



# **GROUP STANDING ORDERS**

Approved by the Board of BHA on 21 September 2018

(subsequent changes to the Terms of Reference of the Development Risk Appraisal Panel approved by the BHA Board on 19 March 2019)

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## INTRODUCTION

1. Broadland Housing Group (BHG) entities must be controlled and managed in accordance with statutory requirements and within the requirements of their respective constitutions and applicable regulators. The purpose of these Standing Orders is to clearly explain how Broadland Housing Association's (BHA) Board of Management operates in partnership with the Boards of other BHG entities, the Group Chief Executive and other members of the Executive Team and to explain the primary duties of each of the Boards, Committees and Panels within the Group.
2. Where these Standing Orders refer to the Executive Team, that phrase shall be interpreted as referring to the Group Chief Executive, the Executive Director Finance, the Executive Director Partnerships, the Executive Director Property, the Executive Director Frontline and the Systems Director.
3. Where these Standing Orders refer to the "Rules" that phrase shall be interpreted as being the Rules of BHA; the Articles and Memorandum of Broadland Meridian; of Broadland St Benedicts and of Broadland Development Services. It should also be taken to include any other legal documentation of the same status as rules applying to any other subsidiaries that may exist from time to time within the Group. The Standing Orders of the Group cannot override any legal constraint or duty imposed by any superior governance document. The Standing Orders of the Group complement, but cannot override the aforementioned Rules, Articles and Memoranda which shall be considered, for the avoidance of any doubt, as being superior.
4. In line with the Regulator's Governance and Financial Viability Standard requiring Registered Providers to adopt a code of governance, BHA and its subsidiaries have adopted the NHF Code of Governance 2015. As required by the Regulator's Standard and the Code, BHG carries out an assessment of its compliance with the Code and the Standard at least annually. Where these Standing Orders refer to "the Code" this shall mean the NHF Code of Governance.
5. These Standing Orders take the Code, the Rules, the law and regulatory requirements into account and set out how BHG will be controlled and run in greater detail than in its Rules. However, in cases of conflict, the Rules and legal and regulatory requirements will supersede any provision of these Standing Orders.
6. The Standing Orders themselves pertain to legal issues. BHG's Financial Regulations detail the financial policies of BHG. They are drawn up in conjunction with and form part of the Standing Orders. All policy statements approved by the Board are likewise deemed to be Standing Orders and shall be complied with in all respects.
7. The Standing Orders refer to the Conduct Becoming Code which set out standards of conduct for Board Members, staff and involved residents.

## **INTERPRETATION OF STANDING ORDERS**

8. With the advice of the Company Secretary, the ruling of the Chair of the BHA Board as to the meaning or application of any of these Standing Orders shall be final.

## **AMENDMENT AND REVOCATION OF STANDING ORDERS**

9. The BHA Board, if quorate, may alter, rescind or add to any part of these Standing Orders by a simple majority vote of those present.
10. The BHA Chair in conjunction with the Group Chief Executive and the Company Secretary shall periodically consider the need for amendments to Standing Orders and shall report, as necessary, to the BHA Board.

## **CONTROL OF BHG**

11. The BHA Board is responsible for directing the business of BHG and can do anything necessary to fulfil that responsibility except in the case of certain matters that by law and by the Rules can only be dealt with at General Meetings of companies within BHG.
12. The Rules of BHA state within Rule B4 and B5 that the Board has the ability and right to exercise all the powers of BHA apart from those reserved to a General Meeting by statute or by the Rules themselves. Rule B6 gives the Board the right to delegate, subject to the constraints within Rule D29-33, its powers to committees or staff of BHA.
13. As the parent entity of BHG and having regard to the list of some of its most important powers in Rule B2 to B6 and the Code, the BHA Board has resolved to reserve specific matters for its own decision. These matters along with the remit and responsibility of the BHA Board are detailed in the Appendix 1 of these Standing Orders.

## **GENERAL MEETINGS**

14. General Meetings must be held in accordance with the Rules that set out the powers of General Meetings and how they must be called and conducted. These Rules are not repeated in full in these Standing Orders.
15. At General Meetings only the business included in the notice calling the meeting may be discussed.
16. Changes to the Rules of BHA can only be decided at a General Meeting of BHA.

17. Other matters that must be dealt with at every Annual General Meeting of BHA are as set out in Rule C17.
18. BHA is the only entity within the Group required to hold an Annual General Meeting. The Rules of all other Group entities either dispense with the need to hold an annual general meeting or require a general meeting only under exceptional circumstances.

## **APPOINTMENT AND ROLE OF THE BHA CHAIR**

19. The appointment of the Chair of the BHA Board will be in accordance with BHA's Rules. The Chair will be elected to office annually at the first BHA Board meeting following the BHA Annual General Meeting. The Group Chief Executive, or, in his or her absence, another member of the Executive Team, shall preside for the election of BHA's Chair.
20. The BHA Chair shall at all times be a BHA Shareholder and a Board Member and cannot be an employee.
21. The BHA Chair will preside at all General Meetings of BHA and at meetings of the BHA Board at which he/she is present. In the BHA Chair's absence, the BHA Vice Chair shall preside at any meeting of the BHA Board or General Meeting of BHA. In the absence of both the BHA Chair and BHA Vice Chair the meeting will elect another BHA Board Member to chair the meeting prior to the commencement of business.
22. In the case of any equality of votes, the BHA Chair shall have a second or casting vote.
23. The person presiding over the meeting may exercise any power or duty assigned to the BHA Chair in relation to the conduct of a meeting.
24. The person presiding at the meeting shall decide all questions of order and relevance arising at the meeting. Any BHA Board Member present may take exception to any ruling by the person presiding. In that case the person shall without further discussion submit the matter to the meeting and his/her ruling shall not take effect unless the majority of the BHA Board Members present support it.

## **DELEGATION OF POWERS TO THE GROUP CHIEF EXECUTIVE**

25. The Group Chief Executive shall be the Chief Executive of all companies within BHG. With the exception of the powers reserved for decision by the BHA Board or any subsidiary Board, the BHA Board and subsidiary Boards authorise the Group Chief Executive to take all decisions necessary for the day-to-day management of the companies within the Group and their operations.

26. The BHA Board and each subsidiary Board authorise the Group Chief Executive to delegate powers to other staff members of BHG entities. The scheme of delegation must be reported from time to time to the BHA Board but does not require approval.
27. The Group Chief Executive is responsible for the interpretation and implementation of BHG's policy in all policy areas. In the absence of the Group Chief Executive, the Executive Team is delegated authority to interpret BHG's policy in all areas.

## **CHAIR AND GROUP CHIEF EXECUTIVE MEETINGS**

28. The BHA Chair and the Group Chief Executive shall meet together no less frequently than monthly to review the progress of BHG to implement its strategies and to ensure that each is fully aware of issues concerning the other. These meetings will be regarded as confidential and minutes will neither be produced nor published.
29. In the long-term absence of the BHA Chair, the Group Chief Executive shall meet with the BHA Vice Chair.
30. In the long-term absence of the Group Chief Executive, the BHA Chair shall meet with a designated member of the Executive Team.

## **THE COMPANY SECRETARY**

31. The role of Company Secretary shall be carried out by an individual with the relevant skills and qualification and shall be appointed by the BHA Board. The Company Secretary shall report to the BHA Chair (or the Vice Chair in the absence the BHA Chair) and their duties shall include:
  - making any returns on behalf of BHG entities to the relevant regulatory bodies; and
  - advising the Board on compliance of BHG entities with the Group Standing Orders, the Rules, the Code and regulatory requirements particularly as relating to their position as board members and company directors;
  - processing amendments to BHG entity constitutions
  - maintaining corporate registers for all BHG entities including interests declared, gifts and hospitality received and given, persons of significant control, fraud and the register of directors.
32. The Company Secretary shall work in collaboration with and provide advice to the Committee Manager in relation to the following:
  - Coordinating General Meetings

- Shareholder matters
- Annual board effectiveness review and board development plan
- Board succession planning and recruitment
- Board appraisal process

33. The following duties shall be carried out by the Committee Manager:

- summoning and attending all meetings of the Group Board and keeping the minutes of those meetings; and
- having charge of the corporate seal of BHG entities; and
- Scheduling of board, panel and committee meetings
- Minuting of all board, committee and panel meetings
- Preparation of agendas
- Circulation of agenda and reports
- Board member induction and support
- Board member learning and development
- Update and review of governance calendar

34. The BHA Board may appoint a person or persons to act as Assistant Secretary, to deputise for the Company Secretary as becomes necessary and to be responsible for other tasks as directed from time to time by the Board.

## **USE OF THE COMMON SEAL OF BHG**

35. Broadland Housing Association has a seal which the Committee Manager must keep in a safe place and which may only be used under circumstances approved by the BHA Board.

36. The seal must be authorised by the BHA Board either generally in respect of a class or type of deed or individually. The BHA Board has decided generally that the seal must be used on the following documents:

- BHA Share Certificates.
- Any document for the acquisition or disposal of any land or property.

37. When the seal is used, the deed or document must be signed by the Company Secretary of BHA or an Assistant Company Secretary and a member of the BHA Board.

38. Each use of the seal must be recorded in the relevant register.



## **BOARD, PANEL & COMMITTEE MEETINGS**

39. The Rules contain the regulations regarding the convening and conduct of meetings of Boards within the Group and are not repeated in full in these Standing Orders.
40. Board, Panel and Committee business shall be conducted in line with the requirements of section E of the Code, section F of the NHF Code of Conduct 2012 as well as the Group's Conduct Becoming Code. All Board, Panel and Committee members are invited to familiarise themselves with the requirements of these codes. Copies can be requested from the Committee Manager or the Company Secretary.
41. Board and Committee meetings shall be based on full agendas and clearly presented documents circulated to members at least 7 days in advance of meetings wherever possible. Decisions and the main reasons for them must be recorded in the minutes including details of discussions, challenge and scrutiny by the Board, Panel or Committee members.
42. Each Board, Committee and Panel shall have formally recorded terms of reference approved by the BHA Board and must report regularly to the BHA Board on its work and the exercise of any delegated authority it has been given.
43. Each Committee and Panel shall review its effectiveness annually at its last meeting before the BHA AGM and shall advise the BHA Board at its first meeting following the BHA AGM of any suggested amendments to the terms of reference attached within the appendices to these Standing Orders. This review should consider how the Committee/Panel conducts its business including:
  - Their governing instruments, delegations, regulations, standing orders, structure systems and other formal documentation
  - Terms of reference
  - The timing and frequency of meetings
  - The format of agendas, papers, minutes and communications
  - Their collective performance as a decision-making body and
  - Their compliance with the Code and their legal duties
44. All BHG entity Boards shall review their effectiveness annually unless no trading activities have taken place during the year. An external review of the effectiveness of each entity's board shall be carried out at least every three years in line with the requirements of the Code to ensure best practise and compliance with legislation and regulation.
45. In the event of the Chair and the Vice Chair of any Board both declaring a conflict of interest at a Board meeting, the Group Chief Executive or a member of the Executive Team shall chair the relevant item.
46. The Chair of each panel and committee will present a report to the BHA Board annually regarding the purpose and activities of their respective panel or committee.

