



Group Standing Orders

(incorporating group governance standards, matters reserved for the Group Board, and committee terms of reference)

Version 1

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Version Control

Version	Detail of Changes Made (Para/Section etc.)	Approved at Board Meeting Date
1	Total new Standing Orders	

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1 Introduction

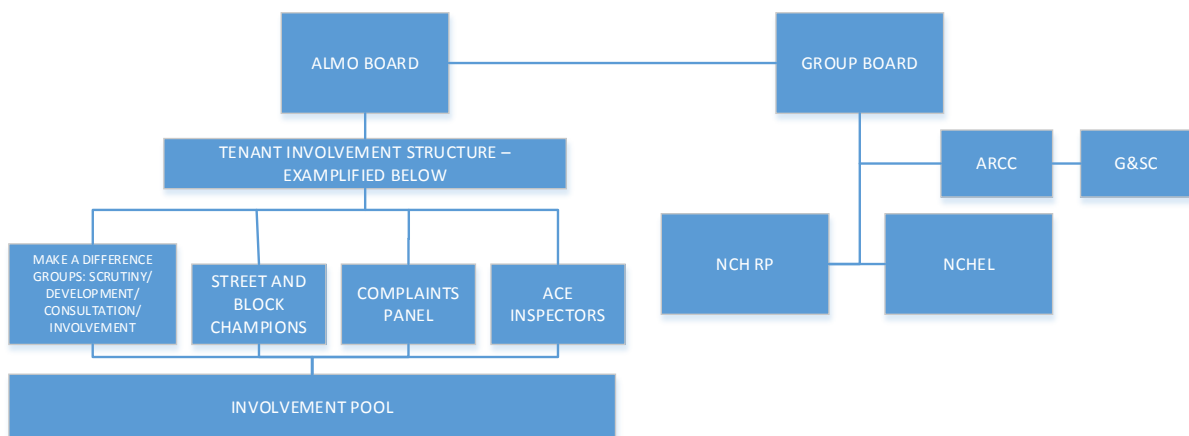
Nottingham City Homes Group comprises three corporate entities:

- **Nottingham City Homes Limited.** Private company limited by guarantee without share capital (company number 05292636). Sole member: Nottingham City Council. **“Parent”**
- **Nottingham City Homes Registered Provider Limited.** Private company limited by guarantee without share capital (company number 09810057). Subsidiary company. Sole member: Nottingham City Homes Limited. **“Subsidiary”**
- **Nottingham City Homes Enterprises Limited.** Private company limited (company number 09805670). Subsidiary company. Sole Shareholders: Nottingham City Homes Limited and Nottingham City Council. **“Subsidiary”**

These Standing Orders:

- Interpret and elaborate (as required) each entity’s Articles of Association (to which this document is subject to);
- Provides a common corporate governance framework for all NCH Companies and Committees;
- Establishes the corporate governance standards;
- Documents the delegated authority between the Boards, the Committees, the Executive, and as applicable, other meetings.

1.1 Meeting Structure



The meeting structure operates on the principle that the Group Board exercises control over the subsidiary boards and committees, and delegates authority when it is in the interests of the Group to do so. However the Group Board may not exercise control over NCH RP should that control run contrary to the RP's objectives or obligations to Homes England and the Regulator of Social Housing. Examples of how control is exercised may be terms of reference, Group strategies and policies, and appointments.

1.2 Interpretation and suspension

Any matter regarding the interpretation of these Standing Orders is a matter for the Group Board. Standing Orders may be suspended, amended, or revoked by majority resolution of the Group Board, in so far as the decision does not conflict with any of the Group's Articles of Association. Should a matter of interpretation or suspension arise in between Board meetings then the secretary shall conduct the matter in accordance with the Urgent Decision Protocol, which forms part of these Standing Orders.

2 Governance Standards

Standards of corporate governance have been determined in accordance with:

- What is stated in the Articles of Association of the Group Companies;
- The Groups chosen Code of Governance, the UK Corporate Governance Code 2018; and
- Other standards as required by Nottingham City Council, and the Regulator of Social Housing.

These standards apply equally across all Boards and Committees within NCH Group unless stated otherwise.

2.1 Meetings of Members and Shareholders

Meetings of members or shareholders shall take place in accordance with requirements determined in each Articles of Association. Generally decisions at these meetings relate to:

- the appointment of directors (at Parent level);
- approval of the annual accounts, and auditor appointment;
- amendments to the Articles of Association;
- change of ownership, or company closure.

