



GROUP STANDING ORDERS

Approved by the Board of BHA on 26 September 2024

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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 Resources Director, the Executive Development Director and the Executive Operations 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. 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 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 the BHA Chair and the 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.

Appointment and Role of BHA Vice Chair

25. A Vice Chair may be appointed if the Chair, in consultation with the Group Remuneration and Nominations Committee, decides that this would benefit the Chair and the wider board. The process for selecting a Vice Chair, agreeing the period in office agreeing a role description and recommending the appointment to the Board for approval shall be determined by the Group Remuneration and Nominations Committee.
26. Vice Chair duties shall be include:
- Providing short term cover for the Chair in the Chair's absence
 - Acting as a soundboard for the Chair
 - Supporting the Chair in the delivery of their objectives
 - Acting as an intermediary and be available for confidential discussions with Non Executive Directors and the Company Secretary where concerns are raised
 - Acting as a point of contact for Non Executive Directors where there are concerns regarding the Chair or the relationship between the Chair and the Chief Executive.
 - Acting as interim Chair to cover an unanticipated Chair vacancy
 - Leading the nominations process for selection and appointment of a new Chair
 - Leading the annual performance review of the Chair

Delegation of Powers to the Group Chief Executive

27. 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.

28. 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.
29. 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.

Role of Group Chief Executive as Ex Officio Board Member

30. The Code of Governance requires the role played by the Group Chief Executive on the board and any committees to be formally recorded and published. Matters for which the Group CEO must leave the meeting or not participate in debate or decision making are set out herein:
 - The Group CEO is an Ex Officio member of the BHA Board i.e. any person occupying the position of BHA CEO shall be a full voting member of the BHA board whilst in post.
 - The Group CEO shall attend and participate in BHA Board meetings and have a vote on all board matters except those set out below.
 - The Group CEO should not participate in any board/committee debate, decision making or vote concerning:
 - Group CEO appraisal performance,
 - Dismissal of Group CEO from office and/or appointment of a successor,
 - changes to Group CEO terms and conditions of employment and benefits.
 - The Group CEO may be asked to leave the room whilst the issues above are being discussed and decided.
 - The Group CEO must declare an interest in relation to and may be asked to refrain from voting on any items of board/committee business which have an impact on all staff (e.g change to remuneration, pensions, terms and conditions), mergers, takeover, joint venture and any other staff restructuring that affects the Group CEO's role.
 - The Group CEO cannot be a BHA shareholding member as BHA staff are not permitted to be shareholding members under the BHA Rules. As such, the Group CEO cannot vote at BHA General Meetings.

- The Group CEO may not be a voting member of nor form part of the quorum for the Group Remuneration and Nominations Committee or the Group Audit and Risk Committee but shall attend meetings as required.
- The Group CEO shall act as the Lead Executive for the Group Remuneration and Nominations Committee

Chair and Group Chief Executive Meetings

31. The BHA Chair and the Group Chief Executive shall meet regularly 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.
32. In the long-term absence of the BHA Chair, the Group Chief Executive shall meet with the BHA Vice Chair .
33. 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

34. 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 for all Group entities. The Company Secretary shall report to the Group Chief Executive 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
 - monitoring and evidencing compliance with the Code of Governance annually and preparation of a comply or explain statement.

35. 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.

Board Member Responsible for Complaints

36. The Board will appoint a Member Responsible for Complaints in line with the requirements of the Housing Ombudsman's Complaint Handling Code. This individual will be a Non-Executive member of the BHA board and will ideally be a tenant Board Member.

37. The Member Responsible for Complaints will:

- a) Meet on a quarterly basis with the Assistant Housing Director and Assistant Maintenance Director. These meetings will follow a formal agenda and notes containing action points will be taken and made available to the BHA board and Group Audit and Risk Committee. The purpose of these meetings will be for the member Responsible for Complaints to:
 - Receive information on the volume, categories and outcomes of complaints
 - Review compliance with Housing Ombudsman requests and deadline, discuss training needs.
 - Discuss learning from complaints and changes to service delivery that are needed.
 - Request facilitated access to staff members where appropriate so that they can have conversations with certain staff members and/or test complaint handling.
 - Discuss opportunities for communication with the whole staff team (such as all staff events) to maintain awareness of their role, the importance of complaint handling as a form of resident insight and promote a culture of openness and transparency
- b) Make the Group Audit and Risk Committee aware of any risks relating to complaints.
- c) Be provided with details of all complaints received every 6 months and select a number of complaints for full review.
- d) Oversee the annual self-assessment with the Complaint Handling Code and ensure that the Tenant Assurance Panel are engaged in the exercise.

e) Ensure the BHA Board are aware of significant concerns or issues relating to complaints.

