



Report to:

Northwards Housing Board
14th November 2006

Item No:

7a

Title:	Governance Review		
Date:	27 th October 2006		
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Confidential:	No		
For: (Please tick action required)	NOTING	DISCUSSION	APPROVAL √

PURPOSE OF REPORT

The report sets out a full review of the Board, the Sub-Committees and the Area Panels, including their constitution and terms of reference, and recommends changes to the present arrangements.

It is intended that the review builds on the good Governance arrangements that exist at present, as well as suggesting further improvements and changes in responsibilities.

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
 - vii. The Board sends the revised Standing Orders and Terms of Reference to Sub-Committees for consultation before formally making the changes set out in ii) to vi) above
 - viii. The Board approves the integration of the Area Panel Constitution and Terms of Reference into a proposed revised Constitution, together with changes to apply common Governance patterns across the Organisation
 - ix. The Board sends the new Area Panel Constitution to the Area Panels for consultation prior to receiving back comments and making a final decision at the Board meeting in December

2. It is recommended that, subject to the Area Panel and Sub-Committee consultations, all changes are effective from 1 January 2007.

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:	No		
Area Panel:	Forth-coming	Wilton Area Panel Fourways Area Panel Riverways Area Panel	28 th November 2006 29 th November 2006 29 th November 2006
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.
- The review has covered the constitution, terms of reference, relationships and authorities of and between the Board, Sub-Committees and the Area Panels.
- 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, four Sub-Committees and three Area Panels.
- 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).

8. 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
9. 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.
10. The establishment of three Area Panels was promised in the consultation paper for the ALMO “Your Future, Your Choice” published in August 2005. The Area Panels were established to report to the Board and would be consulted on Improvement Works as well as acting as a listening forum so Northwards could take account of local needs.
11. The Area Panels are made up of seven tenants, two owner occupiers, one leaseholder (who has bought their Council flat but still pays a service charge to the Council), and one Councillor from each Ward in the area.

Case for Review

12. Since the creation of the Governance structure, the arrangements have generally worked well.
13. 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.
14. There have been some issues at Area Panels with numbers in attendance and servicing by Officers, but on the whole the Area Panels have also been effective in raising local issues and reality checking policies and procedures.
15. What has not been as successful are discussions with the Board, Sub-Committees and Area Panels 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.
16. 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.
17. 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.

18. There have been issues recently on the constitution of the Area Panels and questions about voting and attendance of observers. It is hoped that these arrangements are also clarified through the review.
19. 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.”
20. 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

21. The Board is constituted by the provisions of the Memorandum and Articles of the Company and no changes are proposed to this framework.
22. 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.
23. 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.
24. 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.
25. 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.
26. 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.
27. 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

28. In February 2006, the Board established four Sub-Committees to assist with the decision making of the Board.
29. The four are Human Resources & Equality, Performance & Quality Services, Procurement & Property and Resource & Governance.
30. 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

31. 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.
32. 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.
33. 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.
34. 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.
35. 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.
36. No alterations are proposed for the Procurement & Property Sub-Committee.
37. It is proposed that the Sub-Committees **continue to meet monthly** throughout 2007 and that this meeting cycle be reviewed in twelve months time.
38. The proposed revised Standing Orders in relation to Sub-Committees are shown in [Section 14](#) below.

Delegations to Sub-Committees

39. To date, the Sub-Committees have acted as review bodies for policies, procedures and proposals and have then made recommendations to the Board.
40. 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.**
41. 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.
42. 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.

43. 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.

Area Panels

44. At the present time, there is both a Constitution and a set of Terms of Reference for the Area Panels. There is some confusion with this and some conflict in some small aspects as well as particular conflict with other documents (eg Resident Involvement Agreement).
45. To assist clarity it is proposed that the Involvement Pledge, Objectives (partly covered already) and Responsibilities from the Terms of Reference be incorporated in a revised Constitution (Appendix 6).
46. It is clear from the review that the objectives behind having the Area Panels and using them as part of the decision-making and accountability processes of the organisation are sound and therefore few changes seem appropriate at this time. The objectives from the previous Terms of Reference have been integrated into those of the Constitution.
47. A review has been carried out of the voting procedures at Area Panels, but these seem to be appropriate and accord with those of the Board and Sub-Committees.
48. It also seems appropriate to apply the same openness to Area Panels as applies to the Board and Sub-Committee meetings of the organisation. As a result it is recommended that the requirement for an additional General Meeting each year is dispensed with and that all meetings are made open to the public. This is also consistent with what is set out in the Resident Involvement Agreement 2006-2009, which was approved by the Board in May 2006.
49. The rules which should apply to observers to Area Panels should be the same as those which apply to the Board and Sub-Committees. That is, individuals wishing to attend are required to contact the organisation in advance; and are entitled to speak only if a request has been agreed by the Chair.