47. All Board meetings will be held in accordance with the Rules and all panel & committee meetings will be held in accordance with the Rules and with their individual terms of reference.
48. Any Board, Panel or committee may adjourn its meeting to any other time and place.
49. Proceedings at all Board, Panel and committee meetings including agendas, reports, minutes and other documents will be treated as confidential, unless decided otherwise by the meeting.
50. The BHA Board will review and if necessary amend the number and nature of the committees and panels it requires and the frequency of their meetings as part of the annual board effectiveness review in order to efficiently undertake its role.
51. The BHA Board has resolved that the following formal boards, committees and panels should operate within the Group.

#### BHG Member Boards

- BHA Board
- Broadland Meridian
- Broadland St Benedicts
- Broadland Development Services

#### Sub Boards

- Charlie's Social Enterprise

#### Group Committees and Panels

- Group Remuneration and Membership Committee
- Group Audit & Risk Committee

The BHA Chair can be invited to the Group Audit & Risk Committee by the Chair of the Committee, but will not be a member and cannot vote.

52. In addition, the operation of BHG requires a number of executive and staff committees / panels, which do not include Board Members. It is the responsibility of the Group Chief Executive to decide what executive and staff committees are required to effectively manage the organisation on behalf of BHG's Boards and to implement the strategic decisions of the BHA Board and subsidiary Boards as well as Board committees and panels. However, the two Risk Appraisal Panels exercise delegated powers from the BHA Board and may not be wound up or the membership changed without the Board's approval.

## CIRCULATION OF AGENDAS AND PAPERS

53. BHG is committed to operating efficiently and also to respecting the environment by limiting the impact of our activities on the same. BHG is therefore committed to using electronic media (Email, Broadland Business Systems and BoardPacks) to the greatest extent. Board, committee and panel papers will normally be limited to a maximum of 5 pages for each item. Reports and appendices will not normally be printed by BHG but will be available electronically via the online portal BoardPacks. Members can recover their expenses connected to printing consumables (ink and paper) from BHG. Members who do not have a computer, printer and Internet connection will be provided with the same.
54. In order to ensure that all items can be properly considered by any Board or the appropriate panel or committee the following will normally apply:
- All agendas and Board, committee and panel papers will normally be uploaded to BoardPacks 7 days prior to the meeting. Alternatively, members will be given the option of receiving papers by post.
  - Normally all appendices are uploaded to BoardPacks 7 days prior to the meeting. Members may request hard copies of individual appendices in the post instead. Such requests should be made to the Committee Manager or to the appropriate members of the Executive Team servicing the board, committee or panel
  - In exceptional circumstances supporting papers may be published via BoardPacks later or even laid on the table at the meeting. In the event of the latter circumstances arising, appropriate reading time will be given. Prior consent must be sought from the Chair of the Board, Panel or Committee concerned before a report can be issued late or tabled.
  - In the event that any Board or Committee Member requires the addition of any specific item to any agenda, the Member is required to give notice to the Committee Manager at least 14 days prior to the meeting, in order to allow the conduct of any research and the preparation of any appropriate report.
  - No items will be considered under “Any Other Business” unless the Committee Manager or Chair has received prior notification 24 hours prior to the start of the meeting or they are items considered by the Chair as matters of urgency, which cannot wait for the next meeting.
55. All Board Members shall have the right to receive, on request, copies of any open papers submitted to formal Board, panel and committee meetings within BHG. Normally non-confidential papers for consideration at panels and committees will be published via BoardPacks prior to each Panel and Committee meeting.

56. Any confidential reports shall remain strictly confidential to the recipient unless the Board or Committee meeting changes the classification of the report.
57. The Committee Manager shall publish copies of approved minutes of the BHA Board on BHA's web site within 30 days of such minutes being approved. Confidential items will not be included, but a statement will be made that a confidential item was discussed. In the event that all items discussed were confidential or commercially sensitive, then no summary will be provided.

## **ACCESS TO INFORMATION BY COMMITTEE AND PANEL MEMBERS**

58. Panels and Committees may comprise members of the BHA Board, subsidiary board members and lay members. Lay members who serve on panels and committees, but who are not members of the BHA Board or a subsidiary Board, shall be entitled to receive appropriate information relating to BHA or subsidiary Board discussions to enable them to carry out their role adequately. This shall include copies of the Corporate Strategy, Strategic Plans, Policies, financial monitoring reports and other material that the BHA or subsidiary Board may consider useful. In addition, committee members shall be entitled to request copies of any procedures adopted within BHG.

## **CONDUCT OF MEETINGS**

59. Board, Committee and Panel Members are expected to conduct themselves in accordance with section F of the NHF Code of Conduct 2012 and section J of the Group's Conduct Becoming Code. They must behave in a business-like and courteous manner and observe the commonly accepted rules of debate and meetings.
60. If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Board, Committee or Panel meeting.
61. Board, Committee and Panel Members and employees will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations of interest must be repeated at the time the item is discussed. If there is a clear and substantial conflict of interest, a Committee Member or employee must withdraw (See below "Declarations of Interest" for further details.)
62. Board, Committee and Panel Members will observe respect for the Chair or the meeting at all times. The Chair's decision on length of speeches, debate and closure of debates will be final.

63. The Chair will ensure that all Members are given adequate opportunity to debate all items on the agenda.

64. The format and content of all agendas shall normally include:

- a) Apologies for absence
- b) Confirmation that the meeting is quorate or if it is not, that decisions will be ratified at the next quorate meeting.
- c) To receive any declarations of interest pertinent to the agenda
- d) Minutes of the previous meeting
- e) Matters arising
- f) To endorse action taken by the Chair and Group Chief Executive on any matters of urgency/emergency
- g) Equality and diversity issues
- h) Health and Safety Issues
- i) Matters for approval/decision
- j) Matters for noting
- k) Review of document classification
- l) Any other business
- m) Date and time of the next meeting

All matters shall be treated as confidential, although reports containing information of a particularly sensitive nature should be highlighted as such.

Meetings of the BHA Board shall have an Approval Agenda with items for approval/decision which will be discussed at the meeting and a separate Noting Agenda with items for noting which will not normally be discussed at the meeting. There shall be a standing agenda item on the Approval Agenda entitled "Items from Noting Agenda" to give Board members the opportunity to ask questions/discuss items on the Noting Agenda at the meeting.

With regard to Board meetings, items i to l above may include minutes of committee meetings and notes of any working parties.

## VOTING

65. The majority of the Board, Committee or Panel Members present at a Board, Committee or Panel meeting shall, except where otherwise required by statute or by the Rules, determine every question. Each Member has one vote.
66. Voting shall be either by a show of hands or secret ballot according to the majority decision of Board, Committee or Panel Members present.

## MINUTES

67. The minutes of any meeting, whether a Board, Committee or Panel, shall normally be sent to the Chair of the Board, Committee or Panel within 10 days of the meeting by the minute taker. The Chair shall return the same to the minute taker within 7 days of receipt and the minutes shall then be sent to the members of the Board, Committee or panel within a further 3 days. A summary of the minutes outlining decisions made by the Board, Committee or Panel and any actions required will be circulated to all BHA Board members.
68. The minutes shall be considered at the next meeting of the same Board, Committee or Panel and, if accepted, shall be signed by the Chair of the meeting as a correct record with or without amendment. The minutes shall then be conclusive evidence of any fact recorded in them.
69. The minutes of all Board, Committees and Panel meetings must be published via BoardPacks following their approval by the Board, Committee or Panel. An opportunity shall be made at all BHA Board meetings for members to raise questions or make comments on published minutes. Minutes shall not normally be circulated by post, unless the Chair of the Board, Committee or Panel requests such circulation.
70. The Committee Manager will arrange for all Board, Committee and Panel meetings to be minuted. Minutes will not normally be a verbatim account of the meeting, but will record:
  - attendees at the meeting
  - whether or not the meeting is quorate
  - any declarations of interest made relating to agenda items
  - decisions made by the meeting, together with a record of any vote taken,
  - key points of discussion.
  - questions raised and responses given within the context of the debate.
71. Any members of the Board, Committee or Panel can ask for his or her dissenting view to be recorded in the minutes of the relevant Board, Committee or Panel.
72. The Committee Manager will make arrangements for the safe storage of all Board, Committee and Panel minutes.

73. Abbreviated minutes of all Board, Committee and Panel meetings will be published on the appropriate website within the Group, unless the Board, Committee or Panel resolve at the meeting that this is not appropriate for reasons of confidentiality or for commercial reasons.

## **URGENT DECISIONS AND DELEGATION**

74. In between programmed Board meetings, the Group Chief Executive (or in his or her absence, the relevant Director) is authorised, in consultation with the Chair (or in his or her absence, the Vice Chair) to deal with urgent matters arising at any time that are the responsibility of the full Board. Any such action is to be ratified at the next Board meeting. If, after consultation, the Group Chief Executive (or in his or her absence the appropriate Director) and the Chair (or in his or her absence the Vice Chair) agree that it is desirable, a Board meeting shall be convened by post (including electronic transfer). Where a meeting has been convened in this way, the majority of the Board, Committee or Panel Members shall, except where otherwise required by statute or by the Rules, determine every question. Each Member has one vote.

75. The BHA Board may from time to time set up a Task and Finish Panel to deal with matters that require specialist advice and consideration or that require attention before the next available BHA Board meeting. Such Panels will be comprised of members of the relevant board and relevant staff members. The terms of reference for Task and Finish Panels can be found within Appendix 8.