The Housing Ombudsman's 'Expectations for the Member Responsible for Complaints' can be found within the Complaints policy and procedure along with the Stage 2 Complaint Panel Terms of Reference.

Use of BHA's Common Seal

38. Broadland Housing Association has a seal which must keep in a safe place and which may only be used under circumstances approved by the BHA Board.
39. 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.
40. 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.
41. Each use of the seal must be recorded in the relevant register.

Board, Panel and Committee Meetings

42. 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.
43. Meetings may take place in person (at a venue indicated on the agenda) or virtually (via an agreed online platform). Hybrid meetings may also take place, where some participants are present in the room and some are present virtually. Advance notice must be given where a participant needs to attend an in person meeting virtually so that the necessary equipment can be provided at the meeting venue.
44. Board, Panel and Committee business shall be conducted in line with the requirements of Principle 3 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 Executive Assistant to CEO and Chair or the Company Secretary.

45. 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.
46. 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.
47. The BHA Board shall review the effectiveness of its committees and subsidiary boards annually and shall determine any necessary amendments to their terms of reference. This review should consider how the Committee/Panel/Board conducts its business including:
 - Composition, skills, experience and diversity.
 - Effectiveness in role-modelling the desired culture, values and behaviours of the organisation.
 - Governing instruments, delegations, regulations, standing orders, structure systems and other formal documentation
 - Terms of reference
 - Timing and frequency of meetings
 - Format of agendas, quality and scope of papers, minutes and communications
 - Effectiveness of decision-making, including how the views and needs of key stakeholders, including residents and other customers, have informed decisions.
 - Compliance with the NHF Codes and their legal duties
48. An external review of the effectiveness of boards and committees may be carried at three yearly intervals or as and when deemed appropriate by the Board to ensure best practise and compliance with legislation and regulation.
49. In the event of the Chair and the Vice Chair of any Board 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.
50. Minutes and reports relating to meetings of the BHA board, subsidiary boards and committees will be made available to all board members with the exception of sensitive or confidential information relating to personal matters or personal data.

51. 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.
52. Any Board, Panel or committee may adjourn its meeting to any other time and place.
53. 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.
54. 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.
55. 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

Group Committees

- Group Remuneration and Nominations 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.

56. 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 reports

57. 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 OnBoard) 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 OnBoard portal. 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.
58. 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:
- Board and Committee agendas will be drafted by the relevant lead Executive Director with support from PAs at least 3 weeks prior to the meeting and issued to the Board/Committee Chair for review and approval. Once the agenda is approved by the Chair, staff members required to write the relevant reports will be advised.
 - All agendas and Board, committee and panel papers will normally be uploaded to OnBoard 7 days prior to the meeting. Alternatively, members will be given the option of receiving papers by post.
 - Normally all appendices are uploaded to OnBoard 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 Executive Assistant to CEO and Chair or to the appropriate members of the Executive Team servicing the board, committee or panel
 - In exceptional circumstances supporting papers may be published via OnBoard 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 Executive Assistant to CEO and Chair 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 Executive Assistant to CEO and Chair 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.
59. 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 OnBoard prior to each Panel and Committee meeting.
 60. Any confidential reports shall remain strictly confidential to the recipient unless the Board or Committee meeting changes the classification of the report.
 61. The Executive Assistant to CEO and Chair 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.
 62. A resolution circulated to all BHA Board, Committee or Panel Members and agreed 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.

Quorum

63. Quorum requirements for each board, committee and panel are specified within the individual terms of reference.
64. If, within a quarter of an hour of the time the meeting should have started, too few members are present (either in person or virtually) 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.