Each corporate entity's Articles of Association document how meetings of members of shareholders must be conducted. The administration of each meeting is different due to the way each entity has been formed:

- Nottingham City Homes Limited, has one member, Nottingham City Council;
- Nottingham City Homes Registered Provider Limited, has a minimum of five members, which includes a representative of the Parent;
- Nottingham City Homes Enterprises Limited, is limited by share. Currently there is only one shareholder, Nottingham City Homes.

Each set of Articles has a section called "General Meetings" that determines how such meetings shall be called, and for what purpose. General meetings are distinct from Board meetings, most notably in that they need a longer period of notice (14 days), and those present and voting will be the

shareholders/members; not the Board Members (unless that Board Member is also listed in the register of shareholders/members). Voting at General Meetings may be submitted by proxy. Resolutions going before a general meeting should be on the recommendation of its Board.

Admission, transfer, and ending of shareholding or membership is also dealt with in the respective Articles of Association, and each corporate entity shall have a shareholders/members register that records any changes.

2.2 Appointments to Boards and Committees

The Group Board shall be appointed in accordance with its Articles of Association. The pathway to appointment is determined according to the type of constituent member, with independent members, and tenant members requiring the approval at an Annual General Meeting. The Group Board may also appoint co-optees, or appoint to vacancies outside of AGMs.

As Parent, the Group Board shall authorise appointments to its Subsidiary Boards, and Committees. Size and form of membership is determined in the respective Articles of Association, and reiterated in Terms of Reference. The Group Board shall delegate matters of recruitment and appointment to the Governance and Selection Committee, in accordance with a Recruitment and Succession Policy. All appointments shall be recorded in the minutes of the Group Board, and appointments to Subsidiary Boards recorded also in its minutes.

The Group Board shall confirm the Chairs of the Group Board and the Audit, Risk, and Compliance Committee. The Chair of the Group Board and the Audit, Risk, and Compliance Committee cannot be the same individual. If the Chair is absent, the meeting shall appoint another member for the duration of the meeting. The appointment of a Vice-Chair is optional according to the wishes of each Board or Committee.

Any removal of Board or committee members shall be undertaken on the authority of the Group Board, unless it is a Group Board member, in which case it will be done in accordance with its Articles of Association.

Should the Group Board determine to pay its Board and Committee Members it shall do so in the form of a Remuneration Policy.

2.3 Calling Board and Committee Meetings

All Board and Committee meetings shall be called with no less than five days notice, unless otherwise agreed by three-quarters of the meetings members. In addition, the secretary will establish a diary of meetings at least annually for the forthcoming 12 months.

For a notice of meeting to be valid it must:

- Be communicated to all members of that meeting;
- Stating a date, time and venue of the meeting; and
- How members can participate (e.g. if a teleconference meeting).

2.4 Attendance at Meetings

Only appointed members are authorised to attend meetings for their duration. However, it is accepted that certain officers have an open invitation to attend in order to facilitate good governance. This may include the Chief Executive, Executive Directors, and minute taker.

It is a matter for the Chair (in consultation with meeting members) to determine who is present at a meeting and for what duration. Aside from officers, this determination may include professional advisors, and internal/external observers.

In terms of participation in meetings, all members should address the meeting through the Chair, unless the Chair determines otherwise. Non-members should not speak unless they have been invited to do so by the Chair, and only to the extent that the Chair authorises.

Members of the public are able to attend the non-confidential section of Group Board, ALMO Board, and ARCC meetings. Should members of the public wish ask a question to the meeting, the question shall be filed in advance of the meeting with the secretary.

2.5 Quorum for Board and Committee Meetings

Quorum is the minimum number of meeting members that must be in attendance to approve decisions. To contribute to the quorum, a member must be appointed to the relevant Board or Committee, and participating in the meeting in a form that allows them to contribute to proceedings in 'real time', which could mean attendance via a telephone on load speaker, or using a video conferencing facility, such as Skype.

The quorum for each meeting is laid down in the respective Articles of Association or Terms of Reference, as well as in the table below. Failure to achieve a quorum at a meeting means it is not authorised to make decisions. However, meetings may continue for matters of information or consultation; and all members should remain vigilant that meetings that start quorate may not remain so, and vice versa.

Meeting	Minimum Number Of Participants
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	For Quorum
Group Board	4
ALMO Board	5
Registered Provider Board	2
Enterprises Limited Board	2
Audit, Risk, and Compliance Committee	3
Governance and Selection Committee	2

2.6 Collective Decision Making and Voting

Meetings shall be conducted on the basis of reaching a consensus amongst members present. The Chair of the meeting will satisfy herself/himself that members of the meeting have had the opportunity to voice their opinion on the matter in hand, and determine whether a consensus is achievable.

