



Report to:

Northwards Housing Limited
12th May 2009

Item No:

9d

Title:	Standing Orders		
Date:	28 th April 2009		
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Confidential:	No		
For: (Please tick action required)	NOTING	DISCUSSION	APPROVAL ✓

PURPOSE OF REPORT

To present to the Board a full review of the Standing Orders incorporating all the Governance changes.

RECOMMENDATION

That the Board approve the Standing Orders.

IMPLICATIONS

Equality & Diversity:	None directly
Financial:	Procurement and appropriate procedures over it are a central feature of financial control
Staffing:	None directly
Decency Target:	None directly
Governance:	The Standing Orders set out the principal governance arrangements of the Company
Risk Assessment:	Not a primary risk area

Equality Impact Assessment

Function being assessed	Not applicable
Section	
Date of assessment	
Person Responsible for assessment	
Is this a new or existing policy?	
If there are significant implications in terms of equality please append a summary report.	

Consultation/Consideration:

	Yes, No or N/A:	Name:	Date:
Sub-Committees:	No		
Area Panel:	No		

Task Groups:	N/A		
Ward Councillors:	N/A		



Northwards Housing
North Manchester's Council Homes

STANDING ORDERS

2009

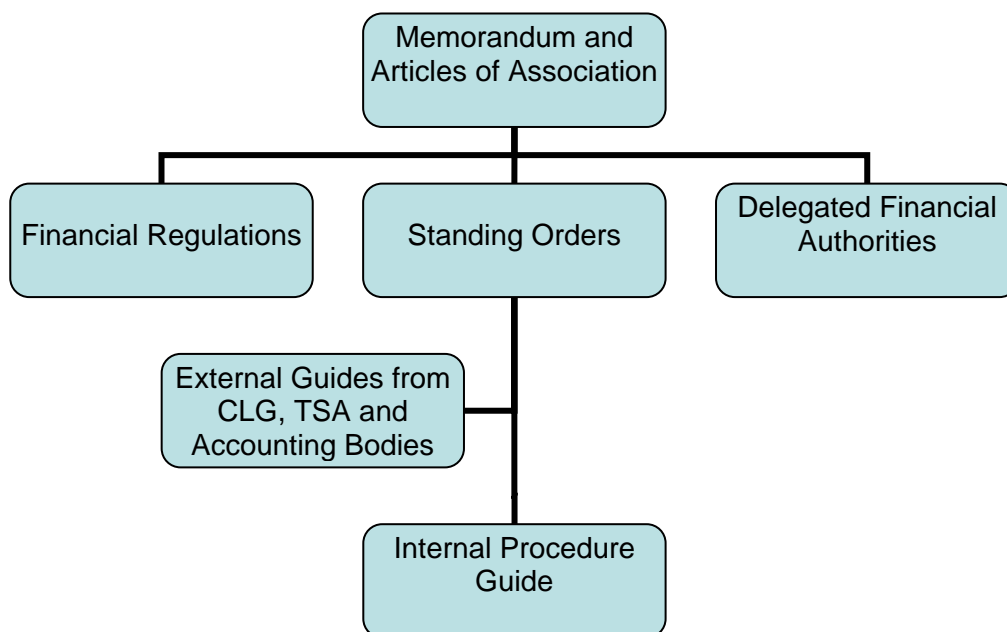
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1. Introduction

- 1.1. The Memorandum and Articles of the Company, the Terms of Reference of the Board and its Committees, and the Standing Orders outline how the Company will be controlled and run. The Rules for Contracts and the Financial Regulations incorporate the financial policies of the Company, and cover the arrangements for supervision and control of the finances, assets, and other resources of the Company.
- 1.2. Within this document, references to “the Council” refer to Manchester City Council, where the activity in question relates to the Housing Stock owned by that organisation.
- 1.3. **The Board is responsible for approving and amending the Standing Orders and Financial Regulations.**
- 1.4. In addition to the Rules for Contract and Code of Financial Regulations, detailed financial procedures will be contained in a range of procedure guides, including those prepared within the Company and those produced by external agencies with which the Company must comply.

The inter-relationship of documents is as follows:



Nothing in the Standing Orders and Financial Regulations shall override instructions or conditions imposed by Communities and Local Government, the Tenant Services Authority, the Accounting Standards Board, or through Statute.

Nothing in the procedure guides will override the principles embodied in these Standing Orders and Financial Regulations.

