



Report to:

Northwards Housing Board
12th December 2006

Item No:

7a

Title:	Governance Review – Board and Sub-Committee Review		
Date:	1 st December 2006		
Author:	Steve Wood	Tel No:	0161 227 3018
E mail:	s.wood@northwardshousing.co.uk		
Confidential:	No		
For: (Please tick action required)	NOTING	DISCUSSION	APPROVAL √

PURPOSE OF REPORT

Following review by the Sub-Committees this report now sets out the proposed revisions to the Standing Orders as a result of the Governance Review in respect of the Board and Sub-Committees.

The only change to the previous report is an alteration on Appendices 2 to 5 on voting to make the procedure for dealing with amendments clear.

At the time of presenting this report the consultation with the Procurement & Property Sub-Committee has still not taken place. Any proposed changes following that Sub-Committee will be reported verbally to the Board.

RECOMMENDATION

1. It is recommended that:
 - i. The Board approves a pattern of meeting bi-monthly in 2007
 - ii. The Board takes over responsibility for Governance matters within their terms of reference
 - iii. Performance & Quality Services Sub-Committee be renamed Neighbourhood & Quality Services Sub-Committee
 - iv. Resource & Governance Sub-Committee be renamed Resource & Audit Sub-Committee
 - v. The Board approves revised terms of reference for the Sub-Committees as set out in revisions to paragraphs 14.1 to 14.4 inclusive
 - vi. The Board delegates to the Sub-Committees authority to deal with items reserved to them as set out in new Appendices 2 to 5 inclusive to the Standing Orders

IMPLICATIONS

Equality & Diversity:	It is a key part of the Governance arrangements that Equality & Diversity are embedded throughout.
Financial:	None directly
Staffing:	None directly

Decency Target:	None directly
Governance:	The review of the arrangements is a key part of the overall Governance framework.
Risk Assessment:	Not a primary risk area

Equality & Diversity Implications (Please tick where relevant):

BME	<input checked="" type="checkbox"/>	Lesbian/Gay/Bisexual/Transgender	<input checked="" type="checkbox"/>
Elderly	<input checked="" type="checkbox"/>	Single Parents	<input type="checkbox"/>
Young	<input checked="" type="checkbox"/>	Domestic Violence	<input type="checkbox"/>
Disability	<input checked="" type="checkbox"/>	Alcohol / Drug Mis-users	<input type="checkbox"/>

Consultation/Consideration:

	Yes, No or N/A:	Name:	Date:
Sub-Committee:	Yes	Performance & Quality Services Resource & Governance HR & Equality Procurement & Property	24 th November 2006 28 th November 2006 28 th November 2006 6 th December 2006
Area Panel:	No		
Task Groups:	No		
Ward Councillors:	N/A		

Governance Review

- As agreed by the Board at their meeting in July 2006, a full review of the Governance arrangements, authorities and delegations was proposed for November. This paper is the product of that review following consultation during November with Sub-Committees.
- The review has covered the constitution, terms of reference, relationships and authorities of and between the Board and Sub-Committees.
- Focus and Task Groups have not been included in the review, but these will be picked up during 2007.

Background

- The current arrangement is for a Board and four Sub-Committees.
- The Memorandum and Articles of Association established the arrangement of the Board with twelve Members, four from each of three constituencies (Council, Independent and Tenant).
- The Board itself determined in February 2006 that four Sub-Committees should be established to assist with the detailed work required in the first year. These were
 - Human Resources & Equality
 - Performance & Quality Services

- Procurement & Property
 - Resource & Governance
8. Each Board Member agreed to serve on two Sub-Committees and since inception two co-options have been made: one to Human Resources & Equality and one to Procurement & Property.