## **DECLARATIONS OF INTEREST**

76. This matter is also dealt with in section H of the NHF Code of Governance and section B of the NHF Code of Conduct 2012 and section B of the Group's Conduct Becoming code for Board Members, staff and involved residents. Where there is a conflict between the Standing Orders and the Conduct Becoming Code the Conduct Becoming Code will have effect.

77. If a Board or Committee / Panel Member or a staff member has a direct or indirect pecuniary interest in any contract or proposed contract or any other matter which is the subject of consideration, s/he shall disclose the fact and leave the meeting before any discussion or voting on that matter. Members of staff with an interest in a contracting or potential contracting company must not be directly or indirectly involved in procurement decisions which could relate to the contractor where there is an interest.

78. Any interests that are not pecuniary but which could influence judgment or give the impression that a Board or Committee / Panel Member or staff may be acting for personal motives (such as kinship, friendship, membership of an organisation or other relationship) should be disclosed in a similar way. Whether or not the individual concerned should remain present, participate in

the discussion or vote on the matter should be decided by a resolution of the non-conflicted members present. This resolution will be minuted.

79. Where conflicts of personal interest arise, these must be recorded and, if material, the individual concerned must be excluded from the discussion or decision by a resolution of the non-conflicted members present.
80. If a Board, Committee or Panel Member or a Staff Member fails to disclose a pecuniary or other significant personal interest in a contract or other matter they may be subject to dismissal in the case of a staff member, or in the case of a Board, Committee or Panel Member, to proceedings for removal from the Board, Committee or Panel.
81. In the case of a payment made or benefit granted in contravention of the NHF Code of Conduct, BHG may (and if so directed by the appointed regulator of Registered Providers of social housing shall) effect recovery of such payment or benefit.
82. Any Board or Committee Member shall be subject to proceedings for removal if s/he has any business interest relating to the work of BHG that directly or indirectly gives continuing personal advantage. In the case of a fundamental or ongoing material conflict the board must consider and determine whether the person concerned should cease to be a board member.
83. Where an interest is declared in accordance with the Standing Orders above at any Board or committee meeting of BHG, the declaration must be recorded in the minutes of that meeting together with any action taken.
84. The Company Secretary will record all such declarations of interest in a Register specifically held for that purpose.
85. Notwithstanding the terms of any Standing Order, any Board or Committee / Panel Member having an interest in the tenancy of a house belonging to BHG may take part in discussion of housing matters apart from any matter which is concerned with the particular tenancy from which his or her interest derives.
86. These requirements shall not apply to an interest in a contract or other matter which a Board, Committee or Panel Member or staff member may have:
  - as a Council tax payer or inhabitant of an area, or as an ordinary consumer of gas, electricity or water;
  - by reason only of his/her being a member of a company or other private body if s/he has no beneficial interest in any share in that company or body;
  - by reason only of his/her holding shares in a company or other body where the nominal value of those shares does not exceed £5,000 or 1% of the total nominal value of the issued share capital of that company whichever is lower.



87. In the case of married persons or persons living together as man and wife or as same sex partners or close relative thereof, the interest of one of the persons shall be deemed to be an interest of that other party also and therefore subject to the provisions of this Standing Order.

## **LETTINGS TO BOARD OR COMMITTEE MEMBERS, STAFF AND THEIR RELATIVES**

88. The Group may provide accommodation to BHG employees, former employees and their close personal friends/relatives provided:

- There is disclosure of the individual's interest of connection
- Consideration of the application is based solely on published allocation criteria
- No person who is a close personal friend/relative of the applicant (or who has declared any other connection with the applicant on the Register of Interests) plays any part in the assessment or decision
- The applicant is not an Executive Director of any BHG entity

89. All applications will be processed in line with the agreed policy regarding housing of employees Board members and their close friends/relatives. This policy also provides definitions of the terms close friend and relative.

90. Any application for housing received from a current employee, persons to whom they are closely connected or a former employee who has left the organisation within the past 12 months, will be reviewed, and where appropriate, approved by the Executive Housing Director. Should the individual being considered for housing be an Executive Director, or a relative/close personal friend of an Executive Director, approval should be sought from the Group Remuneration and Membership Committee. All decisions made will be reported to the BHA Board and recorded in the Register of Interests. Applications from Executive Directors will not normally be approved, but should be considered by the Committee in order for wider implications concerning the Executive Director's housing needs to be considered and any recommendations reported to the BHA Board.

91. Any application for housing received by a current Board Member, a relative/close personal friend of a Board Member or a former Board Member in post within the past 12 months will be reviewed, and where appropriate, approved, by the Group Remuneration and Membership Committee. All decisions made will be reported to the BHA Board and recorded in the Register of Interests.

92. The Group Audit & Risk Committee will receive an annual report detailing all housing applications reviewed and /or approved from current and former BHG employees, former board members and their close friends/relatives.

## **USE OF BHG'S CONTRACTORS, ADVISERS ETC BY BOARD, COMMITTEE, PANEL AND STAFF MEMBERS**

93. A Board, Committee or Panel Member or a staff member should not use in their personal capacity the services of contractors, consultants, other advisers, solicitors and auditors who work for BHG. Where it is quite impossible not to do so, any such use should be declared in writing to the Company Secretary in the case of Board, Committee, or Panel members and to the Group Chief Executive in the case of staff members.
94. An up to date list of contractors, consultants and other advisers, solicitors and auditors who work for BHG shall be available to Board, Committee, Panel and Staff Members on Broadland Business Systems. A hard copy will be made available on request to the Company Secretary or the Committee Manager.

## **CONDUCT OF BOARD, COMMITTEE, PANEL MEMBERS AND STAFF MEMBERS**

95. Board and Committee / Panel members shall comply with the NHF Code of Conduct 2012 and the NHF Code of Governance 2015 and the requirements set out therein.
96. Board, Committee, Panel Members and staff members shall comply with BHG's Conduct Becoming Code as determined by the BHA Board from time to time.
97. No Board, Committee, Panel Member or staff member when acting in a private capacity shall, without the consent of the Chair or the Group Chief Executive, enter into any correspondence or address any meeting relating to the policy, business or property of BHG.
98. The Group's Conduct Becoming Code shall be reviewed every three years, or earlier if necessary, by the BHA Board and shall be brought to the attention of all Board and staff members.
99. The Group's compliance with the NHF Code of Conduct 2012 and the Code of Governance 2015 shall be assessed annually by the Company Secretary and reviewed by the BHA Board. Any areas of non-compliance will be identified and included in an action plan for achieving full compliance. A "Comply or Explain" statement outlining current levels of compliance will be published in BHA's Financial Statements.

## **BOARD MEMBER LEAVE OF ABSENCE**

100. How to request a leave of absence

A leave of absence may be requested by a board member should they feel it necessary to take time away from their role on the Board. Such requests may be made because of:

- A bereavement
- A medical condition or health related matter
- Other personal circumstances which make it difficult/impossible to fulfil duties.

A request should be submitted by the Board Member to:

- the Chair (or the Vice Chair if it is the Chair submitting the request)
- the CEO
- the Company Secretary

100. The request should outline the following:

- the reason a leave of absence is required
- the proposed start date
- the proposed end date (where possible).

This will help to assess how much time away from Board Member duties is needed and what arrangements are needed to maintain effective governance.

101. All requests will be reviewed on a case by case basis by the Chair (or the Vice chair if the request has been submitted by the Chair) and the CEO who will consult the Company Secretary on any governance implications which need to be considered. Depending on the nature and length of the leave of absence requested and the impact on governance arrangements and board resources, the arrangements put in place may need to be discussed and agreed by the Board in question.

102. It is not appropriate to request a leave of absence because of a conflict of interest or other professional commitments. If a conflict is such that it requires a Board Member to remove themselves from discussions or meetings on a regular or ongoing basis, then their suitability to continue serving as a Board Member should be reviewed by the Chair and CEO in line with the Code of Governance and Code of Conduct.

103. Contact During a Leave of Absence

If the Board Member agrees, they will be contacted on a regular basis (ideally monthly) by the Chair (or if it is the Chair who is on a leave of absence, by the Acting Chair or Vice Chair) in order to keep them up to date with key events of significant Board decisions. This contact may take the form of a written communication or a telephone conversation. Where a telephone conversation takes place, the key points should be summarised in a written communication so that there is a record of the update having taken place.

104. Where a Board Member expresses a wish for no contact during the leave of absence, the Chair (or if it is the Chair who is on a leave of absence, by the Acting Chair or Vice Chair) will endeavour to minimise contact. However, this may only be feasible for short absences and is not likely to be sustainable for

longer periods. Resignation from the Board may need to be considered in such cases.

105. In some cases, the Board Member's access to BoardPacks may be maintained (if the Chair and the CEO deem this to be appropriate) so that they can keep abreast of Board activity. Where it is deemed to be in the best interests of the health of the Board Member, or the best interests of the entity, access to BoardPacks may be restricted or suspended for the duration of the leave of absence.

106. Conduct During a Leave of Absence

Whilst on a leave of absence, the Board Member is effectively stepping away from his/her duties for an agreed length of time. As such, they should refrain from contacting:

- staff members,
- Board Members/Committee Members
- any other individuals or organisations they may liaise with whilst carrying out their Board Member duties.

105. If they do come into contact with any of the above, they should ensure that they do not act in their capacity as a Board Member. This may involve explaining that they are on a leave of absence and therefore cannot discuss BHG matters. They should not attend Board/Committee meetings or any other meetings connected with their position as Board Member. This is necessary to preserve continuity during the period of absence and to avoid any confusion or duplication. The Board Member should direct any queries or questions they may have in relation to their role, Board matters or anything else relating to the entity to the Chair (or if it is the Chair who is on a leave of absence, by the Acting Chair or Vice Chair).

106. Remuneration During a Leave of Absence

BHG needs to balance the need to treat its Board Members with dignity and compassion with the regulatory requirement to achieve Value for Money. As such, a Board Member will not be remunerated for the period between the first day of the fourth consecutive calendar month of a leave of absence and the date they formally resume their duties or leave the Board.

This cap may be reviewed and altered by the Board as it sees fit from time to time.

107. Ending A Leave of Absence

At the end of the agreed period of absence, a meeting should be convened between the Board Member and the Chair (or the Vice Chair/Acting Chair if the request has been submitted by the Chair) to discuss whether and when duties can be resumed.