2 Board Meetings

- 2.1 The Board shall meet at least four times in every calendar year at such times and places as they deem fit. Seven clear days notice of the date and place of such meetings shall be given in writing to every Member of the Board by the Company Secretary.
- 2.2 An Annual General Meeting and an Extraordinary General Meeting calling for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days notice. All other extraordinary general meetings shall be called by at least 14 clear days notice.
- 2.3 Special meetings of the Board can be called by the Company Secretary – Director of Business Services, and shall be called if required by notice in writing given to him by the Chair of the Board or by two Board Members.
- 2.4 The notice shall specify the time and place of the meeting and, in case of an Annual General Meeting, shall specify the meeting as such.
- 2.5 The notice shall be given to all the Members and to the Directors and the External Auditors, Grant Thornton UK LLP.
- 2.6 The order of business at ordinary Board meetings is:-
 - a) at the first meeting after the Annual General Meeting, to elect a Chair and Vice-Chair;
 - b) in the absence of the Chair and Vice-Chair, to select one of their number to chair the meeting;
 - c) to receive declarations of interest and note confidential and equality & diversity matters
 - d) to approve the Minutes of the last meeting;
 - e) to consider matters arising from those Minutes which are not on the Agenda for the meeting;
 - f) to receive and examine reports and recommendations from the Area Panels.
 - g) to receive and examine reports and recommendations of the Sub-Committees;
 - h) to consider any other business shown on the Agenda and included in the notice of the meeting;
 - i) to deal with any urgent business either allowed by the Chair or approved by vote of a majority of Members present.

2.7 Special Board Meetings may only deal with the business indicated in the Notice of Meeting.

3 Chair

3.1 The Chair and Vice-Chair of the Board shall also be the Chair and Vice-Chair respectively of the Company.

3.2 Where, owing to resignation, dismissal or failure to be re-appointed to the Board, there is no Chair or Vice-Chair, a Meeting may appoint a Board Member to serve as a Chair until the next meeting. On this next occasion, a Chair is to be appointed to serve until the next Annual General Meeting.

3.3 The responsibilities of the Chair of the Board are as follows:

- To ensure the efficient and effective conduct of the Board's business and the Company's general meetings;
- To ensure that all Board Members are given the opportunity to express their views before any important decision is taken;
- To establish a constructive working relationship with and provide support for the Chief Executive;
- To ensure that the Board delegates sufficient authority to its Sub-Committees, the Chair, the Chief Executive and others to enable the business of the organisation to be carried on effectively between meetings of the Board and to ensure that the Board monitors the use of these delegated powers;
- To ensure that the Board receives professional advice when it is needed either from its Executive Management Team or from external sources;
- To represent the Company on occasion;

and, working in consultation with other Board Members, to:

- Take decisions delegated to the Chair with the advice of the Chief Executive;
- To ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive and to determine the remuneration of the Chief Executive and members of the Executive Management Team;
- To review the composition of the Board and the skills of its individual Members and to ensure that action is taken to remedy any deficiencies, and
- To ensure when necessary that the Chief Executive is replaced in a timely and orderly fashion.

3.4 The responsibilities of the Vice Chair of the Board are as follows:

- To serve on any special working parties or Sub-Committees as decided by the Board;
- To represent the Company on occasion;
- To deputise for the Chair of the Board on occasion. When deputising the Vice Chair may fulfil any of the responsibilities of the Chair as set out above.

3.5 The responsibilities of the Chairs of the Sub-Committees are as follows:

- To ensure the efficient and effective conduct of the Sub-Committee's business;
- To ensure that all Sub-Committee members are given the opportunity to express their views before any important decision is taken;
- To ensure a constructive working relationship with and provide support for the Director(s) responsible for the Sub-Committee's area of business;
- To take to Board reports on the business of the Sub-Committee;
- To represent the Company on occasion.

4 Secretary

4.1 The Company shall have a Secretary who shall be appointed by the Board. The Board may also appoint a deputy, joint or alternate Secretary to act in the role of Secretary when the Secretary is unavailable.

4.2 The responsibilities of the Secretary of the Company are as follows:

- To summon and attend all meetings of the Company and the Board and keep the minutes of those meetings;
- To keep the registers and other books determined by the Board;
- To make any returns on behalf of the Board to Companies House;
- To have charge of the Company Seal;
- To be responsible for ensuring the compliance of the Company with the Memorandum and Articles of Association.

5 Board and Sub-Committee Membership

5.1 Elections to the Board will take place at the time of the Annual General Meeting in accordance with the Articles of Association.