Case for Review

9. Since the creation of the Governance structure, the arrangements have generally worked well.
10. The Board and the Sub-Committees have been highly effective in completing the policies and strategies required for the establishment of the organisation. Whilst the Sub-Committees have had no delegated authorities, there has not been substantial re-analysis of recommendations from Sub-Committees that have come through to the Board, but proper questions and scrutiny from other Board Members.
11. What has not been as successful are discussions with the Board and Sub-Committees about issues before decisions are taken. Very often the group has asked for a formal paper or a recommendation to discuss rather than sharing views and exploring together what the issues might be. Moving away from monthly Board meetings, and delegation to Sub-Committees, should allow more space and time for strategic discussion within and outside Board meetings.
12. In moving the Governance arrangements forward, it is also clear that there needs to be some level of delegation to Sub-Committees now the structures are more established and Board Members have developed a way of working together. This will make both the Board and the Sub-Committees more efficient and effective as well as speeding up decision-making.
13. Two specific issues of confusion for Sub-Committees have been how Performance and Governance issues have been dealt with. The review of Terms of Reference for Sub-Committees hopes to address this.
14. The judgements on Governance through the Audit Commission Inspection appear to have been positive and the draft report states “the Board is effective and clear about its role.”
15. It seems appropriate, therefore, for a review to be conducted at this time and to make some recommendations for further improvements to build on the work done to date and to support the future development of the organisation.

Board

16. The Board is constituted by the provisions of the Memorandum and Articles of the Company and no changes are proposed to this framework.
17. This means no changes are proposed to the number and composition of Board Members. The present number of twelve seems to be working effectively and achieving a quorum has not been a problem at Board meetings to date.
18. Current Standing Orders also provide for the order of business and notice period for meetings for the Board. No changes are proposed in this area either.

19. As discussed in July, it is proposed that, to reduce some of the workload on Board Members, **the Board should meet bi-monthly in 2007**, with a review in July 2007 as to the effectiveness of this change.
20. A few minor alterations have been made to the Responsibilities and Terms of Reference for the Board to align the Standing Orders with published information. This is covered by the extract ([Section 13](#)) below.
21. It is imperative that the Board maintains its strategic focus and continues its scrutiny role, but should delegate some tasks to its Sub-Committees in order that the Board can more effectively discharge its business.
22. Major policy and resource decisions will remain with the Board and matters will always be referred on to the Board by Sub-Committees if there is any query over their delegations.

Sub-Committees

23. In February 2006, the Board established four Sub-Committees to assist with the decision making of the Board.
24. The four are Human Resources & Equality, Performance & Quality Services, Procurement & Property and Resource & Governance.
25. Following review and in looking at delegated functions the following alterations are suggested:
 - Performance Management responsibility be moved to the Board's Terms of Reference
 - Performance & Quality Services Sub-Committee be renamed Neighbourhood & Quality Services
 - Governance procedures be moved to the Board's Terms of Reference
 - Resource & Governance Sub-Committee be renamed Resource & Audit
26. As part of the review, officers have looked at how Performance Management fits within the current Board and Sub-Committee structure. Our review has concluded that the Board need to play a high level role on overall performance, but each Sub-Committee should carry out more detailed reviews within their areas of responsibility.
27. This leads to a change in focus for the Performance & Quality Services Sub-Committee and hence a name change. A number of this Sub-Committee's terms of reference could equally be part of the terms of reference for other Sub-Committees, and it therefore seems appropriate to refocus its work on its core activities encompassing Neighbourhood Services, resident involvement, access and customer care and communication. This will also help balance workloads between Sub-Committees.
28. Governance procedures (eg Standing Orders) are currently within the terms of reference for the Resource & Governance Sub-Committee. It is felt more appropriate for these matters to be discussed with the full Board and they have therefore been moved out of the Sub-Committee's terms of reference.
29. In order to strengthen the role of the Sub-Committee in relation to matters of Audit (Internal Audit, Risk and Insurance), there is a recommendation to change the name of the Sub-Committee, removing Governance and refocusing it as Resource & Audit Sub-Committee.

30. Only one alteration is suggested to the terms of reference for the Human Resources & Equality Sub-Committee to remove the appointment and appraisal of Chief Executive and Directors from the responsibilities as these tasks conflict with those of the Board.
31. No alterations are proposed for the Procurement & Property Sub-Committee.
32. It is proposed that the Sub-Committees **continue to meet monthly** throughout 2007 and that this meeting cycle be reviewed in twelve months time.
33. The proposed revised Standing Orders in relation to Sub-Committees are shown in [Section 14](#) below.

