Role profile - Chief Executive
Responsible to: Chair and Board Responsible for: Three Executive Directors
Role purpose and scope
• Responsible for strategic leadership, ensuring the development of effective strategic and operational plans, covering all aspects of the organisation's activities. • Lead the executive team and ensure the collective use of professional expertise to safeguard corporate, colleague and client wellbeing. • As leader of the executive team plan, position and shape the direction of activity to enable the achievement of corporate goals in 2-5 years. • Ensure financial viability is maintained, and all legal, probity and scrutiny requirements are met. • Act as the organisational expert in Housing - advising the Board and Executive colleagues as required. • Work closely with the Board and particularly the Chair and Committee Chairs, to ensure sound organisational governance. • Always act in the best interests of the organisation and in accordance with its vision and values. • Maintain, lead and inspire an organisational culture that enables all colleagues to achieve quality outcomes.
Accountability
Strategic input • Lead the executive team to develop the organisation's short, medium and long-term strategies. • Provide strategic advice, information and expertise to the Board and senior colleagues across the full range of the organisation's work. • Ensure effective colleague engagement strategies are in place to influence core competencies, valued behaviours and a common culture. • Ensure that an employer brand is established, that's central to achieving a full and stable workforce. Leadership • Lead, develop and empower the executive team, setting them challenging goals and objectives to achieve the organisation's strategic objectives. • Provide strong and visible leadership and support across the organisation, role modelling a values-led leadership style with vision and drive, which inspires and motivates. • Provide a style of leadership that strives to deliver high quality services on both the front line and through corporate support.

- Create a culture of care and continuous improvement throughout the organisation.

Financial Control

- Ensure financial viability is maintained through sound oversight.
- Ensure all financial covenants and regulatory requirements are met.

Compliance and control

- Work with the Company Secretary and the Board to ensure effective governance and accountability across the organisation.
- Ensure appropriate and timely information is provided and support an open and transparent dialogue across executives and non-executives, setting high standards of probity.
- Ensure appropriate controls and risk assurance processes operate effectively throughout the organisation with appropriate reporting to the Board.
- Ensure that the organisation's risks are identified and mitigated effectively, and decisions are made within a robust risk management framework.
- Ensure compliance with key policies and procedures across the organisation and particularly in relation to health and safety, equality diversity and inclusion, data protection, code of conduct and other statutory and regulatory requirements.

Performance management

- Maintain a strong performance culture with a commitment to customer focus, experience and satisfaction.
- Ensure performance is monitored to ensure the delivery of high quality and professional services across the organisation.
- Provide support and development to the executive team to ensure they're appropriately structured and resourced to deliver the corporate aims.
- Support an environment where client views are integral to service development.
- Ensure all projects have a clearly articulated set of benefits.
- Ensure behaviours, values and culture are consistently applied throughout the organisation.

External relationships

- Maintain and develop effective professional networks that add value to the organisation's work and ensure the organisation is viewed as an influential and reliable partner.
- Maintain and create new partnerships with local authorities and other funding bodies and agencies to promote, maintain and secure new business.
- Develop long term relationships with policy makers and industry leaders to influence sector debate and thinking on culture and transformation.
- Raise the organisation's profile regionally and nationally, both within and beyond the sector in support of growth and sustainability.

Key outcomes

- The organisation has an effective strategy and operational plans - and these are delivered.

- All statutory and regulatory requirements are met.
- The maximum benefit is delivered to clients through the delivery of effective, innovative and efficient approaches, with a strong commitment to high quality services, client involvement and co-regulation.
- The organisation has an effective development strategy to buy and build accommodation for our services and this is delivered in accordance with the organisation's financial regulations and scheme of delegations.
- The necessary workforce is in place to meet the organisation's goals and excellent training, development and performance management processes are in place.
- There's effective external and internal communications, publicity and liaison with relevant organisations and agencies.

No leadership role profile can be entirely comprehensive, the post holder will be required to undertake additional duties from time to time, in line with the above responsibilities, as required by the Board.