5.2 There is an aim to get an appropriate balance of skills on the Board and therefore information will be sought from prospective Board

Members about the quality, skills, experience and commitment they will bring to their role to assist in the elections. The voting constituencies will also be asked to have regard for Northwards' Equality & Diversity Policy.

- 5.3 The Chief Executive of Northwards Housing and any other persons may be co-opted to the Board but do not have any voting rights.
- 5.4 The Board shall determine the membership of its Sub-Committees, which shall include at least three people who also serve on the Board and other such persons as the Board, thinks fit. Membership of all Sub-Committees that report directly to the Board will in as far as is practically possible reflect the Membership of the Board. Membership of Sub-Committees will be approved by the Board.

6 Non Attendance at Meetings and Quorum

- 6.1 A Member shall cease to be a Member if he or she shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his/her office be vacated; or in any period of 12 months, he/she shall have been absent (without permission of the Board Members) from at least 60% of the meetings of the Board Members held during that period and the Board Members resolve that his/her office be vacated;
- 6.2 Board Members unable to attend a meeting will advise the Governance Support Manager that they are unable to attend. If there are any particular points a non-attending Member wishes to have raised at the meeting, he or she should discuss the matter with the Chair of the Board or Sub-Committee.
- 6.3 The quorum for each type of meeting of the Company is as follows:-

Meeting	Quorum
General Meetings	No business shall be transacted at any general meeting unless a quorum is present. The presence of the duly authorised representative of the Council Member shall be a quorum.
Board Meetings	Six including one Council, one Tenant and one Independent Member
Sub-Committee Meetings	A quorum shall be no less than three Members, two of whom shall be from different groups (Independent/Council/Tenant). 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

Meeting	Quorum for that meeting.
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Chair and Vice Chair of the Board	The Chair or Vice Chair of the Board are de-facto members of all Sub-Committees and will be considered members of a group should they be in attendance.
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- 6.4 In General Meetings, no business shall be transacted at any general meeting unless a quorum is present. The presence of the duly authorised representative of the Council Member shall be a quorum.
- 6.5 In Board meetings, the quorum for the transactions of the business of the Board at the time when the meeting proceeds to business shall be six, comprising no fewer than one Tenant Board Member, one Independent Board Member, and one Council Board Member.
- 6.6 If no quorum of Members is present after thirty minutes of the time appointed for the Meeting, where this is a General Meeting of the Company, it shall be dissolved if it has been convened on a requisition from Members. In all other cases, it has to stand adjourned to the same time and place one week hence. If there is no quorum within thirty minutes of the reconvened meeting, then the Members present shall be deemed a quorum.
- 6.7 Where there is no quorum within thirty minutes of the commencement time of a Board Meeting or a Sub-Committee or during such a meeting the Chair correctly states that there is no quorum, then 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.
- 6.8 If the Members present decide to proceed as an inquorate body, they will not be permitted to make decision 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 for decision.

7 Minutes

- 7.1 The Minutes of any General Meeting of the Company or Board meeting are to be confirmed at each subsequent Meeting by an affirmative resolution of Members present. The Minutes of any Sub-Committee will be presented to a subsequent Board meeting for notification or ratification.
- 7.2 The approved Minutes are to be signed by the Chair of the subsequent Meeting.
- 7.3 The Secretary shall arrange for the keeping and safe custody of Minutes so that their correctness can be easily verified.

8 Admission of the Public

- 8.1 The public may be present at all Meetings except for matters that are private and confidential.
- 8.2 Any items for discussion relating to the appointment, promotion, dismissal, salary, emoluments, and conditions of service or conduct of any employee of the Company must be undertaken in private. Discussions relating to the conduct of Board and Area Panel Members will also be undertaken in private.
- 8.3 Any reports to meetings that concern matters, which are not deemed private or confidential, are to be made available for public inspection.

9 Conduct of Meetings

- 9.1 The Chair shall agree the agenda for all of the meetings of the Board. Papers to the Board will be items requiring a decision, with information only papers clearly marked as such.
- 9.2 Agendas will be constructed so as to allow items of strategic relevance to be considered at the beginning of the meeting. Agendas of Board meetings should identify confidential and non-confidential items.
- 9.3 Board Members can propose items for consideration by giving written notice to the Chair at least 14 days before a meeting of the Board.
- 9.4 Papers will be distributed to Board Members' homes or place of work at least 7 days prior to the meeting except in exceptional circumstances. The meeting will adhere to the agenda except where variation is approved by a majority of those Members present.
- 9.5 All meetings shall be conducted in accordance with the Memorandum and Articles and Standing Orders. Meetings are to be conducted in a generally relaxed, but business-like and efficient manner with all present being actively involved and having the opportunity to contribute to the meeting and business of the Board.
- 9.6 Any Member may make a proposal. In order for it to be voted on it must be seconded by another member. Before voting any Member may make a proposal for an amendment which must be seconded. 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. If the vote on the amendment is lost then the discussion and subsequent vote will be back on the original proposal.
- 9.7 Resolutions of a meeting shall be decided by a majority of votes. The members are entitled to one vote each, the Chair having the casting vote in the case of an equality of votes.