Delegations to Sub-Committees

34. To date, the Sub-Committees have acted as review bodies for policies, procedures and proposals and have then made recommendations to the Board.
35. As the organisation has become more mature it seems appropriate for the Board to **start the process of delegating some of its current responsibilities to the Sub-Committees.**
36. Under the Articles and Standing Orders the Board has the power to delegate certain functions or powers to the Sub-Committees or individuals. At all times, it is the Board which decides any conditions over such delegations and keeps them under review through scrutiny of the minutes at the Board Meeting.
37. The revised terms of reference for Sub-Committees (Appendices [2](#), [3](#), [4](#) and [5](#) to the Standing Orders) set out proposed delegations to fit with the Board's own Responsibilities and Terms of Reference.
38. The delegations to Sub-Committees remain strategic in nature. Operational matters should continue to be dealt with by Officers reporting to the Sub-Committees (and the Board) as appropriate.

Conclusion

39. This has been a thorough and full review, although the recommendations are not particularly fundamental.
40. There is nothing in the proposed changes that affects the Memorandum and Articles of Association or the Management Agreement. The provisions within these documents which relate to Governance are not considered to require any revision.
41. The aim has been to build on the good Governance arrangements that have existed to date and to make further improvements. The key has been to work on what currently works well, rather than make wholesale changes.

Recommendations

42. It is recommended that:
 - i. The Board approves a pattern of meeting bi-monthly in 2007
 - ii. The Board takes over responsibility for Governance matters within their terms of reference

- iii. Performance & Quality Services Sub-Committee be renamed Neighbourhood & Quality Services Sub-Committee
- iv. Resource & Governance Sub-Committee be renamed Resource & Audit Sub-Committee
- v. The Board approves revised terms of reference for the Sub-Committees as set out in revisions to paragraphs 14.1 to 14.4 inclusive
- vi. The Board delegates to the Sub-Committees authority to deal with items reserved to them as set out in new Appendices 2 to 5 inclusive to the Standing Orders

Extract from Standing Orders

Alterations to the Standing Orders on the Board's and Sub-Committees' responsibilities and terms of reference are noted in italics or are marked for deletion.

13 Board Responsibilities and Terms of Reference

13.1 The Board is ultimately responsible for the overall control of the affairs of the Company, including the monitoring of performance of all its functions and determination of resources to meet its financial and other obligations. It must ensure the financial viability of the Company and any projects it commissions. Specific responsibilities include:

- overall control of the Company
- *mission aims* and values of the organisation;
- strategic objectives;
- accountability;
- policy formulation;
- delegation;
- determining the composition and terms of reference of *Sub-Committees*;
- reviewing periodically the membership of the Board in consultation with the Council, and in accordance with the Company's aims, constitution and Memorandum and Articles of Association;
- take appropriate advice

13.2 As well as the powers conferred on the Board by the Memorandum and Articles of Association, the following are additional responsibilities:

- approval of the Company's Business Plan, budgets and accounts;
- *agreeing with the Council an annual plan for running the housing service*;
- ensuring that regular reviews are carried out of the efficiency and effectiveness of the Company's work and the standard and level of the services provided and that recommendations are acted upon;
- *monitoring performance and actions against plans*;
- the appointment of the Chief Executive and other Directors and the conduct of disciplinary matters in respect of the same posts;
- matters which may involve major changes of policy of the Company;
- any extension or restriction in the scope of the Company's activities or functions;
- major matters with regard to relationships with central government, the Council, other statutory bodies and ~~other~~ registered social landlords;
- compliance with legal duties and responsibilities in relation to Health and Safety and Employment;
- *reviewing and implementing Governance arrangements*;
- any item which is referred to it by a General Meeting;
- any matter reserved to it by the Financial Regulations.

13.3 The Board has established Standing Sub Committees to deal with the detailed administration of:

- Human Resources & Equality;
- ~~Performance~~ Neighbourhood & Quality Services;
- Procurement & Property;
- Resources & ~~Governance~~ Audit.

The Terms of Reference are out in Section 14 below.

- 13.4 The Board may create other Committees, Sub Committees or Working Groups to which it may delegate or refer business for detailed consideration.
- 13.5 The Board may refer any matter to a General Meeting of the Company.
- 13.6 Although the specific responsibilities are defined in these Standing Orders, the supreme governing body of the Company is the General Meeting and it may make decisions or direct the Board on any matter relating to the business of the Company.