Conclusion

50. This has been a thorough and full review, although the recommendations are not particularly fundamental.
51. 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.
52. 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

53. 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
 - vii. The Board sends the revised Standing Orders and Terms of Reference to Sub-Committees for consultation before formally making the changes set out in ii) to vi) above
 - viii. The Board approves the integration of the Area Panel Constitution and Terms of Reference into a proposed revised Constitution together with changes to apply common Governance patterns across the Organisation
 - ix. The Board sends the new Area Panel Constitution to the Area Panels for consultation prior to receiving back comments and making a final decision at the meeting in December
54. It is recommended that, subject to Area Panel and Sub-Committee consultation, all changes are effective from 1 January 2007.

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, followed by the original proposal
- d. No member shall exercise more than one vote.
- e. 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, followed by the original proposal
- d. No member shall exercise more than one vote.
- e. 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, followed by the original proposal
- d. No member shall exercise more than one vote.
- e. 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, followed by the original proposal
- d. No member shall exercise more than one vote.
- e. 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.

Appendix 6

Alterations to the Standing Orders on the Area Panels' Constitution are noted in italics or are marked for deletion.

NORTHWARDS HOUSING

AREA PANEL (Name)

CONSTITUTION

1. Name

1.1 The group's formal title is the: **NORTHWARDS HOUSING AREA PANEL (Name)**.

2. Area

2.1 The area with which the Area Panel is concerned is defined by the Wards of (insert wards). See map in Appendix 1.

3. Neighbourhoods

3.1 Northwards Housing aims to achieve the widest possible representation of tenants and residents in the areas through membership on the Area Panel.

3.2 The area (as defined above) is made up of (two/three) Wards referred to in these documents as "The Area".

4. Objects and Powers

4.1 The Area Panel is established to represent tenants and residents of the Area in dealings with Northwards Housing (the Organisation) with regard to matters of common interest and concern of the area (as defined above) ~~without distinction, (as outlined in 12.14), by associating with local statutory authorities, voluntary organisations and inhabitants,~~ in a common effort to improve life for local people.

4.2 This constitution should be read in conjunction with the ~~Terms of Reference and the~~ Schedule of Information and Consultation for this Area Panel.

4.3 The Organisation shall treat the Area Panel as ~~its prime~~ *the main* consultative body when making decisions about its business in the Panel's Area. The Area Panel shall ensure that tenants and residents of the Council's homes and estates in the Area are properly consulted and that the outcomes of these consultations are properly taken into account in the Organisation's decision-making.

5. Membership of the Area Panel

5.1 Membership will be open to all tenants and residents living on Council housing estates in the Area.

5.2 There shall be (12/13) places on the Area Panel (Name) (not including co-optees) of which:

- 7 shall be secure (not introductory) tenants

- 2 shall be owner occupiers
- 1 shall be a leaseholder
- 1 shall be a Councillor from each Ward within the area

This Area Panel celebrates and respects the diversity of lifestyles and cultures of all people living in the area and values the contribution each individual can make to the success of its work. In order to become more representative of the communities it serves, the Area Panel will actively work towards encouraging representation from the Black and Minority Ethnic (BME) community and other difficult to engage groups in the Area Panel membership (or the co-opted membership).

- 5.3 Up to three additional persons can be co-opted to the Area Panel from other organisations with an interest in the local area such as representatives of local voluntary and statutory organisations who can provide additional expertise or representation. The Area Panel must give final approval. Co-opted members shall not have voting rights.