- 9.8 Board Members are requested to mix seating arrangements to avoid grouping. Officers/consultants will normally sit at the meeting table unless there is insufficient room for Board Members.
- 9.9 Introductory remarks to papers by officers/consultants will be brief as it is assumed that all Members will have read the papers before the meeting. Officers/consultants are under a responsibility to draw to the Board's attention material matters or factual errors. The role of officers/consultants is to support Board Members and assist in the decision making process by presenting papers, providing information and advice, and responding to queries.
- 9.10 The Chair's ruling on who may or may not speak and in what order and other "points of order" is final. Board Members are expected to respect the views of others and their right to speak. The Chair (following a warning) can request that a Board Member be silent if she/he is using provocative, abusive language, or persists in straying from the agenda.
- 9.11 Board Members should avoid raising issues concerning named individuals.
- 9.12 Presentations and papers should be jargon free and of reasonable length. The Chair will, at the end of each item on the agenda, identify the decision that has been reached.
- 9.13 All business will be conducted through the Chair. Only one Member at a time will address the meeting.
- 9.14 The Chair may adjourn any meeting of the Board.
- 9.15 In relation to the conduct of the meeting, the ruling of the Chair shall be final.

10 Urgent Decisions

- 10.1 Where it is necessary to take urgent decisions outside their delegated authority and it is not possible to convene a meeting of the Board or relevant Sub-Committee, a decision may be taken by those of the following list who are available:
- two Board members including the Chair of the Board or in his/her absence the Vice-Chair
 - two Sub-Committee members including the Chair of the Sub-Committee or in their absence the Chair of the Board
- 10.2 **Any such action shall be reported to the next Board Meeting.**
- 10.3 The criterion for "exceptional action of an urgent nature required between meetings" is that decision may be taken outside a meeting if

waiting until the next scheduled meeting would be detrimental to the business. Examples of exceptional circumstances would be events that have emerged quickly; where information has only recently been completed or come to hand; where timescales or deadlines have been unexpectedly brought forward.

- 10.4 The authority described in this section does not extend to policy decisions, which, even if urgent, should be the subject of a specially convened meeting of the relevant Board or Sub-Committee.

11 Members' Interests

- 11.1 Any Board Member who is personally interested in any way whatsoever in a contract or other transaction, which is to be discussed by the Board or Committee, shall immediately disclose such an interest. That Board Member will not be allowed to vote on the issue or remain during its discussion unless requested so to do by the other Board Members present. This applies in like manner to a Board Member who has a close relative so interested. All such declarations shall be recorded in the Minutes of the meeting.
- 11.2 The Chair will provide a ruling on Officer advice as to whether a conflict of interest exists with regard to any business of the Board, subject to consultation with officers, and request the Board Member to retire for that item.
- 11.3 No Board Member, by virtue of office or employment, may accept any fee or reward for work undertaken on behalf of Northwards Housing Limited.
- 11.4 The rules which apply by statute to Registered Social Landlords, defined in Part 1, Schedule 1 of the Housing Act 1996, in regard to employment of Board Members and their families, and companies in which those persons have an interest shall apply, by virtue of these Standing Orders, to Northwards Housing Limited. Therefore the Chief Executive will be required to establish whether, following a declaration of interest by a Board Member, the Company can lawfully conduct the business intended to be discussed at the meeting.
- 11.5 The Company Secretary will maintain a Register of Board Members interests and Board Members will declare in the Register any such interests that may relate to any contract or other transaction that could be discussed by the Board or Committees. The Register will be reviewed annually and be open to inspection by the Board.
- 11.6 A separate Code of Conduct for Board Members sets out more detail with regard to Members' interests.