14 Sub-Committees

14.1 Human Resources & Equality Sub-Committee

The Terms of Reference and membership for the Sub-Committee have been agreed by the Board. The areas of responsibility are set out below: ~~no powers have been delegated by the Board:~~

Human Resources policies
Organisational structure
Remuneration (*in conjunction with Resource & Audit Sub-Committee*)
Changes to Terms and Conditions
Staff training
~~Appointment and appraisal of Chief Executive and Directors~~
Appeals (e.g. on staffing matters)
Equality and Diversity policies
Support for Board Directors and tenants (including training)
Health and Safety policies and practices
Communication with Staff
Board Member Appraisal Methodology
Staff Appraisal Methodology
Performance Monitoring (Organisational Health and Equality)

The Sub-Committee will contribute to the Business Plan in relation to Human Resource and Equality sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~an~~ **additional** duty to identify and address potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

14.2 ~~Performance~~ Neighbourhood & Quality Services Sub-Committee

The Terms of Reference and membership for the Sub-Committee have been agreed by the Board. The areas of responsibility are set out below: ~~no powers have been delegated by the Board:~~

~~Best Value for Money Reviews~~ *Monitoring of Tenant Services*
~~Performance management and quality~~
~~Coordinate specific projects (e.g. Inspections)~~
~~Liaison with Council~~
Communication with tenants, customers and *stakeholders*

Access to services
Policy on media relations
Customer and tenant involvement and liaison
Customer satisfaction
Neighbourhood Services – policies and priorities
Respect and Anti-Social Behaviour
Complaints and praise monitoring
Performance Monitoring (Customer Satisfaction; Rehousing; Neighbour Nuisance and Anti-Social Behaviour)

The Sub-Committee will contribute to the Business Plan in relation to Neighbourhood and Quality Services sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify and address potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

14.3 Procurement & Property Sub-Committee

The Terms of Reference and membership for the Sub-Committee have been agreed by the Board. The areas of responsibility are set out below: ~~no powers have been delegated by the Board:~~

Responsive and planned maintenance policies and priorities
The tendering of contracts
Selection of contractors
Procurement Policy
Setting the improvement programme (Decent Homes)
Monitoring contracts and Procurement procedures
Health and Safety policies and practices including Asbestos Management
~~Best Value Monitoring of Contractors~~
Value for Money Reviews of Procurement and Property Services
Regeneration
Asset Management
Local Social and Economic Advantage
Performance Monitoring (Decent Homes Work, Voids, Repairs and Energy Efficiency)

The Sub-Committee will contribute to the Business Plan in relation to Procurement and Property sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify and address potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

14.4 Resources & Governance Audit Sub-Committee

The Terms of Reference and membership for the Sub-Committee have been agreed by the Board. The areas of responsibility are set out below: ~~no powers have been delegated by the Board:~~

Financial policies and strategies (*including Financial Regulations*)
Financial procedures (~~e.g. Financial Regulations~~)
Annual budgets and budget monitoring
Business planning (including Delivery Plan)
ICT policy and strategy
Insurance arrangements
~~Calculation of the Management Fee~~
Remuneration (in conjunction with Human Resource & Equality Sub-Committee)
Risk Management policies
Internal Audit plan and Audit reports
External Audit
~~Governance procedures (e.g. Standing Orders)~~
Value for Money
Performance Monitoring (Rents and Finance)

The Sub-Committee will contribute to the Business Plan in relation to Finance, Resource and Audit sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify and address potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity’.

- 14.5 Sub-Committees will consist of up to six Board Members. Members will be appointed by the Board following expression of preference and will serve for a term of one year until the first Board meeting following the AGM.
- 14.6 Board Members, Officers and Members of the public can be co-opted onto a Sub Committee as and when required. Co-opted Members will have no voting rights.
- 14.7 No more than two co-optees are allowed on a Sub-Committee at any time. Formal approval of the Board is required before co-opting members.
- 14.8 The Sub-Committee will appoint a Chair from amongst the current Members.
- 14.9 The Sub-Committee is authorised by the Board to seek information it requires to fulfil its terms of reference.
- 14.10 *The Sub-Committee has delegated decision making authority on the items referred to in the terms of reference. Any decisions made shall be reported through to the Board via the minutes. Delegated functions to Sub-Committees are exercised in accordance with Standing Orders and Financial Regulations (including financial authority limits).*
- 14.11 *In the event of any issues arising between meetings where action is required, and waiting for the next Sub-Committee meeting would result in unacceptable delay, the Standing Order in respect of the making of urgent decisions shall be used.*

Standing Orders Appendix 2

Alterations to the Standing Orders on the Sub-Committees' terms of reference are noted in italics or are marked for deletion.