Scheme of delegation to the chief executive and executive team

1. Delegations to the chief executive

- 1.1. The chief executive is ultimately responsible for the operational management of our affairs. They must assist the Board to determine our strategic objectives and ensure they are achieved through the effective deployment of resources and productive relationships with external agencies.
- 1.2. Subject to terms of reference, governance guidelines and financial regulations, and in accordance with policies and decisions made by the Board or any committee, the chief executive may, without further reference to the Board or any committee, take the action they consider necessary to ensure the efficient and effective management and routine administration of our activities. In relation to the property assets we own and have developed the chief executive has authority to:
 - Appoint development agents and professional consultants
 - Submit planning applications in line with our strategic objectives
 - Apply for planning permission, invite and accept tenders for house construction, improvement and repair schemes subject to the provisions of financial regulations and within approved budgets
 - Enter into 'section 106' agreements
 - Negotiate the acquisition and disposal of land and the authorisation of incidental payments in connection with this activity
 - Determine the use of land for housing development which is not immediately required
 - Take legal and other appropriate action in connection with our property, land holdings and finances

2. Delegations to the executive team

2.1. Executive team

- 2.2.1. The executive team is responsible for advising on strategy, policy and ensuring the implementation of decisions made by the Board and committees. Each director is responsible for the accountability and control of the staff and the security, custody and control of all other resources, including equipment, assets and cash within their sphere of activity.
- 2.2.2. To the extent of the powers delegated below, the directors are empowered to enter into contracts, leases and deeds on our behalf and where appropriate to authorise the affixing of our seal in accordance with our rules.
- 2.2.3. The executive team meets at regular intervals and the meetings are chaired by the chief executive or an officer they nominate. Issues relevant to our activities that cross departmental boundaries, or which influence future policies, or the interpretation and implementation of existing policies should be brought to this forum for discussion and decision before being submitted to the Board or other committees or being actioned as appropriate. Directors and other staff involved are obliged to declare an interest in any issue being considered if a decision made could materially affect their personal or business circumstances.

2.2.4. Each director shall consult with the chief executive or executive director of finance and IT on any matter within their responsibility which is liable to materially affect our finances before it is reported to the Board or designated committee.

2.2. Delegations to directors

Under the management of the chief executive, the following activities are delegated to departmental directors, in line with policies and procedures.

2.2.1. Human resources - the executive director of people and properties

- Decide the number and grades of posts required to carry out our work within approved budgets and subsequently report thereon to the Board.
- Within approved policies, settle terms and conditions of service, including salaries.
- Decide the following matters:
 - Staff recruitment and selection (other than departmental heads) and the authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling allowances
 - Sick pay entitlements
 - All staff welfare matters
 - Operation of a performance appraisal scheme
 - Authorisation of casual and temporary appointments and the determination of their rates of pay and allowances
 - Informal and formal communications, consultations and negotiations with employee representatives
 - Leave of absence above normal entitlement and requests for any carry forward of untaken leave
 - Staff training arrangements and attendance of staff on courses
 - Extensions of service on recommendation from director and subject to budget
 - Determining ex-gratia payments to employees in cases of loss or damage to possessions in connection with our work
 - Representing us at employment tribunals
 - Keep under review and maintain our human resources strategy, policies and procedures
 - Maintaining our volunteer and relief bank strategy, including recruitment, selection and associated training

2.2.2. Finance - the executive director of finance and IT

- Implement the appropriate financial procedures and systems of financial control in line with our financial regulations, and other policies and procedures
- Effect insurances, variations to insurance policies and make claims as appropriate
- Manage our financial investment and any debt including borrowing in line with our treasury management policy

- Assessment of rents in accordance with regulation and approved policies giving appropriate notification to tenants of any rent review
- Institute proceedings to recover debt
- Dispose of assets in line with policy
- Keep under review and maintain our information communication and technology strategy and related policies
- Implement disaster recovery actions necessary in the event of a business system failure
- Implement appropriate payroll arrangements
- Management of organisation wide health and safety, including reviewing and maintaining policies and procedures

2.2.3. Operations - the executive director of client services

- Selection of occupants, letting of dwellings and other buildings in accordance with our approved policies
- The termination of tenancies and licences, including the issue of appropriate legally required notices, in respect of all dwellings, garages or other accommodation and land and the re-possession of properties for breach of tenancy or licence conditions
- Apply to the courts for emergency orders such as injunctions
- Subject to occupancy agreements, approval of tenants' requests in respect of sub-tenants, changes of use, alterations and extensions and erection of other structures
- Determination of applications for minor alterations to boundaries
- Legal action on the enforcement of covenants relating to our properties
- Entering into contracts for provision of support services subject to an executive team business risk appraisal and approval of tender submissions
- The authority to transfer expenditure within individual services' budgets from one cost heading to another within that service's budget

3. Amendment and revocation

- 3.1 The Board may alter, rescind or add to any part or element of this scheme by a simple majority vote of those present. The chief executive is to consider, periodically, the need for amendments to the scheme and report on this matter to the Board.
- 3.2 A copy of this Scheme of Delegation and the Financial Regulations is available to our Board members on Convene.