6. Appointment of Tenants to the Area Panel

- 6.1 For the avoidance of doubt the definition of a tenant shall at all times ~~be~~ *are* as set out in the ~~Memorandum and~~ Articles of Association of the Organisation.
- 6.2 For the formation of the first Area Panel, members shall be appointed for a period of up to three years by members of the existing Area Consultation Group. Members will be voted on to the Area Panel (after being nominated and seconded) by a simple majority show of hands. If more members are nominated than vacancies a secret ballot will be held. For the first appointments, lots shall be drawn to determine which tenant Area Panel members stand for 1, 2 or 3 years. Subject to sections 15 and 16, at least twelve months must elapse before any tenant member is required to stand down.
- 6.3 A third (or the nearest number to a third) of all of the tenant members shall stand down each year ~~as shall be decided at the Annual General Meeting (AGM) by rotation~~. The AGM shall be the annual occasion of replacing (or reinstating for a further term) those members standing down. The Annual General Meeting will be a publicised meeting open to all tenants and residents of the area. Below is the process for replacing/reinstating members at an AGM.
- 6.4 The presiding officer will:
- ask for those members required to stand down
 - ask for nominations
 - members are voted to the Area Panel (after being nominated and seconded) by a simple majority show of hands.
 - If more members are nominated than vacancies a secret ballot will be held.
- 6.5 The Area Panel will seek to appoint, where appropriate, a level of representation which reflects the broad geographical profile of the Wards within the Area, and which reflects the demographic make-up of the area, e.g. in terms of age and ethnic groups, responsibilities as carers etc. Area Panel members will be required to operate on a non-constituency basis (i.e. will make decisions on behalf of the whole Area rather than a specific Ward within the Area or a specific demographic group).

6.6 In the event that the Area Panel is unable to appoint tenant members as detailed in 6.5 above then the Area Panel will use their best endeavours to recruit alternative tenant members from within the Area.

7. Appointment of Non-Tenants to the Area Panel

7.1 For the formation of the first Area Panel, resident members of the Area who are not tenants (owner occupiers or leaseholders) shall be appointed for a period of up to three years by members of the existing Area Consultation Group. Members will be voted on to the Area Panel (after being nominated and seconded) by a simple majority show of hands. If more members are nominated than vacancies a secret ballot will be held. For the first appointments, lots shall be drawn to determine which resident Area Panel members stand for 1, 2 or 3 years. Subject to sections 15 and 16, at least twelve months must elapse before any resident member is required to stand down.

7.2 One of the resident members shall stand down each year ~~as shall be decided at the Annual General Meeting (AGM)~~ *by rotation*. The AGM shall be the annual occasion of replacing (or reinstating for a further term) those members standing down. Below is the process for replacing/reinstating members at an AGM.

7.3 The presiding officer will:

- ask for those members required to stand down
- ask for nominations
- members are voted to the Area Panel (after being nominated and seconded) by a simple majority show of hands.
- If more members are nominated than vacancies a secret ballot will be held.

8. Casual Vacancies for Tenants and Residents

8.1 If casual vacancies arise in the places held for tenants and/or residents, the Area Panel may in its discretion appoint a replacement to serve until the next formal opportunity for appointments at the Annual General Meeting (AGM).

9. Election of Area Panel Officers

9.1 The Officers of the Area Panel are the Chair and Vice Chair. Only tenants will be eligible to stand for election as Chair.

9.2 Officers are to be elected by a majority poll of Area Panel members at the first meeting following the AGM (or at the first meeting after the selection of the first Area Panel).

9.3 At the first Area Panel meeting following the AGM, the role of Chair will be elected by the Area Panel as follows:

- ask for nominations for the role of Chair
- ask for any nominations to be seconded
- if there are no other nominations, asks for a show of hands as a vote for the nominee to be elected into position
- if more than one nomination, ~~asks for a show of hands for each of the nominee and if the vote is not obvious then individual votes will need to be counted~~ *then a secret ballot shall be held*

- the presiding officer will state which nominee has been voted into post of Chair

This procedure will also be adopted for the election of the Vice Chair.

- 9.4 Officers of the Area Panel should serve one year and may offer themselves for re-election each year.
- 9.5 In the event of an Officer resigning before their term of office is complete, the Area Panel shall elect a replacement to serve until the next AGM, when a new Officer will be appointed as per paragraph 9.3.
- 9.6 Any motion to remove an Officer must be clearly advertised in the Notice calling the meeting, and in the Agenda for the meeting.
- 9.7 In the event of an Officer being removed before their term of office is complete, the Area Panel shall elect a replacement to serve until the next AGM when a new Officer will be appointed as per paragraph 9.3.

10. Voting Rights

- 10.1 Voting ~~at the AGM~~ shall be a simple majority on a show of hands or ballot (as the meeting may decide). Only tenants and residents who live in the Area and are eligible for full membership of the Area Panel are entitled to vote at the AGM. Observers and co-opted members shall not have any voting rights.
- 10.2 In the case of equality of votes, the Chair shall have the casting vote.