Human Resources & Equality Sub-Committee Terms of Reference

The Sub-Committee will provide support and guidance to the Board of Directors and oversee the organisation in the area of Human Resources and Equality issues.

1 Key Responsibilities

The Sub-Committee will report and recommend ~~only~~ in respect of the following:

Approval required by the Board following review by Sub-Committee

- Human Resources ~~policy~~ *policies*
- Equality and Diversity policies
- *Health and Safety policies*
- Organisational structure
- Remuneration (*in conjunction with Resource & Audit Sub-Committee*)
- *Changes to Terms and Conditions*

Matters delegated to the Sub-Committee for decision

- Staff training
- ~~Appointment and appraisal of Chief Executive and Directors~~
- Appeals (e.g. on staffing matters)
- Support for Board Directors and tenants (including training)
- Health and Safety *practices*
- Communication with Staff
- Board Member Appraisal Methodology
- Staff Appraisal Methodology
- *Performance Monitoring (Organisational Health and Equality)*

The Sub-Committee will contribute to the Business Plan in relation to Human Resource and Equality sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

2 Governance

Membership

The Sub-Committee will consist of up to six Board Members. Members will be appointed by the Board following expression of preference and will serve for a term of one year until the first Board meeting following the AGM.

Board Directors, Officers and Members of the Public can be co-opted onto the Sub-Committee as and when required. Co-opted Members will have no voting rights.

No more than two co-optees are allowed on a Sub-Committee at any time. Formal approval of the Board is required before co-opting members.

Chair

The Sub-Committee will appoint a Chair from amongst the current members.

Authority

The Sub-Committee is authorised by the Board to seek information it requires to fulfil its terms of reference.

The Sub-Committee has delegated decision making authority on the items referred to in the terms of reference. Any decisions made shall be reported through to the Board via the minutes. Delegated functions to Sub-Committees are exercised in accordance with Standing Orders and Financial Regulations (including financial authority limits).

In the event of any issues arising between meetings where action is required, and waiting for the next Sub-Committee meeting would result in unacceptable delay, the Standing Order in respect of the making of urgent decisions shall be used.

~~The Sub-Committee will make recommendations to the Board where final decisions will be taken.~~

Frequency

~~To be decided by the Board and Sub-Committees.~~

The Sub-Committee shall meet monthly at a time and place agreed with Members.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). Co-opted members do not count towards the quorum of a Sub-Committee meeting. If a meeting is inquorate at the start, the Members present will wait 15 minutes before taking a decision on whether to disband the meeting or proceed as an inquorate body. If the Chair is not present, Members present will appoint a temporary Chair for that meeting.

If the meeting is inquorate the Members present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.

If the Members present decide to proceed as an inquorate body, they will not be permitted to make decisions on items presented. However, they may advise or give guidance on those items. Their comments will be forwarded to the next meeting of the Board *or Sub-Committee as appropriate* for decision.

Voting Procedure

This will be the same as the Parent Board:

- a. Any member may make a proposal. In order for it to be voted on it must be seconded by a second member.
- b. Before voting any member may make a proposal for an amendment which must be seconded.
- c. The amendment will be voted on first. *If the amendment is passed then the original proposal is altered and it is this revised proposal that is then voted on.*
- d. *If the vote on the amendment is lost then the discussion and subsequent vote will be back on the original proposal.*
- e. No member shall exercise more than one vote.
- f. In the event of an equal vote, the Chair shall have the casting vote.

Reporting Practice

The Sub-Committee will submit minutes of its meetings and any reports it considers necessary to the Board. ~~A summary report will be produced by the Chair. This summary report will be presented to the Board at next Board meeting.~~

Member Development and Training

Skills audits and self-assessments will be carried out with each Sub-Committee member to devise and develop an individual training plan to assist members with their Sub-Committee duties.