12 Employees' Interests

- 12.1 The Company Secretary – Director of Business Services is to keep a record of all declarations of pecuniary interests of employees and this record is to be available at all reasonable times for inspection by any Member of the Company. An interest in a contract or the like by an employee shall be so declared to the Board before the acceptance of any tender or quotation.
- 12.2 Any candidate for a position in the employment of the Company who canvasses Board Members directly or indirectly will be disqualified.
- 12.3 No Board Member of the Company may recommend anyone for appointment or promotion. However, if requested, a written reference can be given.
- 12.4 Details of the relationship of any candidate for appointment with any Board Member or senior officer of the Company shall be required to be indicated on their application. Any candidate who fails to make such a disclosure will be disqualified and, if appointed, will be dismissed.
- 12.5 Every Board Member and officer at second or third tier of the Company is required to disclose to the Chief Executive their relationship with any candidate for appointment. Such information shall be communicated to the Selection Panel before appointment.
- 12.6 Where a relationship to a Board Member of the Company is so disclosed, then Standing Order 12.1 shall apply.

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 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 and Delivery Plan, budgets and accounts;
- 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 action 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 registered social landlords;
- compliance with legal duties and responsibilities in relation to Health and Safety and Employment;
- reviewing and implementing Governance arrangements including support and appraisals;
- 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:

- Asset Management;
- Customers & Communities;
- Resources;
- 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 Asset Management 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:

- Responsive and planned maintenance policies and priorities
- Tendering of contracts including OJEU compliance
- Selection of contractors
- Setting the improvement programme (Decent Homes)
- Monitoring contracts and procurement procedures
- Void property management
- CDM, Asbestos and property related policies and practices
- Value for Money Reviews of Asset Management and Property Services
- Regeneration
- Asset Management
- Major projects and developments
- Energy efficiency and fuel poverty
- Local Social and Economic Advantage
- Performance Monitoring (Decent Homes Work; Voids; Repairs; Energy Efficiency)
- Equality and Diversity policies in relation to the Sub-Committee's remit

The Sub-Committee will contribute to the Business Plan in relation to the Property Services section.

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 a duty to identify and address potential inequalities in the way Northwards Housing employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

14.2 Customers & Communities 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:

- 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
- Financial Inclusion
- Complaints and praise monitoring

Performance Monitoring (Customer Satisfaction; Rehousing; Neighbour Nuisance; Anti-Social Behaviour)
Equality and Diversity policies in relation to the Sub-Committee's remit

The Sub-Committee will contribute to the Business Plan in relation to the Neighbourhood Services section.

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 a duty to identify and address potential inequalities in the way Northwards Housing employs staff and delivers services; and to play a key role in promoting best practice in Equality & Diversity.

14.3 Resources 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:

Financial policies and strategies (including Financial Regulations)
Financial procedures
Annual budgets and budget monitoring
IT policy and strategy
External Audit
Value for Money
Procurement policies and framework including OJEU compliance monitoring
Performance Monitoring (Rents; Finance, Organisational Health, Health & Safety)
Human Resources policies
Organisational structure
Remuneration
Changes to Terms and Conditions
Learning and Development
Appeals (e.g. on staffing matters)
Equality and Diversity policies in relation to the Sub-Committee's remit
Health and Safety
Staff Appraisal Methodology

The Sub-Committee will contribute to the Business Plan in relation to the Business Services section.

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 a duty to identify and address potential inequalities in the way Northwards Housing employs staff and delivers

services; and to play a key role in promoting best practice in Equality & Diversity.

14.4 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:

Insurance arrangements
Risk Management policies
Internal Audit plan and Audit reports

The Sub-Committee will contribute to the Business Plan in relation to Audit issues..

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 a duty to identify and address potential inequalities in the way Northwards Housing 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.
- 14.6 Board Members and members of the public can be co-opted onto a Sub-Committee as and when required.
- 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.

15 Standards Panel

- 15.1 As provided by Article 22 (2), the Board has the power, from time to time when required, to form a Standards Panel.
- 15.2 When formed, the Panel shall consist of three Board Members (being the Chair and one Board Member from each of the other categories of Board Member such that the Panel comprises one Council Board Member, one Independent Board Member and one Tenant Board Member).
- 15.3 To carry out specific pieces of work such as a review of Codes of Conduct and Protocols, the Panel will be created at a Board Meeting and will act until discharged by the Board after completion of the task.
- 15.4 If the Panel is required to consider or determine any allegations of misconduct or determine sanctions to be imposed on a finding of misconduct, on most occasions the Board will appoint the members of the Panel at a meeting following discussion of the relevant issues.
- 15.5 If Members of the Board determine that a Panel is required prior to the next Board Meeting they should advise the Chief Executive and Chair (or Vice Chair in the case of involvement of the Chair) and they will determine whether a Panel should be created by way of an urgent decision between Board Meetings.
- 15.6 If a Panel is convened between Board Meetings, the reasons for its creation and membership of the Panel shall be confirmed at the next Board Meeting.