11. Objectives

- 11.3 The role of the Area Panel shall be:
- i) To make recommendations on matters as directed and as and when required by the Board.
 - ii) *To represent tenants' and residents' interests on all matters relating to housing services, policies and practices, either within the Area as a whole or any part of it. To consider and respond on matters affecting housing conditions and amenities and to comment on new policy initiatives that affect tenants and residents.*
 - iii) *To suggest and promote ideas for improving service delivery.*
 - iv) *To comment to the Organisation on its expenditure priorities in respect of the management and maintenance of its housing stock within the Area.*
 - v) *To receive and consider performance monitoring reports relating to the Organisation's housing services within the Area and other initiatives carried out in partnership with other agencies, contractors and recognised groups.*
 - vi) *To support Tenant and Resident Groups, and to promote participation and mutual support in such groups.*
 - vii) *To work with Northwards Housing to develop new and innovative methods of involving tenants and residents in the area*

- viii) *To receive reports from the Organisation and to make recommendations to the Board or Sub-Committees of the Organisation, as may be appropriate.*
- ix) *To work with Northwards Housing to develop an a Comprehensive Equality Policy which will clearly demonstrate its commitment to engaging all sections of the community in its activities and work towards ensuring that its membership reflects the demographic makeup of the area it represents.*
- ~~x) To request, consider and comment on, reports on housing and related matters within the Area, to be prepared by officers of the Organisation and/or other persons as appropriate, as set out in the Area Panel's Terms of Reference and Schedule of Information and Consultation items.~~
- ~~xi) To receive reports on performance and quality of delivery of services to the area, whether by officers or by contractors~~
- xii) To share information and experience between tenants and residents in the Area, and to foster mutual support between tenants, and between tenants and residents.
- xiii) To work towards the improvement of the quality of life in the Area, including working in partnership with tenants/residents associations, other agencies and recognised groups.
- xiv) To receive and comment on information from the Organisation relating to budgets, performance and policy.
- xv) *To hold Annual General Meetings (AGM)*
 - To receive and comment on Annual Reports and Plans.
 - To elect the Area Panel Members

11.2 The Organisation and the Area Panel agree to ensure consultation between them on:

- Spending priorities for the Area
- Developing any local lettings arrangements for the Area
- Developing approaches to anti-social behaviour in the Area
- Prioritising, specifying and timetabling works and contract arrangements for the Area
- Changes to the specification and work programme once agreed
- Area specific issues such as neighbourhood management
- The performance of contractors employed on major works contracts
- Tenant satisfaction surveys and quality reviews
- Equality and diversity policy and practices

11.3 After a period when the Area Panels have been up and running, the Board (having reviewed the situation) may recommend delegating functions to the Area Panels and making them into decision-making Area Boards to devolve powers locally. If this were to occur, then the Constitution of the Area Panels would need to be amended to reflect this.

12. Meetings and Conduct of Business

12.1 Frequency of Meetings

Area Panel Meetings

Area Panel meetings shall be held at least once a quarter and otherwise as necessary to undertake the role set out in the ~~Terms of Reference~~ *Constitution*, at a place that the Area Panel shall determine.

General Meetings

~~The Panel shall hold at least one general meeting per year, in addition to the Annual General Meeting. General Meetings shall be open to attendance by all tenants and residents living on Council housing estates in the Area.~~

Annual General Meetings

The AGM of the Area Panel shall be held in each year at such a time (not being more than 15 months after the preceding AGM) and a place within the immediate locality as the Area Panel shall determine.

12.2 Code of Conduct

Area Panel members will have to sign up to the Code of Conduct adopted by the ~~Main~~ Board.

12.3 Servicing

The Area Panel shall be supported by the Organisation in servicing meetings, including arrangements and agendas for, and minutes from meetings.

The Organisation shall distribute papers for meetings to Area Panel members at least seven days in advance, including agendas, minutes, and reports.

Regular written reports will include updates on lettings, rent collection and arrears, anti-social behaviour, work programmes and day-to-day maintenance.

The Organisation will provide meeting facilities for the Area Panel along with reasonable financial support to allow the Area Panel to operate as an effective representative group for tenants, owner-occupiers and leaseholders within its Area.

The Organisation will ensure appropriate Officer attendance at meetings.