Conduct

Sub-Committee Members will conduct themselves at all times in accordance with the Company's Code of Conduct for Board Members.

Standing Orders Appendix 3

Alterations to the Standing Orders on the Sub-Committees' terms of reference are noted in italics or are marked for deletion.

Neighbourhood Performance & Quality Services Sub-Committee Terms of Reference

The Sub-Committee will provide support and guidance to the Board of Directors and oversee the organisation in the area of Neighbourhood and Quality Service issues.

1 Key Responsibilities

The Sub-Committee will report and recommend ~~only~~ in respect of the following:

Approval required by the Board following review by Sub-Committee

- ~~Performance management and quality~~
- ~~Coordinate specific projects (e.g. Inspections)~~
- ~~Liaison with Council~~
- ~~Policy on media relations~~
- Neighbourhood Services key policy decisions

Matters delegated to the Sub-Committee for decision

- Value for Money Monitoring of Tenant Services
- Neighbourhood Services - policies and priorities
- Communication with tenants, customers and *stakeholders*
- Access to services
- Customer and tenant involvement and liaison
- *Customer Satisfaction*
- *Respect and Anti-Social Behaviour*
- Complaints and praise monitoring
- *Performance Monitoring (Customer Satisfaction, Rehousing, Neighbour Nuisance and Anti-Social Behaviour)*

The Sub-Committee will contribute to the Business Plan in relation to Neighbourhood and Quality Services sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

2 Governance

Membership

The Sub-Committee will consist of up to six Board Members. Members will be appointed by the Board following expression of preference and will serve for a term of one year until the first Board meeting following the AGM.

Board Directors, Officers and Members of the Public can be co-opted onto the Sub-Committee as and when required. Co-opted Members will have no voting rights.

No more than two co-optees are allowed on a Sub-Committee at any time. Formal approval of the Board is required before co-opting members.

Chair

The Sub-Committee will appoint a Chair from amongst the current members.

Authority

The Sub-Committee is authorised by the Board to seek information it requires to fulfil its terms of reference.

The Sub-Committee has delegated decision making authority on the items referred to in the terms of reference. Any decisions made shall be reported through to the Board via the minutes. Delegated functions to Sub-Committees are exercised in accordance with Standing Orders and Financial Regulations (including financial authority limits).

In the event of any issues arising between meetings where action is required, and waiting for the next Sub-Committee meeting would result in unacceptable delay, the Standing Order in respect of the making of urgent decisions shall be used.

~~The Sub-Committee will make recommendations to the Board where final decisions will be taken.~~

Frequency

~~To be decided by the Board and Sub-Committees.~~

The Sub-Committee shall meet monthly at a time and place agreed with Members.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). Co-opted members do not count towards the quorum of a Sub-Committee meeting. If a meeting is inquorate at the start, the Members present will wait 15 minutes before taking a decision on whether to disband the meeting or proceed as an inquorate body. If the Chair is not present, Members present will appoint a temporary Chair for that meeting.

If the meeting is inquorate the Members present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.

If the Members present decide to proceed as an inquorate body, they will not be permitted to make decisions on items presented. However, they may advise or give guidance on those items. Their comments will be forwarded to the next meeting of the Board *or Sub-Committee as appropriate* for decision.

Voting Procedure

This will be the same as the ~~Parent~~ Board:

- a. Any member may make a proposal. In order for it to be voted on it must be seconded by a second member.
- b. Before voting any member may make a proposal for an amendment which must be seconded.
- c. The amendment will be voted on first. *If the amendment is passed then the original proposal is altered and it is this revised proposal that is then voted on.*
- d. *If the vote on the amendment is lost then the discussion and subsequent vote will be back on the original proposal.*
- e. No member shall exercise more than one vote.
- f. In the event of an equal vote, the Chair shall have the casting vote.

Reporting Practice

The Sub-Committee will submit minutes of its meetings and any reports it considers necessary to the Board. ~~A summary report will be produced by the Chair. This summary report will be presented to the Board at next Board meeting.~~

Member Development and Training

Skills audits and self-assessments will be carried out with each Sub-Committee member to devise and develop an individual training plan to assist members with their Sub-Committee duties.