108. In certain circumstances, it may be appropriate to extend the leave of absence. In other cases, it may be necessary for the Board Member to resign from their position if they are not able to resume duties. The Chair (or the Vice

Chair/Acting Chair if the request has been submitted by the Chair) should consult with the CEO and the Company Secretary where an extension has been requested. Each case will need to be considered individually and an appropriate course of action decided upon.

109. If the board member is able and willing to resume duties, they should be given the appropriate support and guidance from the Chair (or Vice Chair/Acting Chair), the CEO, the Committee Manager and the Company Secretary to ensure their transition back to the Board is smooth and that they have access to the relevant information to be able to fulfil their duties.

110. Arrangements Concerning a Chair's Leave of Absence

Due to the additional responsibilities of the Chair and the significance of this role, where a leave of absence is requested by a Chair, the following will need to be taken into consideration by the Board:

- the length of the absence requested
  - absences lasting more than 4 weeks are likely to have a significant impact
  - requests for an open-ended leave of absence with no agreed return date are likely to leave the organisation in a state of limbo and uncertainty
- the reason for the absence
  - a health issue or medical condition may mean there is less certainty in terms of a return date
- special arrangements needed to ensure the responsibilities of the role are covered during the period, for example:
  - the Vice Chair acting up to the role of Chair and another board member acting up to the role of Vice-Chair
- the calling of a general meeting to appoint an acting Chair from outside of the current Board
- cover for the panels/committee that the Chair is a member of

111. With the above factors in mind and whilst endeavouring to be caring and compassionate, the Board should decide whether to grant a leave of absence. Where a potentially detrimental impact on the Board and/or the wider organisation is deemed to be likely, the Board may wish to consider the following to safeguard stability and continuity:

- electing a new Chair from its existing members and requesting that the current Chair remain on the Board as an ordinary Board Member
- recruiting a new Chair and requesting the current Chair's resignation from the Board

112. The Board will need to review the Succession Plan and Board Skills Matrix when making any such decisions to ensure that individuals with the appropriate skills are involved in whatever arrangements are decided on.
113. Where a leave of absence is granted, the contact and conduct requirements stated in sections 2 and 3 above will be applicable. However, the Acting Chair, the CEO and the Company Secretary will need to consider the following additional issues:
- how the responsibilities are transferred to the Acting Chair
  - the level of access to Board information (if any) granted to the absent Chair
  - transfer of company credit card facility
  - transfer of IT equipment provided by BHG relevant to the role
  - arrangements relating to remuneration

## **PATRON**

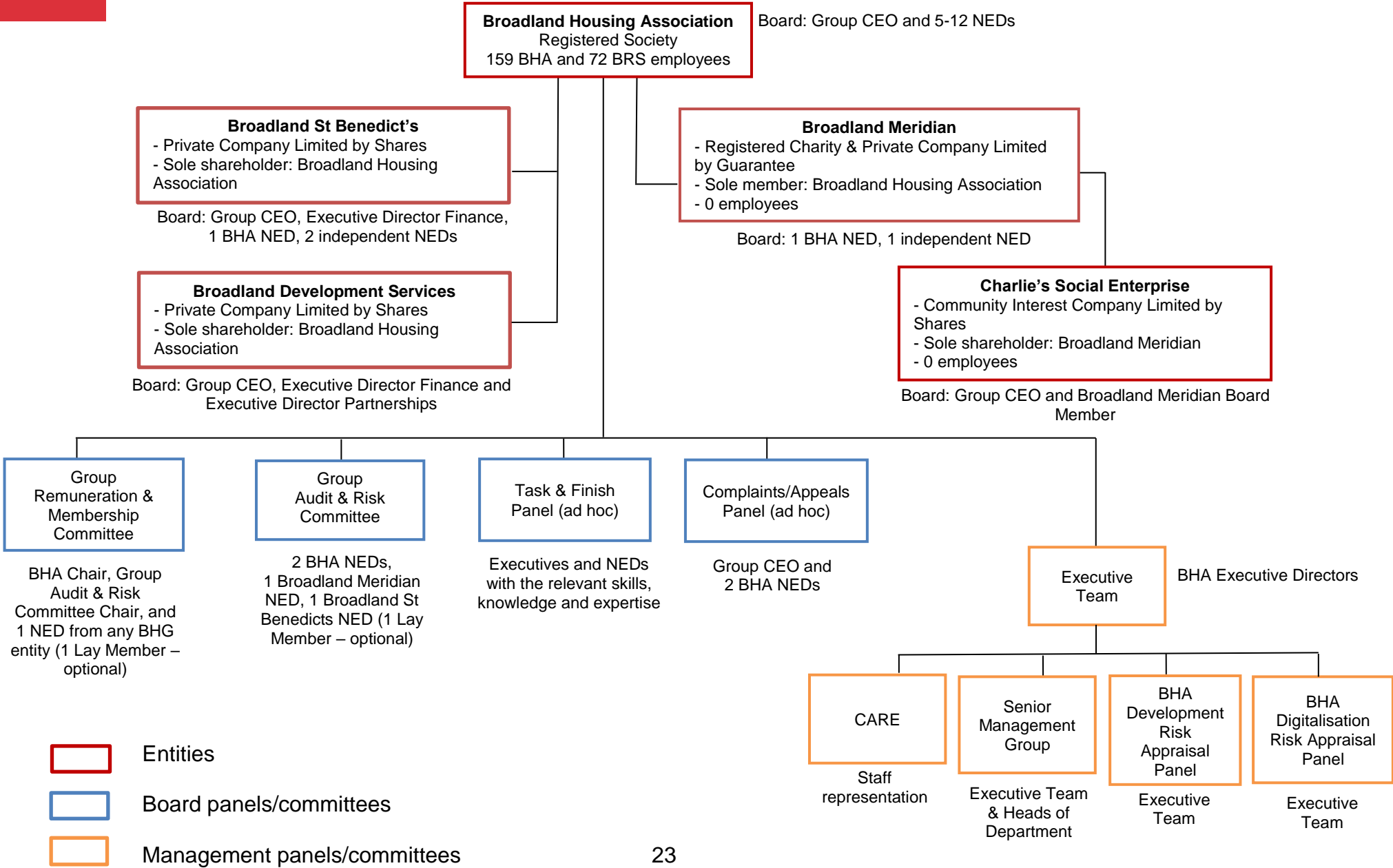
114. BHG may from time to time appoint up to three Patrons to assist with networking and to enhance the image of BHG. The Patron(s) may also provide support and mentoring to newly appointed Board Members (and/or co-optees) of a BHG entity in order to facilitate their integration within the Group. To carry out their role effectively, the Patron(s) may have access to Board reports and other sensitive or confidential business information. As such, they will sign an agreement to maintain the confidentiality of information they may be exposed to during the course of their duties. They will also be issued with the Code and the Conduct Becoming Code to ensure that they are aware of the required standards of governance and conduct within BHG.
115. The Patron(s) should be appointed for a term of three years (renewable) and be approved by the BHA Board. The Patron may not be a Member of any Board, Committee or Panel within BHG, although should he/she relinquish the role of Patron he/she may be co-opted or elected on to a Board, Committee or Panel within BHG without delay provided they have relevant skills and experience. For the avoidance of doubt a Patron is not an officer of BHG.

## **BROADLAND BUSINESS SYSTEMS AND BOARD MEMBER INFORMATION**

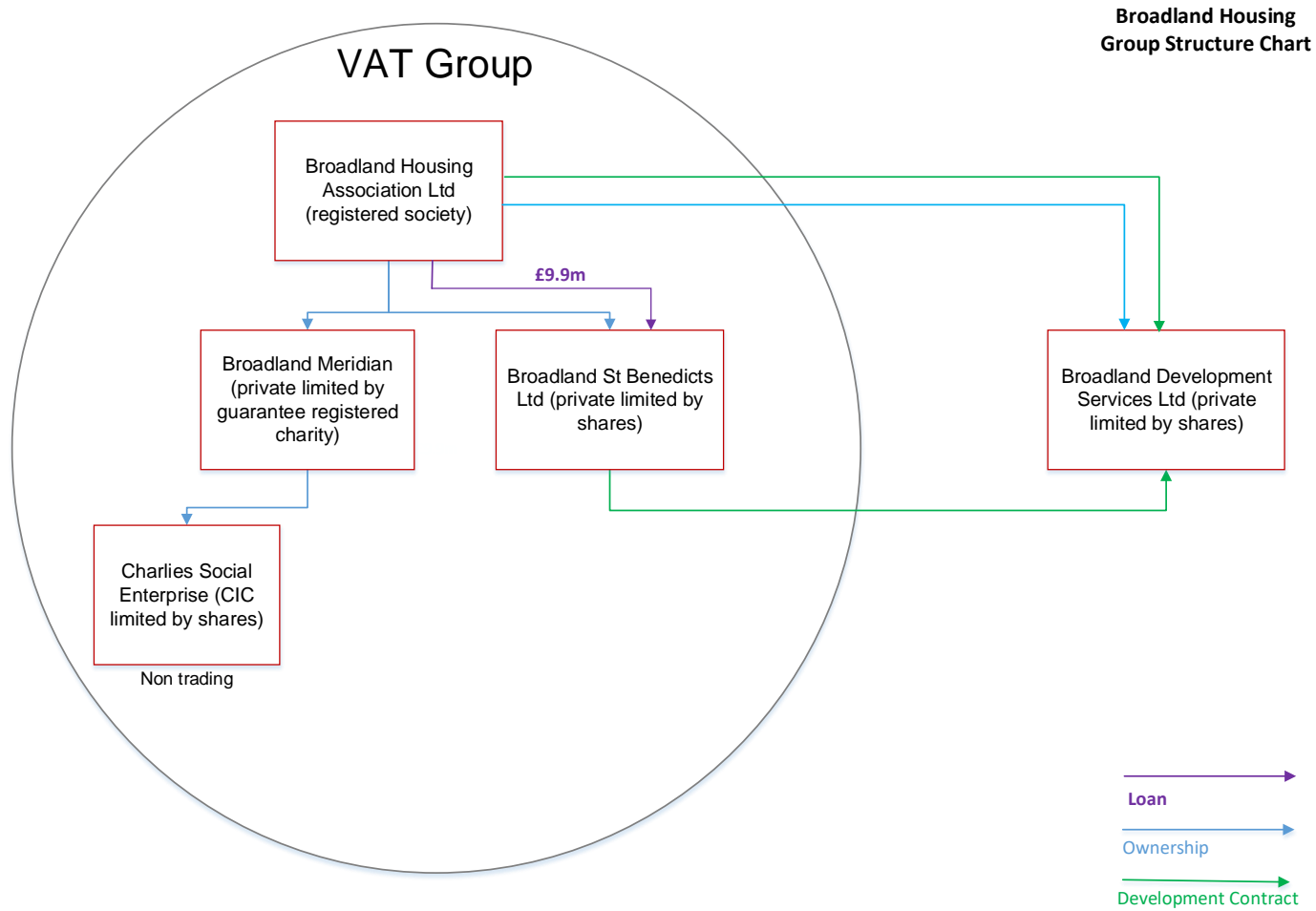
116. BHG's business intelligence system is called "Broadland Business Systems". This is a real time business management and reporting system. It includes BHG's intranet and extranet.
117. All Board Members will be provided with access to the system and will be able to access timely information with regard to BHG's performance, as well as access to corporate information, including policies and procedures.