12.4 Chairing

The Area Panel shall have a Chair to be appointed by the members of the Area Panel in an election once a year, such Chair being removable by a majority decision of those other members of the Area Panel (not including co-opted members) present at a quorate meeting of the Area Panel.

Any motion to remove the Chair must have been clearly advertised in the Notice calling the meeting, and in the Agenda for the meeting.

The Chair shall have no vote other than a casting vote.

12.5 Quorum

The quorum for a meeting of the Area Panel shall be at least 50% of the Area Panel membership as at the date of the meeting, including at least three of the tenant members.

12.6 Decision Making

Decisions shall be reached wherever possible by consensus, but where a minority view is held by one or more members of the Area Panel this shall be formally recorded in the minutes of the relevant meeting. *Voting shall be a simple majority on a show of hands or ballot (as the meeting may decide).*

12.7 Communication

All formal communication to the Organisation/~~Main Board~~ shall be routed through the Chair to the Organisation's delegated Officer responsible for servicing that Area Panel. The Area Panel may in its discretion decide on appropriate spokespersons from time to time.

Individual members of an Area Panel can only speak on behalf of the Panel if authorised to do so.

Any Area Panel member who talks with other agencies on behalf of the Area Panel must confirm this conversation in writing and request written replies to their enquiries, copies of such correspondence to be circulated with the next available agenda.

All media communications to be directed through the Chair or Vice Chair in liaison with the Organisation's designated Officer.

12.8 Openness

Attendance at Area Panel Meetings by other individuals or organisations shall be *by request prior to the meeting.* ~~at the invitation of the Area Panel only.~~

~~General Meetings shall be open for tenants and residents living in the Area to attend as observers under such reasonable provisions as may be made from time to time by the Area Panel.~~

Officers and Board members of the Organisation will be entitled to attend Area Panel, ~~General~~ and Annual General Meetings of the Area Panel, but not to vote.

12.9 Observers

Observers shall not be entitled to speak at an Area Panel Meeting *unless a request has been agreed by the Chair* and if invited to do so by the Chair. Observers may not vote on any issue.

In the event that anything of a confidential nature has to be discussed in the course of a particular meeting, then any observers present may be required to leave the meeting during the confidential discussion at the direction of the Chair.

12.10 Agenda Items

The agenda for Area Panel meetings will be drawn up by the Chair of the Area Panel, in consultation with the Organisation's delegated Officer. The Organisation may request particular agenda items to be included. All Area Panel members shall be entitled to place items on the agenda, provided they have given 21 days notice to the Organisation's delegated Officer before the date of the meeting.

The Area Panel may also recommend that a particular item, ~~which is within the Terms of Reference of the Area Panel~~, can be put on a relevant Sub-Committee or Board meeting agenda by writing to the Chief Executive of the Organisation at least 28 days prior to the meeting in question, or by referring the matter specifically within the minutes of the Area Panel.

~~Agenda papers for forthcoming Area Panel meetings will be sent for information to the Chair and Vice Chair of the Board, and to Officers of the Organisation, as part of the normal circulation of these papers.~~

12.11 Minutes

All Area Panel minutes shall be placed on the agenda of the next Board, *and Sub-Committee meetings where appropriate, of Northwards Housing for ratification* noting and (where relevant) action. *Where a recommendation is being made, the minutes will state which Sub-Committee(s) is/are being asked to consider the matter; or if the matter is to be referred directly to the Board.* Minutes of Northwards Housing Board *and Sub-Committees* shall be included on the agenda of each Area Panel meeting for information and (where relevant) action.

Minutes of each meeting, with the exception of any minutes held by the Chair to contain confidential information, shall be documents of public record and shall be made available for inspection by members of the public on request. The Area Panel's minutes, agendas and reports will also be circulated to the other Area Panels for information.

12.12 Declaration of Interest

In accordance with the Code of Conduct, in the event of the Area Panel discussing a matter which specifically affects an Area Panel member or an organisation with which he or she is involved, or has direct financial implications for the Panel member or an organisation with which he or she is involved, that Area Panel member must declare an interest and at the direction of the Chair may be required to withdraw from that part of the meeting.

12.13 Publicity

Area Panel and AGM meetings shall be publicised in an appropriate manner and not less than seven calendar day's notice shall be given.