Conduct

Sub-Committee Members will conduct themselves at all times in accordance with the Company's Code of Conduct for Board Members.

Standing Orders Appendix 4

Alterations to the Standing Orders on the Sub-Committees' terms of reference are noted in italics or are marked for deletion.

Procurement & Property Sub-Committee Terms of Reference

The Sub-Committee will provide support and guidance to the Board of Directors and oversee the organisation in the area of Procurement and Property issues.

1 Key Responsibilities

The Sub-Committee will report and recommend ~~only~~ in respect of the following:

Approval required by the Board following review by Sub-Committee

- Responsive and planned maintenance policies and priorities
- Procurement Policy
- *Health and Safety policies*
- Setting the improvement programme (Decent Homes)

Matters delegated to the Sub-Committee for decision

- The tendering of contracts
- Selection of contractors
- Monitoring contracts and Procurement procedures
- *Health and Safety practices including Asbestos Management*
- ~~Best Value Monitoring of contractors~~
- *Value for Money Reviews of Procurement and Property Services*
- Regeneration
- Asset Management
- Local Social and Economic Advantage
- *Performance Monitoring (Decent Homes Work, Repairs and Energy Efficiency)*

The Sub-Committee will contribute to the Business Plan in relation to Procurement and Property sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

2 Governance

Membership

The Sub-Committee will consist of up to six Board Members. Members will be appointed by the Board following expression of preference and will serve for a term of one year until the first Board meeting following the AGM.

Board Directors, Officers and Members of the Public can be co-opted onto the Sub-Committee as and when required. Co-opted Members will have no voting rights.

No more than two co-optees are allowed on a Sub-Committee at any time. Formal approval of the Board is required before co-opting members.

Chair

The Sub-Committee will appoint a Chair from amongst the current members.

Authority

The Sub-Committee is authorised by the Board to seek information it requires to fulfil its terms of reference.

The Sub-Committee has delegated decision making authority on the items referred to in the terms of reference. Any decisions made shall be reported through to the Board via the minutes. Delegated functions to Sub-Committees are exercised in accordance with Standing Orders and Financial Regulations (including financial authority limits).

In the event of any issues arising between meetings where action is required, and waiting for the next Sub-Committee meeting would result in unacceptable delay, the Standing Order in respect of the making of urgent decisions shall be used.

~~The Sub-Committee will make recommendations to the Board where final decisions will be taken.~~

Frequency

~~To be decided by the Board and Sub-Committees.~~

The Sub-Committee shall meet monthly at a time and place agreed with Members.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). Co-opted members do not count towards the quorum of a Sub-Committee meeting. If a meeting is inquorate at the start, the Members present will wait 15 minutes before taking a decision on whether to disband the meeting or proceed as an inquorate body. If the Chair is not present, Members present will appoint a temporary Chair for that meeting.

If the meeting is inquorate the Members present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.

If the Members present decide to proceed as an inquorate body, they will not be permitted to make decisions on items presented. However, they may advise or give guidance on those items. Their comments will be forwarded to the next meeting of the Board *or Sub-Committee as appropriate* for decision.

Voting Procedure

This will be the same as the Parent Board:

- a. Any member may make a proposal. In order for it to be voted on it must be seconded by a second member.
- b. Before voting any member may make a proposal for an amendment which must be seconded.
- c. The amendment will be voted on first. *If the amendment is passed then the original proposal is altered and it is this revised proposal that is then voted on.*
- d. *If the vote on the amendment is lost then the discussion and subsequent vote will be back on the original proposal.*
- e. No member shall exercise more than one vote.
- f. In the event of an equal vote, the Chair shall have the casting vote.

Reporting Practice

The Sub-Committee will submit minutes of its meetings and any reports it considers necessary to the Board. ~~A summary report will be produced by the Chair. This summary report will be presented to the Board at next Board meeting.~~

Member Development and Training

Skills audits and self-assessments will be carried out with each Sub-Committee member to devise and develop an individual training plan to assist members with their Sub-Committee duties.

Conduct

Sub-Committee Members will conduct themselves at all times in accordance with the Company's Code of Conduct for Board Members.