Minutes

65. 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 3 weeks 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. The minutes, outlining decisions made by the Board, Committee or Panel and any actions required, will be circulated to all BHA Board members.

66. 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.
67. The minutes of all Board, Committees and Panel meetings must be published via OnBoard 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.
68. The Group CEO 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.
69. 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.
70. The Executive Assistant to CEO and Chair will make arrangements for the safe storage of all Board, Committee and Panel minutes.
71. 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.

Access to Information by Board and Committee Members

72. 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

73. Board, Committee and Panel Members are expected to conduct themselves in accordance with section NHF Code of Conduct 2022. They must behave in a business-like and courteous manner and observe the commonly accepted rules of debate and meetings.
74. 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.)
75. 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.
76. The Chair will ensure that all Members are given adequate opportunity to debate all items on the agenda.
77. 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 (in line with the arrangements for Urgent Decision and Delegations see section 83 and 84)
- g) Equality, diversity and inclusion 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

78. All matters shall be treated as confidential, although reports containing information of a particularly sensitive nature should be highlighted as such.
79. 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.
80. With regard to Board meetings, items i to l above may include minutes of committee meetings and notes of any working parties.

Voting

81. The majority of the Board, Committee or Panel Members present (either in person or virtually) at a Board, Committee or Panel meeting shall, except where otherwise required by statute, by the Rule or by these Standing Orders, determine every question. Each Member has one vote.
82. Voting shall be either by a show of hands or secret ballot according to the majority decision of Board, Committee or Panel Members present.

Urgent Decisions and Delegation

83. 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 resolution may be circulated for approval electronically or via OnBoard. Where a resolution has been circulated in this way, a vote in favour by seventy five percent of the BHA Board, Committee or Panel Members eligible to vote on the matter is required to approve the resolution in question, except where otherwise required by statute or by the Rules. Each Board Member has one vote. For subsidiary Boards, a unanimous vote in favour of the resolution by all directors eligible to vote on the matter is required. Each Director has one vote.
84. 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 specific terms of reference for any Task and Finish Panels will be agreed by the BHA Board when establishing the panel.

Declarations of Interest

85. This matter is also dealt with in Principle 1 (section 1.5) of the NHF Code of Governance 2020 and section C of the NHF Code of Conduct 2022. Where there is a conflict between the Standing Orders and the Code of Conduct, the Code of Conduct will have effect.

86. All requirements are applicable to perceived conflicts of interest (as well as those that are real/actual) in order to ensure that the way in which the relationship/situation may be perceived by a stakeholder, an external party or the general public is taken into consideration
87. If a Board or Committee / Panel Member or a staff member has a direct or indirect pecuniary interest (i.e. an interest with financial implications) 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.
88. Any interests that are not pecuniary (i.e. that do not have financial implications), 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.
89. 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.
90. As entities within BHG share common strategy, goals and vision, in theory, no conflict of interest should arise from an individual serving on multiple boards within the Group. However, if a board member sits on more than one board within BHG, they should declare an interest in matters that concern the other BHG board they serve on where they feel there is an actual or potential conflict of interest i.e. an issue that would have an impact on their ability to fulfil their legal duties as a director of the other entity. Board Members should give particular consideration to the use of resources/activities of charitable entities within the group to fund or support non charitable entities within the group. Board members should consult the Company Secretary and/or the Charity Commission publication "*Guidance on Charities with a Connection to a Non-Charity*". If a vote on such a matter is required, they should abstain. A vote can only be held and a decision reached if the meeting is quorate without the inclusion of the director who has declared an interest.
91. 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.

92. 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.
93. 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.
94. 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.
95. 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.
96. The Company Secretary will record all declarations of interest made during the course of meetings in a Register specifically held for that purpose.
97. BHA board members should declare all ongoing interests (i.e. those that don't not relate to a specific board/committee agenda item) via Broadland Business Systems as and when such interests arise. This should include employed/self employed roles, non-executive positions held outside of BHG, trusteeships, positions on local councils, connections with BHA staff, tenants and contractors or any other potential conflicts of interest. The Company Secretary will issue an annual reminder to BHA board members asking them to review and update all declared interests on BBS and will record all subsidiary board member interests manually.
98. All interests declared will be reviewed by the Group Remuneration and Nominations Committee annually.
99. 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.
100. 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.