# APPENDIX 1 - Group Governance Framework (June 2017)

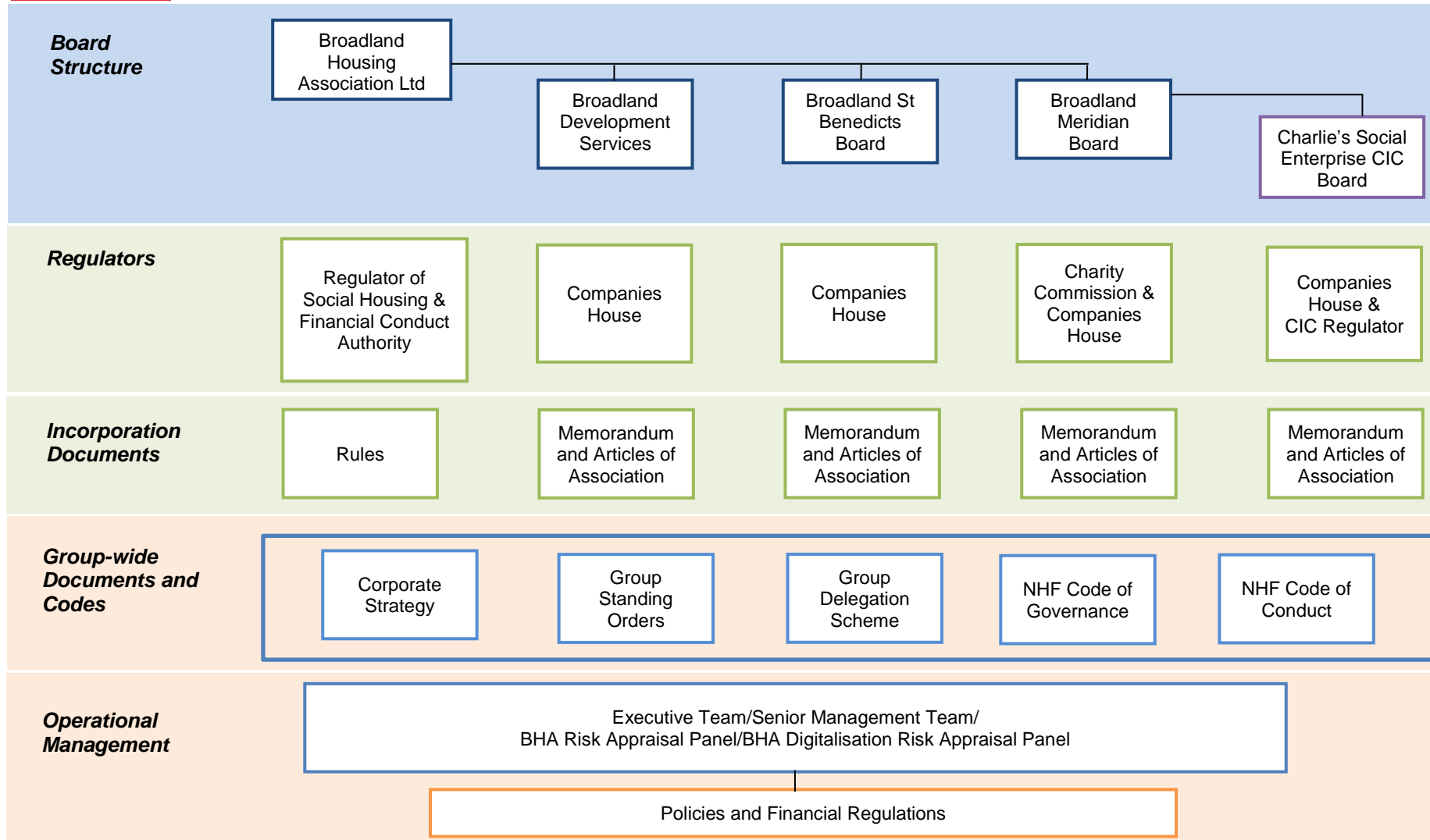


## APPENDIX 2 - Group Entity Structure Chart (Sept 2017)





## Appendix 3 - Group Governing Instruments



## APPENDIX 4

### THE BHA BOARD

1. The Board of BHA shall comprise of between five and twelve members.
2. Non-executive members of the BHA Board shall include both tenant and independent members appointed on the basis of their skills and experience from the local community.
3. The Board should have a minimum of one Tenant Board Member and a maximum of three Tenant Board Members. The number of Tenant Board Members should not constitute more than one third of the total number of Board Members/Co-optees at any given time.
4. The Group Chief Executive shall serve on the BHA Board ex officio, as provided for within the Rules.
5. All non-executive BHA Board members shall be selected for nomination to the Annual General Meeting of BHA for election to the Board in accordance with the Board selection criteria approved from time to time by the Board. Elections shall take place in accordance with the Rules.
6. The quorum for meetings shall be three as stated within section D15.1 of the Rules. Rule 15.1 allows the Board to determine a higher number or impose additional requirements if necessary.
7. The BHA Board shall meet at least six times each year. These meetings shall be arranged to receive monitoring reports from the Executive Team, as well as any other relevant business.
8. One additional meeting each year shall be to discuss the strategy of BHG and will normally be residentially based and will be arranged over two consecutive days. This strategy meeting shall take place in advance of the annual review of the Business Plan and the adoption of a new annual budget. Board members of both Broadland Meridian and Broadland St Benedicts will be invited to attend and participate in the strategy meeting.
9. At the first meeting of the BHA Board following the AGM, the Committee Manager shall publish a calendar of BHA Board meetings and of any confirmed subsidiary board, panel or committee meetings for the next year. All subsidiary board, panel and committee meetings shall be scheduled to take place approximately one month before a BHA Board meeting to allow effective reporting and continuity of the programme for the implementation of a three-year corporate strategy.
10. The BHA Board will confirm on an annual basis the terms of reference for all subsidiary boards, panels and committees of BHG that involve Board Members. Each panel or committee shall consider their terms of reference annually and make recommendations to the BHA Board should they feel that amendments

are required. The Executive Team shall ensure that all appropriate staff members are aware of the terms of reference for the panels and committees.

11. The Company Secretary, the BHA Chair or two BHA Board Members may call special BHA Board meetings at any time. BHA Board Members may only call BHA Board meetings by giving 21 days notice to the Company Secretary. The notice of a special BHA Board meeting must specify the business to be carried out. Apart from electing a Chair, if necessary, special BHA Board meetings are only permitted to deal with the business contained in the Notice of the Meeting.
12. A resolution in writing sent to all BHA Board, Committee or Panel Members and signed by at least three quarters of the BHA Board Members, or all of the Committee or Panel Members, shall be as valid and effective as if it had been passed at a properly constituted meeting of the BHA Board, Committee or Panel.
13. The BHA Board shall give consideration to cost benefit and Value for Money implications when making decisions.

## **MATTERS RESERVED FOR DECISION BY THE BHA BOARD**

14. The Board of BHA shall act as the Parent Board. Where these Standing Orders refer to the "Parent Board" it means the Board of BHA.
15. Having regard to the list of some of its most important powers in the Rules and the essential functions of a Parent Board set out in the Code, the BHA Board has set out the following schedule of significant matters which are specifically reserved for the its decision and which cannot be delegated to committees, subsidiary boards, officers or employees:
  - Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success
  - Setting a positive culture, with strong customer focus.
  - Ensuring that the organisation operates effectively, efficiently and economically and approving the annual Value For Money Statement
  - Providing oversight, direction and constructive challenge to the Group Chief Executive and Executive Directors.
  - Holding the subsidiary boards accountable for delivery of their objectives.
  - The renewal strategy for all boards within BHG based on:
    - an agreed statement of the skills, qualifications and attributes required on each entity Board.

- the need for boards which includes people from diverse backgrounds and with diverse attributes, to help ensure healthy debate and challenge, and a range of perspectives.
  - any new activities about to be undertaken by the entity
  - exposure to new risks
- The appointment and if necessary the dismissal of the Group Chief Executive.
- The appointment and if necessary the dismissal of the Company Secretary.
- Satisfying itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication including:
  - Approval of the Business Plan for the Group incorporating the BHA and subsidiary business plans which BHA has endorsed.
  - Endorsement of the Business Plan for Broadland Meridian.
  - Endorsement of the Business Plan for Broadland St Benedicts.
  - Approval of the consolidated Financial Statements and annual budget incorporating the subsidiary Financial Statements and annual budgets which BHA has endorsed.
  - Endorsement of the accounts and annual budget for Broadland Meridian.
  - Endorsement of the accounts and annual budget for Broadland St Benedicts.
  - Endorsement of the accounts and annual budget for Broadland Development Services.
- Overriding responsibility to ensure compliance with the regulatory requirements of any appropriate regulators applicable to the Group.
- The review of the effectiveness of BHG's work and of the standards and levels of services provided, including the identification of the need for new or improved services; and the review of the necessity for existing ones.
- Approval of key policies including Development Strategy, Rent Policy, Treasury Management Policy, Financial Regulations, Asset Management Plan, and Health and Safety Policy. The full list of policies requiring BHA Board approval can be found in the Group Delegation Scheme and the Group Policy Framework.
- Matters reserved to it by Financial Regulations.