Standing Orders Appendix 5

Alterations to the Standing Orders on the Sub-Committees' terms of reference are noted in italics or are marked for deletion.

Resource & Audit Governance Sub-Committee Terms of Reference

The Sub-Committee will provide support and guidance to the Board of Directors and oversee the organisation in the area of Resource and ~~Governance~~ *Audit issues.*

1 Key Responsibilities

The Sub-Committee will report and recommend ~~only~~ in respect of the following:

Approval required by the Board following review by Sub-Committee

- Financial policies and strategies (*including Financial Regulations*)
- Annual budgets
- Business planning (including Delivery Plan)
- ICT policy and strategy
- Risk Management policies

Matters delegated to the Sub-Committee for decision

- Financial procedures (~~e.g. Financial Regulations~~)
- Budget monitoring
- Insurance arrangements
- ~~Calculation of the Management Fee~~
- *Internal Audit* plan and Audit reports
- *External Audit*
- ~~Governance procedures (e.g. Standing Orders)~~
- Value for Money
- *Performance Monitoring (Rents and Finance)*

The Sub-Committee will contribute to the Business Plan in relation to Finance, Resource and Audit sections.

The Sub-Committee will consider other matters as directed from time to time by the Board. Any such matters will specify delegations.

The Sub-Committee has an ~~additional~~ duty to identify potential inequalities in the way Northwards employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

2 Governance

Membership

The Sub-Committee will consist of up to six Board Members. Members will be appointed by the Board following expression of preference and will serve for a term of one year until the first Board meeting following the AGM.

Board Directors, Officers and Members of the Public can be co-opted onto the Sub-Committee as and when required. Co-opted Members will have no voting rights.

No more than two co-optees are allowed on a Sub-Committee at any time. Formal approval of the Board is required before co-opting members.

Chair

The Sub-Committee will appoint a Chair from amongst the current members.

Authority

The Sub-Committee is authorised by the Board to seek information it requires to fulfil its terms of reference.

The Sub-Committee has delegated decision making authority on the items referred to in the terms of reference. Any decisions made shall be reported through to the Board via the minutes. Delegated functions to Sub-Committees are exercised in accordance with Standing Orders and Financial Regulations (including financial authority limits).

In the event of any issues arising between meetings where action is required, and waiting for the next Sub-Committee meeting would result in unacceptable delay, the Standing Order in respect of the making of urgent decisions shall be used.

~~The Sub-Committee will make recommendations to the Board where final decisions will be taken.~~

Frequency

~~To be decided by the Board and Sub-Committees.~~

The Sub-Committee shall meet monthly at a time and place agreed with Members.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). Co-opted members do not count towards the quorum of a Sub-Committee meeting. If a meeting is inquorate at the start, the Members present will wait 15 minutes before taking a decision on whether to disband the meeting or proceed as an inquorate body. If the Chair is not present, Members present will appoint a temporary Chair for that meeting.

If the meeting is inquorate the Members present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.

If the Members present decide to proceed as an inquorate body, they will not be permitted to make decisions on items presented. However, they may advise or give guidance on those items. Their comments will be forwarded to the next meeting of the Board *or Sub-Committee as appropriate* for decision.

Voting Procedure

This will be the same as the Parent Board:

- a. Any member may make a proposal. In order for it to be voted on it must be seconded by a second member.
- b. Before voting any member may make a proposal for an amendment which must be seconded.
- c. The amendment will be voted on first. *If the amendment is passed then the original proposal is altered and it is this revised proposal that is then voted on.*
- d. *If the vote on the amendment is lost then the discussion and subsequent vote will be back on the original proposal.*
- e. No member shall exercise more than one vote.
- f. In the event of an equal vote, the Chair shall have the casting vote.

Reporting Practice

The Sub-Committee will submit minutes of its meetings and any reports it considers necessary to the Board. ~~A summary report will be produced by the Chair. This summary report will be presented to the Board at next Board meeting.~~

Member Development and Training

Skills audits and self-assessments will be carried out with each Sub-Committee member to devise and develop an individual training plan to assist members with their Sub-Committee duties.

Conduct

Sub-Committee Members will conduct themselves at all times in accordance with the Company's Code of Conduct for Board Members.