101. 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, Committee Members, Staff and Their Relatives

102. Please see guidance on [Lettings to Board, Committee Members, Staff and Their Relatives](#) on Onboard within the Resource folder (right click on the link above and select “open hyperlink” to access the document)

Use of Approved Contractor and Advisors

103. 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.

104. 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 Executive Assistant to CEO and Chair .

Conduct of Board, Committee and Staff Members

105. Board and Committee / Panel members shall comply with the NHF Code of Conduct 2022 and the Code of Governance and the requirements set out therein.

106. 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.
107. The Group's compliance with the NHF Code of Conduct and the Code of Governance 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.
108. Concerns about the conduct of fellow board/committee members or Chairs should be raised as follows:
- Where a committee member has concerns about the conduct of a fellow committee member, these should be raised with the Chair of that committee.
 - Where a committee member has concerns about the conduct of the Chair of that committee, these should be raised with the BHA Chair.
 - Where a board member of any BHG entity has concerns about the conduct of another board member, these should be raised with the Chair of the relevant entity.
 - Where a board member has concerns about the conduct of a subsidiary Chair, these should be raised with the BHA Chair
 - Where a board member has concerns about the conduct of the BHA Chair, these should be raised with the Vice Chair/Chair of Group Audit and Risk Committee.
109. Should a member of the public or a tenant, stakeholder (including employees), supplier, or other person interested in the work of BHG be concerned about the conduct of any Board Member, they should:
- in the first instance raise the matter with the member themselves and register the concern with Company Secretary.
 - be referred to the Company Secretary where it is not appropriate or practical to raise the matter directly with the individual.

110. The relevant Chairperson will initiate an investigation into any allegation that there has been a breach of the Code.
111. Any complaint made should be dealt with using Broadland's Grievance, Disciplinary or Confidential Reporting Procedure as appropriate which clearly outlines processes which safeguard natural justice – and the right to an evidence based approach to investigating allegations and the confidentiality of the complainant where appropriate or necessary. Procedures are available within the Policy and Procedure Centre or upon request from HR or the Company Secretary.

Board Member Leave of Absence

112. Please see guidance on [Board Member Leave of Absence Guidance](#) on Onboard within Resources/Governance (or right click on the link above and select "open hyperlink" to access the document)

Patron

113. 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.
114. 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

115. 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.

116. 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.

Calling a Special Meeting of the BHA Board

117. The Company Secretary, the BHA Chair or two BHA Board Members may call special BHA Board meetings at any time.

118. 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.

The BHA Board

119. BHA is the parent entity within BHG. As such certain matters are reserved for decision by its board. The board's terms of reference and matters reserved for decision by the BHA board are available as follows:

- **For board members** – see OnBoard - Resources tab (Governance Policies, Constitutions and Codes folder)
- **For staff** – see Policy and Procedure page on Sharepoint or BBS (Governance folder)

Subsidiary Boards

120. In line with the requirement of the NHF Code of Governance, subsidiary Board Chairs shall not act as the Chair of a Committee with delegated authority from the BHA board.

121. Executive Board Members of subsidiary boards will have the same voting rights as NEDs and will only leave the room for or not participate in a decision if they have declared an interest.

122. Broadland Housing Group comprises Broadland Housing Association (the Group parent), Broadland Meridian, Broadland St Benedicts and Broadland Development Services.

123. Terms of reference for each board and each entity's constitution are available as follows

- **For board members** – see OnBoard - Resources tab (Governance Policies, Constitutions and Codes folder)
- **For staff** – see Policy and Procedure page on Sharepoint or BBS (Governance folder)

Committees and Panels

124. Terms of reference for Committees and Panels are available as follows:

- **For board members** – see OnBoard - Resources tab (Governance Policies, Constitutions and Codes folder)
- **For staff** – see Policy and Procedure page on Sharepoint or BBS (Governance folder)