16 Delegations

16.1 Chief Executive

- 16.1.1 The Chief Executive is ultimately responsible for the operational management of the Company's affairs. He/she must assist the Board in determining its strategic objectives and ensure the achievement of such objectives through the effective deployment of the Company's resources and productive relationships with external agencies.
- 16.1.2 Subject to Standing Orders, and in accordance with policies and decisions made by the Board or by Sub-Committees with delegated authority, take the action he/she considers necessary to ensure the efficient and effective management and administration of the Company's activities.
- 16.1.3 To report regularly on the performance of the Company on the full range of it's housing management and maintenance services.

16.1.4 To manage the organisation of the Company and ensure staffing resources are deployed in accordance with conditions of employment to maximise their contribution to the Company's objectives.

16.1.5 To support the Board in ensuring effective Governance arrangements.

16.1.6 Certain specific delegations have been made by the Council to the Board (as set out in Appendix 1) and these are delegated to the Chief Executive and through him/her to the Executive Management Team.

16.2 Director of Business Services

16.2.1 To manage properly the finances of the Company and ensure regular management reports are submitted to the Board and Sub-Committees in respect of budgets and the financial performance of the Company and other related issues.

16.2.2 To maintain the financial records of the Company in accordance with legal requirements and the requirements of external parties (including the Council, Communities and Local Government and the Tenants Services Authority) as published.

16.2.3 To document and maintain procedures as deemed necessary to ensure compliance with Financial Regulations and legal and other requirements as previously noted.

16.2.4 To put in place arrangements to manage and monitor Risk, Value for Money, Procurement and Business Planning across the organisation.

16.2.5 To decide the number and grades of posts required to carry out the work of the Company within approved budgets and subsequently report thereon to Resources Sub-Committee.

16.2.6 Within approved policies, to settle Terms and Conditions of Service, salaries, car allowances and other emoluments.

16.3 Executive Management Team

16.3.1 The Executive Management Team (EMT) is the Chief Executive, the Director of Business Services, Director of Property Services and, the Director of Neighbourhood Services. The EMT is responsible for advising on strategy, policy and ensuring implementation of decisions made by the Board and Committees. Each member of the EMT is responsible for the accountability and control of the staff and the security, custody and control of all other resources, including equipment, assets and cash within his sphere of activity. The specific responsibilities of the EMT, including their financial responsibilities will be outlined in the current Business Plan, but can be amended in accordance with Standing Orders.

- 16.3.2 The Executive Management Team (EMT) meets at regular intervals, meetings being chaired by the Chief Executive or a nominee. Issues relevant to the Company's activities that cross team boundaries, or which may influence future policies shall be brought to this forum for discussion and decision before being submitted to the Board or to the appropriate Sub-Committee. The Chief Executive and EMT are obliged to declare an interest in any issue being considered if a decision made could materially affect their personal or business circumstances.
- 16.3.3 Each member of the EMT shall consult with the Chief Executive or Director of Business Services on any matter within his responsibility, which is liable to materially affect the finances of the Company, before it is reported to the Board or the appropriate Sub-Committee.
- 16.3.4 Members of the EMT have agreed job descriptions outlining their responsibilities.
- 16.3.5 Under the management of the Chief Executive, the following specific activities are delegated to all members of the EMT:
- The invitation and acceptance of tenders subject to the provisions of these Standing Orders and within approved budgets.
 - The incurring of expenditure within the limits of those budgets.
 - To the extent of the powers delegated above, to authorise the Company to enter into contracts and deeds and where appropriate to authorise the affixing of the Company's seal in accordance with the Company's Memorandum and Articles and to make regular reports to the Board on use of the seal.
 - Any activities delegated to them by the Chief Executive from those listed in Appendix 1

Director of Neighbourhood Services

- Selection of tenants, letting of dwellings, garages and other buildings, etc, in accordance with Company approved policies.
- The termination of tenancies, including the issue of appropriate legally required notices, in respect of all dwellings, garages or other accommodation and land and the re-possession of properties for breach of tenancy conditions.
- Subject to the Tenancy Agreement, approval of tenants' requests in respect of sub-tenants, changes of use, alterations and extensions and erection of other structures.
- Notification of changes in rent, on the Council's behalf, to tenants.
- Determination of applications for minor alterations to boundaries.
- Decide Legal action on the enforcement of covenants relating to properties on the Council's behalf and liaise with the Council's legal services.
- Instituting appropriate action to enforce conditions of sale.