12.14 Equality

The Area Panel will actively promote equal opportunities for all tenants and residents in the area irrespective of age, gender, racial/ethnic origin, sexuality, disability, class, appearance, HIV/AIDS status, and responsibility for dependants, employment status, political or religious beliefs or any other matter which may cause people to be treated with injustice. To achieve this, Northwards Housing in consultation with the Area Panels will develop ~~an equality and diversity compact~~ a *Comprehensive Equality Policy* which will demonstrate its commitment to actively listen and respond to the needs of individuals and communities within its area and create an open and transparent atmosphere which will encourage all sections of the community to become members of, and/or work in partnership with, the Area Panel.

13. **Training**

- 13.1 The importance of training is recognised and accepted for the overall development of the group. Such training would include any which is relevant to the remit of the Panel, including training to improve the skills and understanding of the Panel and issues relevant to the improvement of the quality of life in the area.
- 13.2 Training needs and how they can best be met will be the subject of discussion at Area Panel meetings.
- 13.3 The Area Panel will agree with the Organisation on a budget and a programme of training, where Area Panel members may attend conferences, seminars, training days and workshops as may be agreed by the Area Panel (subject to funds being available).

14. Changes to the Constitution

- 14.1 The Constitution, ~~Terms of Reference and Schedule of Information & Consultation Items~~ can only be changed by the Organisation's Board, after consultation with the Area Panels.

15. Harmful Actions

- 15.1 If at any time the Board of the Organisation believes that the operations of the Area Panel are being harmed by the activities of one or more members of the Area Panel, then the Board may, having given the member concerned due notice and an opportunity to state his/her/their case to a panel of the Organisation Board members convened for this purpose, remove such members from the Area Panel. Such removal shall have immediate effect following the passing of the relevant resolution by said panel of the Organisation's Board members.

16. Cessation of Membership

- 16.1 A member of the Area Panel shall cease to be a member:
- under the provisions of 15 above
 - if a tenant, owner-occupier or leaseholder member moves out of the area covered by the Panel, or moves out of the housing owned by the Council and managed by the Organisation in the Panel area, they shall cease to be a Panel member with immediate effect
 - if a tenant buys their Council home they shall stand down at the next AGM. They will be eligible to stand for election to an owner-occupier or leaseholder place (as applicable) on the Panel.
 - if a member fails to attend for three consecutive meetings, the Panel shall be entitled to end their membership of the Panel and fill the vacancy.

17. Responsibilities of the Area Panel

- 17.1 The Area Panel ~~hereby agrees the following~~ *will*:
- a) ~~To~~ *Ensure* to the best of its ability that the Area Panel adequately represents all those receiving a management service from the Organisation. *This includes endeavouring to ensure a balanced representation across the geographical area served.*

- b) ~~To~~ Hold regular meetings to listen to the views of tenants and tenants associations. Together with the Organisation officers, they must report back to these groups on the work of the Organisation.
- c) ~~To~~ Hold Area Panel meetings at least four times per year.
- d) ~~To~~ Encourage tenants to take a more active role in supporting the Organisation staff in their work.
- e) ~~To~~ Monitor the management services provided by the Organisation, and to liaise regularly with officers on this.
- f) ~~To~~ Adopt in full and abide by the Organisation's policy on Equal Opportunities.
- g) ~~To~~ Abide by the membership rules for the Area Panel, as set out in the Constitution.
- h) ~~To~~ Operate within any budget provided by the Organisation for the work of the Area Panel and provide annual accounts accordingly.
- i) ~~To~~ Adopt in full and abide by the Organisation's *Resident Involvement Agreement* ~~Tenant and resident Compact (this will be developed in consultation with the Area Panel in due course)~~.

18. Responsibilities of the Organisation

18.1 The Organisation ~~hereby agrees the following will:~~

- a) ~~To~~ Provide the Area Panel with all reasonable support to ensure that the Panel performs effectively.
- b) ~~To~~ Make available regular information and to discuss with the Area Panel issues regarding management and maintenance services provided by the Organisation overall and at an Area level, in accordance with the Schedule of Information & Consultation.
- c) ~~To~~ Keep Area Panels, Tenants and Residents Associations and tenants informed of any proposed changes in policy or procedure that affect the running of the Organisation.
- d) ~~To~~ Liaise closely with the Area Panel to ensure that service reviews and policies under consideration by the Organisation are developed in consultation.
- e) ~~To~~ Produce newsletters (jointly with local people) to inform tenants and residents of the work of the Organisation and the Area Panels using formats to ensure information is accessible to all (for example, large print, Braille, audio, DVD/video, translations etc).