Should the matter require, the Chair may determine that a vote be taken. The Chair may determine the vote, and each member in attendance will have one vote. The outcome of the vote shall be recorded in the minutes of the meeting. If the vote is tied, the Chair shall have a second casting vote.

2.7 Conflicts of Interest Arising at Meetings

Secretarial duties shall include maintaining a register of interests in accordance with the Group Board's Articles. The Company shall maintain the register to alert the meeting Chair and members to matters that may arise during the meeting. However it is ultimately for each member of a meeting to determine whether they have an interest which may cause a conflict during the meeting.

Members should offer to remove themselves from a meeting should they feel conflicted regarding a matter in hand. The other members shall then determine whether it is in the interests of the member to remain, and to what extent they may deliberate in the matter. If members are unable to decide on the matter, the meeting Chair may decide. The declaration of interest, and decision shall be recorded in the minutes.

2.8 Minutes of Meetings

The secretary shall be responsible for the content and quality of minutes. A formal meeting record shall be taken of each Board and Committee meeting covered by these Standing Orders. At the very least, each set of minutes shall include:

- full name of the meeting;
- date, start time, and venue of meeting;
- members participating, member apologies, and others in attendance;
- a record of the decisions taken at the meeting; and
- a summary of deliberations in the lead up to each decision.

Minutes of the previous meeting shall be considered for accuracy at the next available meeting, at which point they will become a confirmed record of the meeting. All Subsidiary Board and Committee meeting minutes will be considered at the next available meeting of the Group Board, with a representative of that meeting bringing matters to the attention of the Group Board as required.

2.9 Meeting Agenda and Papers

The secretary shall draft a meeting agenda, and agree it with the meeting Chair. In doing so, the secretary will have regard to recurring or cyclical issues, and directions of members given at previous meetings.

The order of business, unless the determined otherwise, will be:

- Confirmation of quorum and apologies for absence;
- Declarations of interest;
- Minutes of the previous meeting for accuracy;
- Update matters arising from previous meetings;
- Matters requiring a decision;
- Matters to note such as
 - Minutes of subsidiary Boards and Committees (for Group Board);
 - Performance and information reports;

- Any other business (at the discretion of the Chair); and
- Date of next meeting and close.

Five days prior to the date of the meeting, the secretary will circulate the agenda for the meeting to all members, accompanied by supporting papers. On reading the papers, should the member require clarification on the content of the report, he/she will seek it by communicating with the report author in advance of the meeting. The clarification may subsequently be raised at the meeting.

Any matter requiring a decision, will be accompanied by a written report clearly stating the recommendation(s) that the meeting is being asked to consider, and where necessary, evidence of independent professional advice relied upon in arriving at the recommendation. The secretary shall be responsible for maintaining a template report and quality standards.

Specific meetings within the Group Structure, including NCHEL, NCH RP, and G&SC, are strictly confidential in nature. Supporting papers for these meetings will not be published and members of the public are prohibited from attending. Other meetings, including the Group Board, ALMO Board, and ARCC, have both public and confidential sections. For those specific meetings, public sections of the supporting papers will be published. Members of the public are authorised to attend public sections of the meetings as non-voting observers and will be asked to leave before any confidential items are discussed.

2.10 Urgent decisions

Urgent decisions are matters that require authorisation between pre-scheduled meetings; and would normally require the decision to be taken by a particular Board or a Committee. In such circumstances there is a Protocol that shall be observed.

Prior to triggering the Protocol, the following alternatives should be considered:

- a short notice meeting to consider the matter, perhaps by teleconference; or
- If the matter can be pre-empted at the time of the previous meeting, delegate authority for the decision to a senior officer (perhaps with conditions attached);

Should alternative arrangements not be possible, the Urgent Decision Protocol may be triggered. The protocol requires:

- The Secretary will distribute electronically a consultation report to all meeting members, stating the purpose of the report, a recommended course of action, and a reasonable response deadline. The Secretary shall make reasonable effort to pre-alert members of the report and deadline, particularly if the response deadline is short.
- There shall be no minimum number of consultation responses. It is sufficient to demonstrate that members were afforded the opportunity to respond within a specific time.
- If the number of responses agreeing to the recommended course of action is equal or greater to 50% of that meetings current membership, this course of action is approved.
- If a quorum is not reached, and the response deadline has passed, the secretary shall invite the Chair, or Vice Chair if the Chair is unavailable, of the meeting to consider any consultation responses, and reach a decision. The outcome of the decision will be implemented.
- The decision reached shall be reported to the next scheduled meeting, so the outcome can be minuted.