Director of Property Services

- Application for planning permission.
- Accommodation of staff and the maintenance and (where appropriate) development of the Company's offices within approved budgets.
- Decent Homes returns and the Building Cost Model

Head of Human Resources - Human Resources Matters

Decide the following matters:

- a) staff recruitment and selection (other than Chief Executive and EMT), the authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling allowances;
- b) extension of sick pay entitlements
- c) all staff welfare matters
- d) operation of a staff appraisal scheme
- e) authorisation of casual and temporary appointments and the determination of their rates of pay and allowance;
- f) informal and formal communications, consultations and negotiations with employee representatives;
- g) leave of absence in excess of normal entitlement
- h) staff training arrangements and attendance of staff on courses
- i) extensions of service;
- j) determining ex-gratia payments to employees in cases of loss or damage to possessions in connection with the work of the Company; and
- k) conducting disciplinary hearings (except in the case of the Senior Management Team, or where delegated to other managers in the case of officers and administration staff).

Policy documents in respect of staff learning and development, equality and diversity, standard terms and conditions and recruitment approved by the Board shall have the same status as Standing Orders, but should there be any conflict between them, Standing Orders shall take precedence. Where such issues are identified, the relevant policy will be referred to the next meeting of the appropriate Sub-Committee for review.

17 Amendment and Revocation

- 17.1 The Board may alter, rescind or add to any part or element of these Standing Orders by a simple majority vote of those present. The Director of Business Services is to consider periodically the need for amendments to Standing Orders and report on this matter to the Board.

17.2 A copy of these Standing Orders shall be available to Members and staff of the Company via the website and Intranet.

18 Interpretation

18.1 Where there are references in the Standing Orders to the male gender, they are to apply equally to the female gender.

18.2 In the event of a dispute as to the meaning or application of these Standing Orders, the ruling of the Chair of the Board shall be final.

Appendix 1 - Specific delegations from MCC to the Board

1. To allocate and let Council dwellings, hostels and other miscellaneous properties (including those managed by Northwards Housing other than under Part II of the Housing Act 1985) in accordance with the Council's policy;
2. To authorise the transfer and exchange of tenancies involving Council and other housing accommodation;
3. To allocate garages, to provide and allocate parking spaces;
4. To determine requests to waive the eligibility criteria of the Allocations Scheme to enable applicants with special needs to join the Housing Register;
5. To determine applications to erect covered ways, verandas, conservatories, garages and other out-buildings and undertake other alterations to Council houses;
6. To authorise routine repair and maintenance work to be carried out in accordance with the approved estimates and subject to the requirements of the Rules for Estimates and Contracts and the Code of Financial Regulations;
7. To approve schemes for the adaptation of Council houses under the Chronically Sick and Disabled Persons Act, 1970 costing up to £20,000;
8. To consider representations made in respect of Notices served under Section 264 of the Housing Act 1985 (Closing and Demolition Orders);
9. To authorise appropriate action to enforce the conditions of tenancy at Council dwellings;
10. To determine applications to vary the conditions of tenancy at Council dwellings;
11. To issue Notices of Seeking Possession on tenants and Notices to Quit on non-secure tenants and to institute proceedings to repossess dwellings;
12. To institute proceedings to recover rent arrears;
13. To instruct Bailiffs to enforce warrants for eviction;
14. To authorise the use of injunctions to prevent anti social behaviour, noise nuisance and vandalism by tenants;

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15. To determine applications for ex-gratia payments up to £1,000 from tenants in respect of loss of garden, garages or parking spaces constructed, or central heating installed in Council premises and other miscellaneous matters;
16. To determine the level of decorating allowance payable to tenants;
17. To authorise legal action or, where sound economic or operational reasons exist, make an offer to settle claims (up to £15,000) against the Council/Northwards Housing under Section 82 of the Environmental Protection Act, 1990 (summary proceedings by persons aggrieved by statutory nuisances);
18. To waive rechargeable repairs costs in cases of doubt about responsibility for damage or in cases of financial hardship;
19. To submit applications for planning permission to the Council for change of use from amenity land to private gardens in order to effect a solution to an estate management problem, subject to consultation with appropriate local residents.

Appendix 2 – Asset Management 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 Property Services issues.