- Establishing, overseeing and reviewing a framework of delegations and systems of internal control.
- Establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the organisation.
- Reviewing the Group's register of assets and liabilities on a six-monthly basis.
- Matters of doubt or difficulty or which involve, or appear likely to involve, major changes in policy.
- Any matter referred to it by a General Meeting of BHA.
- The referral of any matter to a General Meeting of BHA.
- The creation and dissolution of committees and panels and the referral and delegation of business to them.
- Approval of the membership of the Board of Broadland Meridian and amendments to Broadland Meridian's Memorandum and Articles.
- Approval of the membership of the Board of Broadland St Benedicts and amendments to Broadland St Benedicts Memorandum and Articles.
- Approval of the membership of the Board of Broadland Development Services and amendments to Broadland Development Services Memorandum and Articles.
- Amendments to BHA Rules (subject to final approval by BHA shareholders at a General Meeting)
- Approval of all committee and panel membership, chairs and terms of reference.
- Agreement of policies and making of decisions on all matters that create significant financial risk to BHG or which affect material issues of principle.
- Selection of suitable candidates for election/appointment to the Boards of all BHG entities in accordance with the Group Board Recruitment and Succession policy.

## **APPENDIX 5**

### **SUBSIDIARY BOARDS**

Broadland Housing Group comprises Broadland Housing Association (the Group parent), Broadland Meridian, Broadland St Benedicts and Broadland Development Services. In addition, Broadland Meridian has one subsidiary company: Charlie's Social Enterprise.

### **Broadland Meridian Terms of Reference**

#### **Membership**

The Board of Broadland Meridian shall be appointed by the BHA Board acting as the sole member of Broadland Meridian.

The Board of Broadland Meridian shall be comprised of a minimum of two members. Where a transactional relationship exists between Broadland Meridian and another BHG entity, at least two of the non-executive directors shall be independent i.e. not directors of other BHG entities.

The Chair of Broadland Meridian shall be appointed by the BHA Board acting as the sole member of Broadland Meridian and shall have the appropriate skills and experience in order to undertake the role. All members of the Broadland Meridian Board shall be eligible to be appointed as Chair.

A lay member may also be appointed as an observer and advisor to the Board. This member shall not be a voting member. This person does not need to be a shareholder of Broadland Housing nor a previous member of the Council of Meridian East, but there is no restriction on either of those scenarios being the case. This person shall be appointed by the Board of Broadland Meridian and shall be reported to the BHA Board for noting.

#### **Frequency of Meetings**

The Board shall meet at least twice each sessional year. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

#### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Board members, subject to at least two members being present. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Board with the exception of items relating directly to any transactional relationship or transaction between Broadland Meridian and another BHG entity for which the quorum necessary shall be two independent directors.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Board meeting.

### **Responsibilities and Duties**

The Board shall scrutinise policies and make decisions on all matters that create significant financial risk to Broadland Meridian or which affect material issues of principle.

The Board shall monitor the performance of Broadland Meridian in achieving its corporate objectives.

The Board shall provide oversight, direction and constructive challenge to the Group Chief Executive and Executive Directors.

The Board shall satisfy itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication and subject to endorsement by the BHA Board as parent.

The Board shall have responsibility for reviewing and approving proposed donations to the Mental Health and Wellbeing Fund established by the Norfolk Community Foundation and any other donations to charitable organisations which have the same charitable purposes as Broadland Meridian.

The Board shall have responsibility to establish the corporate strategy of Broadland Meridian consistent with the Group's approved corporate strategy and the business purpose of Broadland Meridian. The Board shall give consideration to cost benefit and Value for Money implications when making decisions.

### **Reporting**

The Board of Broadland Meridian shall submit its business plans and budgets to the BHA Board and shall report annually to the BHA Board in relation to delivery of its objectives.

## **Broadland St Benedicts Terms of Reference**

### **Membership**

The Board of Broadland St Benedicts shall be appointed by the BHA Board acting as the sole shareholder of Broadland St Benedicts.

The Board of Broadland St Benedicts shall be comprised of the Group Chief Executive, the Executive Director Finance and three non-executive members. At least two of the non-executive directors shall be independent i.e. not directors of

other BHG entities. The BHA Board will review the composition of this Board annually, to ensure appropriate skills and experience.

The Chair of Broadland St Benedicts shall be appointed by the BHA Board acting as the sole member of Broadland St Benedicts and shall have the appropriate skills and experience in order to undertake the role. All members of the Broadland St Benedicts Board shall be eligible to be appointed as Chair.

The Executive Director Partnerships shall act as the senior executive member supporting the Board.

### **Frequency of Meetings**

The Board shall meet at least four times in each sessional year. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Board members subject to a minimum of two Non-Executive Directors being present. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Board.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Board meeting.

### **Responsibilities and Duties**

The Board will have responsibility to establish the corporate strategy of Broadland St Benedicts ensuring that it is consistent with the Group's approved Corporate Strategy and the business purpose of the company as defined in the Rules.

The primary business purpose of Broadland St Benedicts shall be to assist Broadland Housing Association to provide additional affordable housing by generating surpluses through open market sales. To this end, the Executive Director Partnerships and the Partnerships Team shall liaise regularly with the BSB Board and act as the conduit between BHA and BSB entities.

The Board shall take account of tax efficiency and risk mitigation when considering, and/or approving projects and business plans.

The Board shall seek to maximise any profits generated through open market residential sales, within the framework of the Group's priorities as detailed in the Corporate Strategy.



The Board shall, in addition, agree appropriate policies that shall apply to the Company.

The Board shall consider, and if appropriate, approve any decisions that create significant financial risk to Broadland St Benedicts or which affect matters of principle.

The Board shall monitor the operational performance of the company and the performance of Broadland Housing Group in providing agreed services to the company and the performance of any other consultants or contractors.

The Board shall give consideration to cost benefit and Value for Money implications when making decisions.

The Board shall review on an annual basis risks and internal audit recommendations relating to BSB monitored by the Group Audit and Risk Committee.

The Board shall provide oversight, direction and constructive challenge to the Group Chief Executive and Executive Directors.

The Board shall satisfy itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication and subject to endorsement by the BHA Board as parent.

## **Reporting**

The Board of Broadland St Benedicts shall submit its business plans and budgets to the BHA Board and shall report twice yearly to the BHA Board in relation to delivery of its objectives.

## **Broadland Development Services Terms of Reference**

### **Membership**

The Board of Broadland Development Services shall be appointed by the BHA Board acting as the sole shareholder of Broadland Development Services.

The Board of Broadland Development Services shall be comprised of the Group Chief Executive, the Executive Director Finance and the Executive Director Partnerships. The BHA Board will review the composition of this Board annually, to ensure appropriate skills and experience.

The Chair of Broadland Development Services shall be appointed by the BHA Board and shall have the appropriate skills and experience in order to undertake the role. All members of the Broadland Development Services Board shall be eligible to be appointed as Chair.

The Executive Director Finance shall act as the senior executive member supporting the Board.

## **Frequency of Meetings**

The Board shall meet at least twice in each sessional year. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

## **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Board Members. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Board.

An ordinary resolution was approved by BHA as sole BDS shareholder on 27 September 2017 allowing a director who has an interest in an actual or proposed transaction or arrangement with the company to be counted as participating in the decision-making process for quorum and voting purposes. This is in line with Section 14(1) of BDS' Memorandum and Articles and allows BHA directors on the BDS Board to form a quorum and vote with regards to transactions between BDS and BHA or BDS and BSB.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Board meeting.

## **Responsibilities and Duties**

The Board will have responsibility to establish the corporate strategy of Broadland Development Services ensuring that it is consistent with the Group's approved Corporate Strategy and the business purpose of the company as defined in the Rules.

The primary business purpose of Broadland Development Services shall be to coordinate development contracting work. Its purpose shall be to improve the procurement activity associated with large development programmes undertaken by Broadland Housing Association and Broadland St Benedicts.

The Board shall take account of tax efficiency and risk mitigation when considering, and/or approving projects and business plans.

The Board shall, in addition, agree appropriate policies that shall apply to the Company.

The Board shall consider, and if appropriate, approve any decisions that create significant financial risk to Broadland Development Services or which affect matters of principle.

The Board shall monitor the operational performance of the company and the performance of Broadland Housing Group in providing agreed services to the company and the performance of any other consultants or contractors.

The Board shall give consideration to cost benefit and Value for Money implications when making decisions.

The Board shall satisfy itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication and subject to endorsement by the BHA Board as parent.

## **Reporting**

The Board of Broadland Development Services shall submit its business plans and budgets to the BHA Board and shall report twice yearly to the BHA Board in relation to delivery of its objectives.

## **Charlie's Social Enterprise Terms of Reference**

### **Membership**

The Board of Charlie's Social Enterprise shall be appointed by the Broadland Meridian Board acting as the sole shareholder of Charlie's Social Enterprise.

The Board of Charlie's Social Enterprise shall comprise the Group Chief Executive; and at least one member of the Board of Broadland Meridian, nominated by the Board of Broadland Meridian.

The Chair of Charlie's Social Enterprise shall be appointed by the Broadland Meridian Board acting as the sole member of Charlie's Social Enterprise and will be selected from the non-executive members of the Board.

### **Frequency of Meetings**

The Board shall meet at least once in each sessional year. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Board members, provided that the member of the Board of Broadland Meridian is in attendance. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Board.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the

business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Board meeting.

### **Responsibilities and Duties**

The Board shall be responsible for the delivery of the purposes of the Company in accordance with the framework of the Group's approved Corporate Strategy.

The Board shall give consideration to cost benefit and Value for Money implications when making decisions.

### **Reporting**

This entity is currently dormant and therefore no reporting to the Broadland Meridian as its sole shareholder is necessary. Should activities resume, the Board of Charlie's Social Enterprise shall submit its business plans and budgets to the Broadland Meridian Board and shall report annually to the Broadland Meridian Board in relation to delivery of its objectives.

## **APPENDIX 6**

### **Group Audit & Risk Committee Terms of Reference**

The BHA Board has established an Audit & Risk Committee to support the all Boards within BHG in the discharge of their duties relating to risk management, control, governance and the external and internal audit functions. These Terms of Reference set out the areas of responsibility of the Audit & Risk Committee.