Guidance for Chairs

125. Guidance for Chairs of Board, Committee and Panel are available as follows:

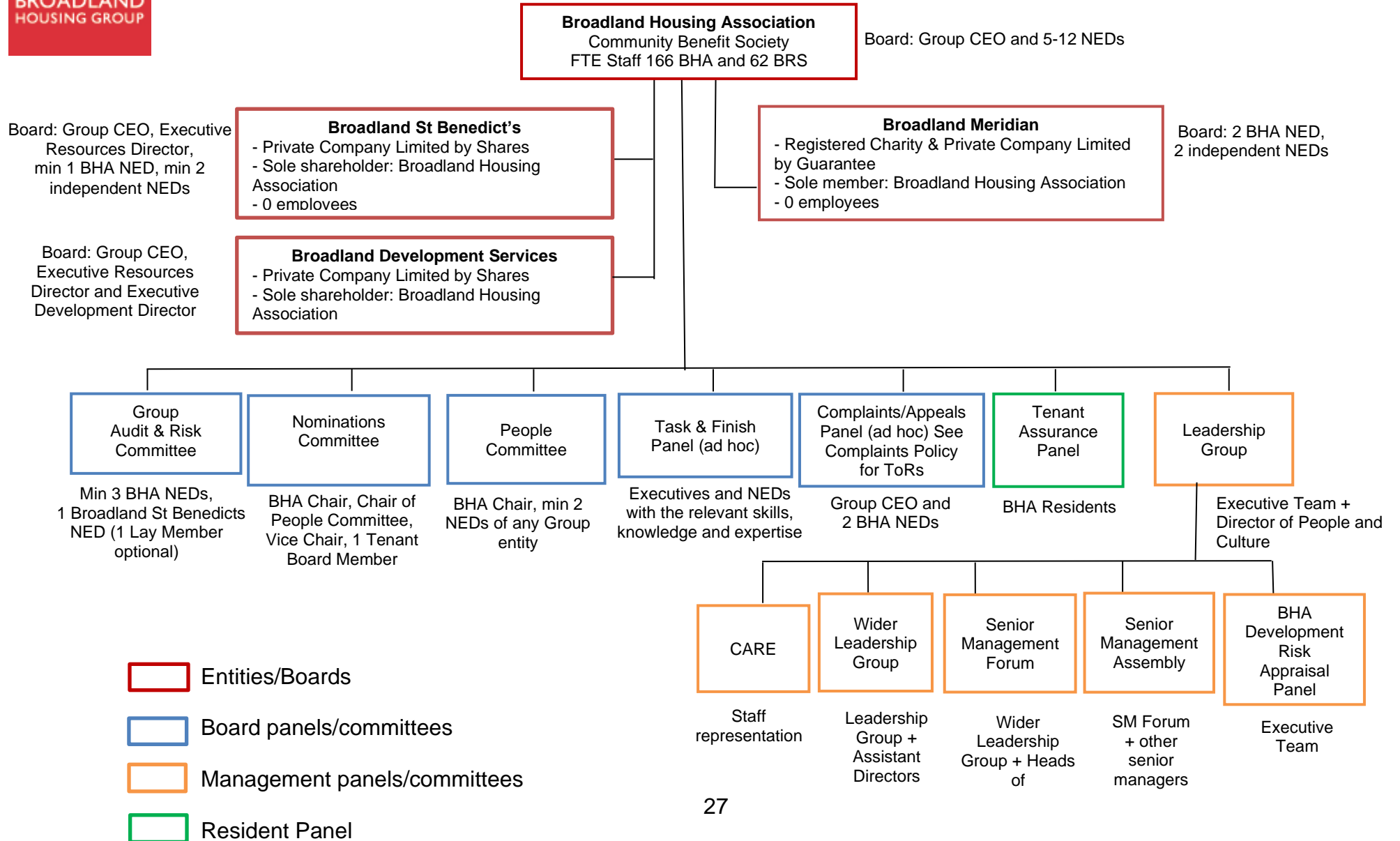
- **For board members** – see OnBoard - Resources tab (Governance Policies, Constitutions and Codes folder)
- **For staff** – see Policy and Procedure page on Sharepoint or BBS (Governance folder)

The document includes information on:

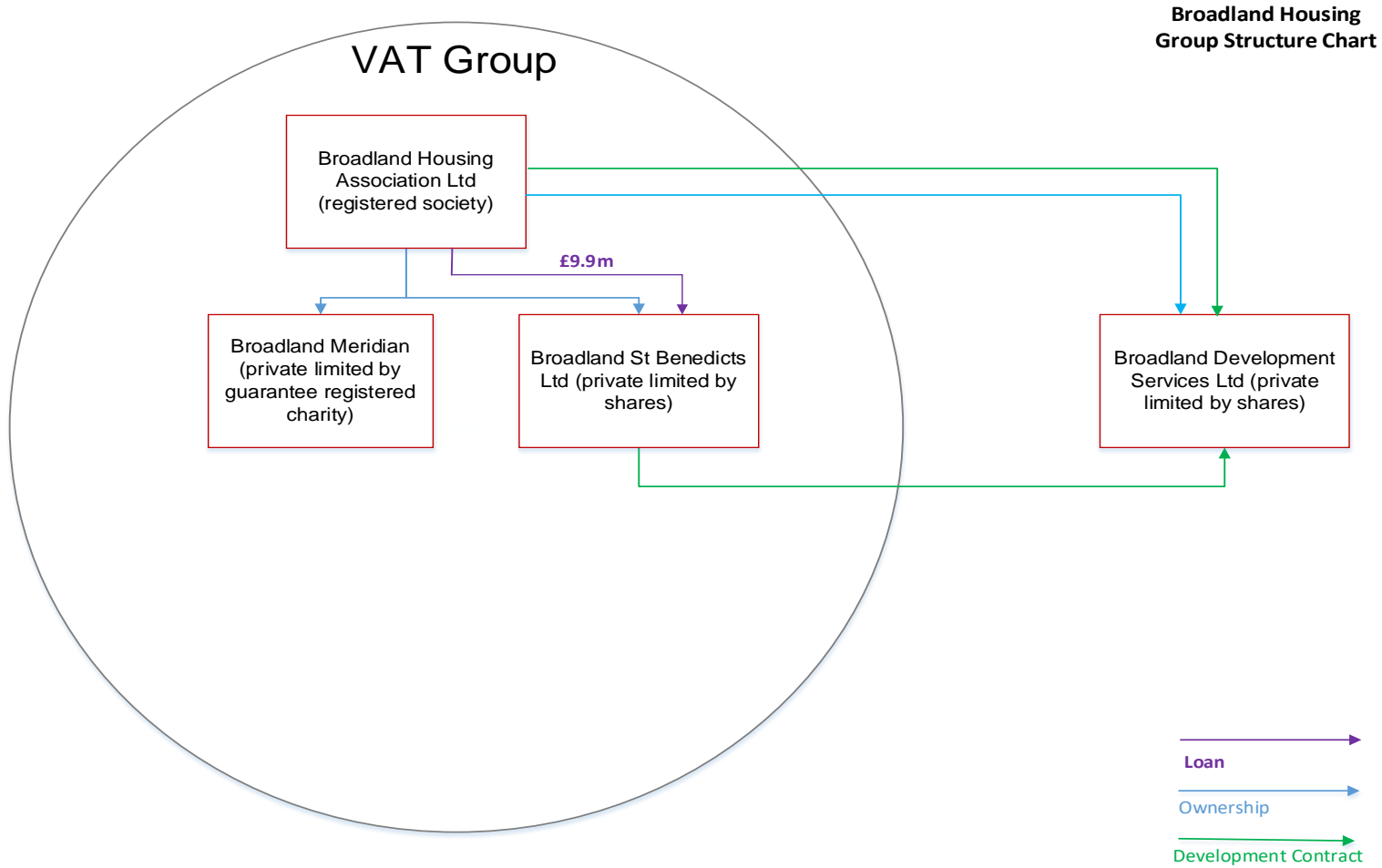
- how to chair a meeting effectively
- preparing for meetings
- keeping meetings on track
- involving everyone
- reaching decisions
- dealing with conflict
- reflecting and feedback after meetings



Group Governance Framework September 2024



Group Entity Structure Chart Sept 2024



Group Governing Instruments Sept 2024