1 Key Responsibilities

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

Approval required by the Board following review by Sub-Committee

- Setting the improvement programme (Decent Homes)

Matters delegated to the Sub-Committee for decision

- Responsive and planned maintenance policies and priorities
- Tendering of contracts including OJEU compliance
- Selection of contractors
- Monitoring contracts and procurement procedures
- Void property management
- CDM, Asbestos and property related policies and procedures
- Value for Money Reviews of Asset Management and Property Services
- Regeneration
- Asset Management
- Major projects and developments
- Energy efficiency and fuel poverty
- Local Social and Economic Advantage
- Performance Monitoring (Decent Homes Work, Voids, Repairs and Energy Efficiency)
- Equality and Diversity policies in relation to the Sub-Committee's remit

The Sub-Committee will contribute to the Business Plan in relation to the Property Services section.

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 a 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.

Board Directors and Members of the Public can be co-opted onto the Sub-Committee as and when required.

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 fulfill 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.

Frequency

The Sub-Committee shall meet at a time and place agreed with Members. There shall be at least six meetings a year.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). 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

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be forwarded to the next meeting of the Board or Sub-Committee as appropriate for decision.

The Chair or Vice Chair of the Board are de-facto members of all Sub-Committees and will be considered members of a group should they be in attendance.

Voting Procedure

This will be the same as the 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.

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 3 – Customers & Communities 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 Services issues.

1 Key Responsibilities

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

Approval required by the Board following review by Sub-Committee

- 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
- Financial Inclusion
- Complaints and praise monitoring
- Performance Monitoring (Customer Satisfaction, Rehousing, Neighbour Nuisance and Anti-Social Behaviour)
- Equality and Diversity policies in relation to the Sub-Committee's remit

The Sub-Committee will contribute to the Business Plan in relation to the Neighbourhood Services section.

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 a 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.

Board Directors and Members of the Public can be co-opted onto the Sub-Committee as and when required.

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 fulfill 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.

Frequency

The Sub-Committee shall meet at a time and place agreed with Members. There shall be at least six meetings a year.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). 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.

The Chair or Vice Chair of the Board are de-facto members of all Sub-Committees and will be considered members of a group should they be in attendance.

Voting Procedure

This will be the same as the 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.

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 4 - Resources 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 Resources (Business Services) issues.

1 Key Responsibilities

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

Approval required by the Board following review by Sub-Committee

- Annual budgets

Matters delegated to the Sub-Committee for decision

- Financial policies and strategies (including Financial Regulations)
- Financial procedures
- Budget monitoring
- ICT policy and strategy
- External Audit
- Value for Money
- Procurement policies and framework including OJEU compliance monitoring
- Performance Monitoring (Rents, Finance, Organisational Health, Health & Safety)
- Human Resources policies
- Organisational structure
- Remuneration
- Changes to Terms and Conditions
- Learning and Development
- Appeals (e.g. on staffing matters)
- Equality and Diversity policies in relation to the Sub-Committee's remit
- Health and Safety
- Staff Appraisal Methodology

The Sub-Committee will contribute to the Business Plan in relation to the Business Services section.

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 a 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.

Board Directors and Members of the Public can be co-opted onto the Sub-Committee as and when required.

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 fulfill 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.

Frequency

The Sub-Committee shall meet at a time and place agreed with Members. There shall be at least six meetings a year.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). 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.

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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.

The Chair or Vice Chair of the Board are de-facto members of all Sub-Committees and will be considered members of a group should they be in attendance.

Voting Procedure

This will be the same as the 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.

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 5 - Audit 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 Audit issues.

1 Key Responsibilities

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

Approval required by the Board following review by Sub-Committee

- Risk Management policies

Matters delegated to the Sub-Committee for decision

- Insurance arrangements
- Internal Audit plan and Audit reports

The Sub-Committee will contribute to the Business Plan in relation to Audit issues.

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 a 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 with a cross over of at least two from each other Sub-Committee. 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 and Members of the Public can be co-opted onto the Sub-Committee as and when required.

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 fulfill 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.

Frequency

The Sub-Committee shall meet at a time and place agreed with Members. There shall be at least three meetings a year.

Quorum

A quorum shall be no less than three Members. Two of the members present should be from different groups (Independent/Council/Tenant). 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.

The Chair or Vice Chair of the Board are de-facto members of all Sub-Committees and will be considered members of a group should they be in attendance.

Voting Procedure

This will be the same as the Board:

- a. Any member may make a proposal. In order for it to be voted on it must be seconded by a second member.

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- 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.

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.