#### **Membership**

BHG's Audit and Risk Committee shall be comprised of 5 Members; one of whom will be a member of the Board of Broadland Meridian; one of whom shall be a member of the Board of Broadland St Benedicts who is not a member of the BHA Board and three of whom shall be independent members of the BHA Board (with the exception of the BHA Chair and, Group Chief Executive and executive directors who may not be voting members of the Committee).

A sixth lay member may be appointed annually to the Committee if Members see fit and if a suitably qualified individual is identified. The lay member will be an independent individual external to BHG, but who agrees with the objectives of BHG and will ideally have a relevant professional background and qualifications. This individual may also be a shareholder of BHA, but there is no requirement to be so. This individual may not Chair the Committee.

The Committee shall be chaired by a Non-Executive member of the BHA Board and the Chair shall be appointed by the BHA Board.

The Chair of the Group Audit & Risk Committee shall have the right to observe any meeting of subsidiary boards.

Paid staff of BHA (or any other BHG entity) must not be members of this committee.

#### **Other Attendees/Observers**

Only members of the Committee shall have the right to attend Committee meetings. However, the Executive Director Finance shall act as the senior executive member supporting the Committee and shall normally be invited to attend Committee meetings.

The Group Chief Executive will normally be invited to attend Committee meetings and any other members of the executive will be invited to attend as and when required.

Any member of the BHA Board shall have the right to observe any meeting of the Committee with the exception of the BHA Chair who may attend by invitation only and shall not be a voting member.

## **Frequency of Meetings**

The Committee shall meet at least three times each year. On one occasion per year an “in camera” meeting will precede the formal meeting, and shall comprise the Committee members and external and internal auditors, but will exclude any paid officers. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

## **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Committee members. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Audit & Risk Committee.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Committee meeting.

## **Responsibilities and Duties**

The Committee shall scrutinise the Executive Team’s performance in complying with all policies, procedures and controls within BHG, including legislative and regulatory requirements. The panel may require internal audit and other external investigations into any function undertaken by BHG.

The Committee will monitor the implementation of internal audit recommendations adopted by the panel.

The Committee will monitor the implementation of any recommendations made by the External Auditors.

The Committee is delegated responsibility by the BHA Board as detailed below for all Group entities:

- External audit
  - to oversee the external audits within BHG
  - to make recommendations to the BHA Board from time to time (and may meet independently of staff) with regard to the appointment of new auditors.
  - to appoint external auditors to fill a casual vacancy arising when the current provider comes to the end of the agreed period of service until the next available Annual General Meeting.
  - to meet the external auditors from time to time and no less frequently than annually, to discuss BHG’s compliance with all matters examined by the external auditors.

- Financial reporting
  - to oversee the preparation of all financial reports required by external parties, including the annual financial statements for all Group entities.
- Internal audit
  - to appoint, and if necessary dismiss, BHG's internal auditors
  - to receive all internal audit reports.
- Risk management
  - to ensure proper arrangements exist for risk management and internal control. It shall consider and advise the BHA Board on these matters with the BHA Board retaining ultimate responsibility.
- Review of non-contractual payments and benefits to staff and board members
  - to review annually levels of spend on corporate gifts and entertainment and non-contractual payments and benefits.
- Policies
  - To review and approve changes to the following policies:
    - Group Anti-Money Laundering Policy
    - Group Anti-Bribery Policy
    - Group Fraud Policy

Any changes to these policies approved by the Committee will be reported to the BHA Board for noting.

Issues which are contentious, have unplanned and material budgetary implications or which are outside the specified delegated authority shall be referred to the BHA Board for decision. The Committee will give consideration to cost benefit and Value for Money implications when making recommendations.

### **Authority**

The Committee shall have full authority to appoint consultants/advisors and to commission or purchase reports, surveys or information which it deems necessary to discharge its responsibilities. The Committee is also authorised to obtain outside legal or other professional advice on any matters within its terms of reference.

### **Reporting**

The Committee shall review its effectiveness and these terms of reference annually at its last meeting before the AGM and shall advise the BHA Board at its first meeting following the AGM of any suggested amendments to the terms of reference.

The Committee Chair will provide the BHA Board with an annual report outlining the Committee's purpose and activities including consideration of the effectiveness of risk management and internal control. This report can then be used to inform the statutory statement on internal controls within the annual financial statements. The

Chair should attend the AGM to answer any shareholder questions on the Committee's activities.



## **APPENDIX 7**

### **Group Remuneration & Membership Committee Terms of Reference**

The BHA Board has established a Remuneration & Membership Committee, to support the Board in the discharge of its duties relating to establishing and reviewing the remuneration package and terms and conditions of the Executive Team. The committee will also consider salary and terms & conditions for other employees as appropriate and will approve shareholding applications. The Committee will review Board Member remuneration and the performance of and succession planning of the BHA Board and subsidiary boards. These Terms of Reference set out the areas of responsibility of the Committee.

#### **Membership**

The Remuneration & Membership Committee shall be comprised of 3 Members, namely the BHA Chair; the Group Audit & Risk Committee Chair and one Non-Executive Director of any BHG entity.

A fourth lay member may be appointed annually to the Committee if Members see fit and if a suitably qualified individual is identified. The lay member will be an independent individual external to BHG, but who agrees with the objectives of BHG and will ideally have a relevant professional background and qualifications. This individual may also be a shareholder of BHA, but there is no requirement to be so.

The BHA Chair and the Group Audit & Risk Chair must not chair the Committee. The remaining Non-Executive member shall chair the Committee and shall be appointed by the BHA Board.

Paid staff of BHA (or any other BHG entity) must not be members of this committee.

#### **Other Attendees**

Only members of the Committee have the right to attend Committee meetings. However, the Group Chief Executive shall act as the senior executive member supporting the Committee and shall normally be invited to attend Committee meetings.

Other senior staff and external advisors will be invited to attend meetings as required.

#### **Frequency of Meetings**

The Committee will meet on an *ad hoc* basis as required but at least once a year to review the performance of the Committee. The Chair can call meetings as required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting.

## **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of the total number of Committee members. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Group Remuneration & Membership Committee.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be considered for ratification and the minutes considered for adoption at the next Committee meeting.

## **Duties and Responsibilities**

The Committee will ensure that BHG's pay and reward systems meet organisational requirements.

The Committee will monitor the following:-

- performance of the Group Chief Executive
- Executive Team appraisals
- performance of the BHA Board and subsidiary boards
- Board appraisal process

The Committee is delegated responsibility by the BHA Board as detailed below for all Group entities:

- Remuneration
  - to review and approve Executive remuneration (with the exception of Chief Executive remuneration).
  - to oversee the appraisal of the Chief Executive including a review of the Chief Executive's remuneration with a recommendation to the BHA Board for approval.
  - To review changes to the design of, and determine any targets for, any performance related pay schemes relating to the Executive Team and payments made under such schemes. The Committee will make recommendations to the BHA Board in relation to these matters.
  - to review and approve Board Member remuneration.
  - when reviewing remuneration of the Board and Executive Team, to review and have regard to pay and employment conditions across the BHA group.
  - to review and approve the annual staff cost of living increase.

- to review the Director and Senior Executive remuneration note in BHA's annual financial statements
- CEO contract
  - to consider at least every three years whether the Group CEO contract of employment needs amending, in accordance with employment law.
  - to consider the implementation of periods of notice of more than six months as well as other provisions for material payments to be made or benefits to be granted in the event of the contract being terminated. A recommendation must be made to the BHA Board for approval (these must be specifically approved by BHA Board with the reasons for the decision clearly minuted).
- Appointments
  - to approve the appointment of Executive Directors;
  - to oversee the recruitment process in relation to BHA and subsidiary board members and make recommendations to the relevant boards/shareholders regarding the appointment of suitable candidates.
- Membership
  - to approve applications for shareholding membership of Broadland Housing Association.
- Housing applications
  - to authorise or decline housing applications from the Group Chief Executive, members of the Executive Team and Board Members or their relatives or close friends, as well as applications from former board members and their relatives or close friends.
- Staff Grievances
  - The Committee shall act as a Panel to consider unresolved staff grievances, provided the normal procedures have been complied with.
- Pension Scheme
  - To review and approve pension scheme arrangements within BHG.
- Policies
  - To review and approve changes to the following policies:
    - Group Board Member Recruitment and Succession Policy
    - Group Shareholding Policy
    - Board Member Expenses Policy
    - Conduct Becoming Code

Any changes to these policies approved by the Committee will be reported to the BHA Board for noting.

Issues which are contentious, have unplanned and material budgetary implications or which are outside the specified delegated authority shall be referred to the Group

Board for decision. The Committee will give consideration to cost benefit and value for money implications when making recommendations.

### **Authority**

The Committee shall have full authority to appoint remuneration consultants and to commission or purchase reports, surveys or information which it deems necessary to discharge its responsibilities. The Committee is also authorised to obtain outside legal or other professional advice on any matters within its terms of reference.

### **Reporting**

The Committee shall review its effectiveness and these terms of reference annually at its last meeting before the AGM and shall advise the BHA Board at its first meeting following the AGM of any suggested amendments to the terms of reference. The Committee Chair will present a report to the BHA Board annually regarding the purpose and activities of the Committee. The Chair should attend the AGM to answer any shareholder questions on the Committee's activities.

The Committee shall make recommendations to the BHA Board with regards to amendments to the CEO contract and remuneration package, the implementation of periods of notice of more than six months and other provisions for material payments to be made or benefits to be granted in the event of such a contract being terminated.

The Committee shall report any housing applications it has approved in line with its delegated authority to the BHA Board.

## **APPENDIX 8**

### **BHA Development Risk Appraisal Panel Terms of Reference**

#### **Membership**

The BHA Development Risk Appraisal Panel shall be comprised of the Group Chief Executive; the Executive Director Frontline; the Executive Director Finance, the Executive Director Property and the Executive Director Partnerships.

Meetings shall be chaired by the Group Chief Executive or, in his or her absence, by the Executive Director Finance.

#### **Frequency**

The Panel will meet as and when required.

#### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Committee.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be ratified and the minutes considered for adoption via email approval.

#### **Duties and responsibilities**

The Panel is delegated authority from the BHA Board as follows:

- to review and approve traditional development and acquisition schemes that meet the criteria set by the BHA Board annually and with a net cost of up to £5m.
- to approve arrangements relating to the disposal of properties in line with the requirements of the Disposals Policy.
- to review and approve new management agreements, leases and other contracts relating to the management of homes that meet the criteria set by the BHA Board from time to time and with a net cost of up to £5m annually.

#### **Criteria for approving new management**

The Development RAP will use the following criteria to assess and decide on new management agreements, leases and other contracts in this area.

If, during any financial year:

- the liability or gain for such agreements reaches £5 million, and  
or

- the volume, tenure or any other aspect of properties managed/leased causes BHA to deviate from its agreed corporate strategy, business model or risk appetite

any new agreements will be reported to Board with a recommendation for approval or otherwise.

**1. Does the scheme fit BHG's purpose?**

The proposed arrangement must demonstrate how it will add to BHG's purpose, for example through meeting specific housing need in a way that provides good value for money.

The added value of the agreement must be reviewed and quantifiable and must always include an element of social purpose.

**2. Financial return** – As a minimum, each agreement in place must not disadvantage BHG financially. The appraisal must demonstrate a positive financial return to BHG over the life of the contract.

**3. Social return** – As a minimum, each agreement in place must deliver services to residents at least of the quality they would receive under BHG's management. The appraisal must demonstrate how the contract will:

- help to meet housing need; and
- provide good management and service to residents.

**4. Environmental return** – As a minimum, each agreement in place must deliver homes to residents at least of the quality they would receive under BHG's management. The appraisal must demonstrate how the contract will:

- help to meet Decent Homes standards;
- provide good quality day to day and planned maintenance;
- help to tackle fuel poverty by achieving a good EPC or SAP rating.

- to review the risks to the Group on the overall programme of capital projects meeting its objectives, and approval of any cost and/or risk re-assessment due to material changes of individual projects and/or the overall capital programme where such changes exceed agreed tolerances. Approval will normally be sought in two stages where practical: the first stage being to provide outline approval for scheme development and the second stage giving full approval once major costs such as site acquisition and construction costs are firm.

- to review the risks to the Group on the overall programme of capital projects meeting its objectives, and approval of any cost and/or risk re-assessment due to material changes of individual projects and/or the overall capital programme where such changes exceed agreed tolerances. Approval will normally be sought in two stages where practical: the first stage being to provide outline approval for scheme development and the second stage giving full approval once major costs such as site acquisition and construction costs are firm.

Resolutions of the Panel may only be enacted with the written agreement of the Group Chief Executive. The Group Chief Executive will only normally approve a resolution with the unanimous support of the other members of the panel and the completion of appropriate risk assessment paperwork

In the absence of the Group Chief Executive, the written agreement of the Group Chief Executive shall be obtained to any resolution before any resolution shall be enacted. Written agreement can be provided by email to the Executive Director Finance. The Executive Director Finance is delegated authority to authorise the enactment of a resolution without the prior written consent of the Group Chief Executive only where the resolution has been unanimously agreed by the Panel and where obtaining prior written consent from the Group Chief Executive is likely to result in a delay that would compromise the successful enactment of the resolution.

The Panel will give consideration to cost benefit and Value for Money implications when making decisions

### **Reporting**

The Panel shall issue a report to the BHA Board as and when necessary to seek BHA Board approval in relation to developments and schemes with a net cost in excess of £5m for any new management agreements or leases which take the total net annual cost or income above £5m and/or which do not meet the criteria set by the BHA Board.

The Panel shall issue a report twice each year with regard to the progress of the development programme.

## **APPENDIX 9**

### **BHG Digitalisation Risk Appraisal Panel Terms of Reference**

#### **Membership**

The BHG Digital Risk Appraisal Panel shall be comprised of the Group Chief Executive; the Executive Director Frontline; the Executive Director Finance, the Executive Director Property and the Executive Director Partnerships.

The Consultant Systems Director will attend the meeting, but shall not be a voting member of the panel and shall not form part of the quorum.

Other senior staff and external advisors will be invited to attend meetings as required.

Meetings shall be chaired by the Group Chief Executive or, in his or her absence, by the Executive Director Finance.

#### **Frequency**

The Panel will meet as and when required.

The notice of each meeting along with supporting documents and reports will be issued to members 7 days prior to the meeting where possible.

#### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Committee.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the members present shall carry out the business of the meeting, but all decisions taken shall be ratified and the minutes considered for adoption via email approval.

#### **Duties and responsibilities**

The Panel is delegated authority from the BHA Board as follows:

- to review and approve initial proposals (stage one) with an anticipated net cost of up to £100k subject to provision of detailed specifications (stage two) in relation the following:
  - enhancements to Broadland Business Systems and other Broadland Business Systems related projects
  - enhancements to BHG websites
  - enhancements to software/hardware/communications systems/servers/equipment



- changes to staff working practices related to delivery of the Digitalisation Programme
  - changes to services to customers related to delivery of the Digitalisation Programme
  - purchase of resources related to delivery of the Digitalisation Programme
- to review and approve detailed specifications relating to the items above and any related projects (stage two).
  - to review and approve arrangements which may affect services to customers or working practices for staff arising from delivery of the Digitalisation Programme ensuring that all relevant legal and regulatory requirements are met.
  - to undertake a tendering exercise (when the Panel deems this is appropriate) in relation to the provision of services by external parties in relation to any of the items listed above.

Approval will normally be sought in two stages where practical. The first stage will seek approval for proposed enhancements to the Broadland Business Systems, BHG websites, systems, working practices etc. and the second stage will give full approval (if appropriate) once major costs and implications for staff and customers have been identified and confirmed.

The Panel will give consideration to the following when making decisions:

- Cost benefit analysis
- Value for Money implications
- Associated risks as documented on the BHG register risks and any new risks arising
- Consultation with staff, senior managers, customers as appropriate

Any subsequent variations in costs, resources or specification from those agreed by the Panel, will require further approval at a future Panel meeting which may need to be arranged specifically for that purpose.

Resolutions of the Panel may only be enacted with the written agreement of the Group Chief Executive. The Group Chief Executive will only normally approve a resolution with the unanimous support of the other members of the panel and the completion of appropriate risk assessment paperwork

In the absence of the Group Chief Executive, the written agreement of the Group Chief Executive shall be obtained to any resolution before any resolution shall be enacted. Written agreement can be provided by email to the Executive Director Finance. The Executive Director Finance is delegated authority to authorise the enactment of a resolution without the prior written consent of the Group Chief Executive only where the resolution has been unanimously agreed by the Panel and where obtaining prior written consent from the Group Chief Executive is likely to result in a delay that would compromise the successful enactment of the resolution.

## **Reporting**

The Panel shall issue a report to the BHA Board as and when necessary to seek BHA Board approval in relation to enhancements with a net cost in excess of £100k and/or which are outside of the Digitalisation Programme agreed by the BHA Board.

The Panel shall issue a report twice each year with regard to the progress of the Digitalisation Programme.

## **APPENDIX 10**

### **Complaints/Appeals Panel Terms of Reference**

BHA encourages service users to make complaints. In some circumstances complaints are not resolved at stages 1 and 2. In these situations a complaint is referred to a Stage 3 Complaints Panel.

#### **Membership**

The Group Chief Executive or another Executive Director will chair each Complaints/Appeals Panel. Panels will therefore comprise of the Group Chief Executive (or in his absence an alternative Executive Director) and two Board Members. If the complaint refers to the delivery of services to tenants, one of the Board Members will be a tenant. In relation to Broadland Meridian complaints, a Meridian Board Member will be invited to hear the case.

The Group Chief Executive or an Executive Director not directly involved in the complaint will normally attend complaint hearings as a member of the Panel.

#### **Frequency of Meetings**

BHA does not retain a standing complaints panel, but instead convenes a special panel to hear any individual complaint from time to time.

#### **Quorum**

The quorum necessary for the transaction of business shall be two Panel members. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Panel.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the meeting shall be reconvened at a later date.

#### **Responsibilities and Duties**

The Panel will give consideration to cost benefit and Value for Money implications when making recommendations.

#### **Reporting**

The outcome of all Complaints Panel meetings shall be reported to the next available BHA Board meeting.

## **APPENDIX 11**

### **Task & Finish Panel Terms of Reference**

The BHA Board may from time to time set up a Task and Finish Panel to investigate matters that require specialist advice and consideration or that require attention before the next available BHA Board meeting. Matters for consideration by a Task and Finish Panel may include, but are not restricted to:

- renegotiation of existing and/or new loan facilities and raising other private funds to finance BHA projects
- changes in Government policy that affect the activities of a BHG entity
- undesirable trends in BHG benchmarking or performance monitoring data

#### **Membership**

Any Task and Finish Panel will be comprised of at least three members. Membership of the Group shall be determined by the BHA Board (or by the BHA Chair and Group CEO) and will include members of the relevant board(s) and the Executive Director(s) with relevant skills and knowledge as deemed appropriate. Staff members and/or external consultants and external partners may be invited to Task and Finish Group meetings to provide advice/information to the Group. BHG service users shall not participate directly in the deliberations of the Group, although their feedback may be sought as part of the Group's investigation where this is relevant.

The BHA Board (or the BHA Chair and the Group CEO) shall identify an appropriate Executive Director to act as the Lead Director supporting the Group. The Lead Director shall prepare a remit outlining the purpose and aims of the Task and Finish Group. This remit will be circulated to all participants in advance of the first meeting of the Panel.

#### **Frequency of Meetings**

BHA does not retain a standing Task and Finish Panel, but instead convenes a Panel to investigate individual issues from time to time as necessary.

Where possible, the Task and Finish Panel should hold no more than two meetings per investigation: one meeting to scope the investigation to be undertaken and one meeting to discuss outcomes and formulate recommendations to be presented to the relevant BHG Board for approval.

#### **Quorum**

The quorum necessary for the transaction of business shall be a simple majority of Panel members. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Panel.

If, within a quarter of an hour of the time the meeting should have started, too few members are present to form a quorum, the meeting shall be reconvened at a later date.

### **Responsibilities and Duties**

To carry out an investigation regarding the specified matter, consult with necessary staff, stakeholders, advisors/consultant and formulate recommendations for review and approval by the relevant BHG entity Board.

The Panel will give consideration to cost benefit and Value for Money implications when making recommendations.

### **Reporting**

Task and Finish Panels have delegated authority to investigate the issue(s) assigned to them by the BHA Board (or the BHA Chair and Group CEO) and will prepare recommendations for approval by the relevant BHG Board.