The Protocol shall be implemented subject to delegated authority to the Chief Executive being exhausted, insufficient, or non-existent.

3 Terms of Reference: NCH Group Board

For consistency of language, Terms of Reference is used to describe the powers and responsibilities of all Boards and Committees. Also known as Matters (or powers) Reserved for the Board.

3.1 Membership

Under the Articles Membership shall consist no less than five. Under these Standing Orders, membership will be eight, of which two shall be nominated by the Council, two shall be tenants; and four shall be independents. The Board may appoint up to two co-optees.

Either the Chair or the Vice Chair of the Group Board will be a Tenant Board Member.

3.2 Attendance at Group Board meetings shall be monitored by the Chair Meetings and Quorum

The Board shall meet no less than four times per year. The quorum for Board meetings is any four members.

3.3 Purpose of Board

(1) To ensure that the affairs of the Parent and its Subsidiaries are conducted lawfully, ethically and in accordance with the terms of the Articles of Association, the Companies Act 2006, other prevailing laws and regulations, and the Partnering Agreement between NCH and NCC.

(2) To review the values and objectives, and culture of the Group; and as a result, establish a framework of strategy, policy, delegated authority, internal control, and risk management.

3.4 Matters Reserved to Board

Determine the values and overall strategic direction of the Group; the corporate objectives; and approve a Corporate Strategic Plan.

Determine the consolidated Group business plan, medium term financial plan, capital programme and annual revenue budget.

Approval of the annual report and accounts, and audit management letter; and ensuring their filing with statutory and regulatory bodies by the due dates.

Approve “Group wide” corporate policies, strategies and standards, which shall include matters relating to:

- Governance;
- Risk Management;
- Equality and Diversity;
- Health and Safety;
- Business Continuity and Disaster Planning;
- Board remuneration and/or expenses;
- Code of Conduct;
- Procurement;
- Openness, Transparency, and Freedom of Information;
- Data Protection and GDPR;
- Anti-fraud, Corruption, and Whistleblowing.

Setting of standards for the Group in relation to code of conduct, probity, competence, management, and customer services.

Responsibility for the business relationship and partnership with the City Council, and other major stakeholders including compliance with the Partnering Agreement.

Extension of the Group's operations into new activities or geographic areas.

Any decision to cease a material part of Group operations.

Risk Management and Internal Control

Determination of the Group's risk capacity, profile and appetite;

Establishment and oversight of a framework for the identification and management of risk;

Establishment and oversight of a framework of delegation and systems of internal control, including Financial Regulations;

Approval of action recommended in response to any report from external auditors or the Regulator of Social Housing.

Corporate Governance

Approval of changes proposed to the Group's governing instruments for recommendation to a general meeting of members or shareholders;
Amendment, suspension or revocation of Governance Standing Orders;

Changes to corporate structure, including the setting up of subsidiaries or merging with another organisation, for recommendation to a general meeting;

Establishment of criteria for appointments to (and, if necessary, dismissals from), the Boards (in accordance with the Articles of Association) and its Committees;

Approval of Subsidiary Boards membership where appropriate and Committee membership, including Chairs, and external corporate bodies. The Group Board needs to nominate; three Group Board Nominates to NCH RP, one Group Board member to the ARCC, two external independents to the ARCC, and four members to the G&SC.

Establishment, amendment or revocation of Terms of Reference for all Subsidiary Boards, Committees, and Group Task and Finish Groups.

Ensuring effective arrangements for:

- annual appraisal of the effectiveness (collectively) of the Board's and Committees, and (individually) of Board and Committee members;
- Board recruitment and (s)election criteria, policies and procedures; and
- Board and Committee Member induction, development, retention, renewal and succession.

Chief Executive

Appointment of, and if necessary, dismissal of the Chief Executive.

Ensure that the Chief Executive has a written contract of employment which, as well as complying with current legislation clearly defines:—

- Their duties and the standards of performance expected;
- The procedures for monitoring the Chief Executive's performance and fixing his or her remuneration;
- How complaints and disciplinary matters will be dealt with; and
- The length of the contract, whether or not it can be renewed (if for a fixed term) and any notice period.

Ensure the appraisal arrangements for the Chief Executive are undertaken rigorously, and agree the remuneration package.

Other

Any other matters not specifically delegated to Committees, Subsidiary Boards, Task and Finish Groups, Tenant bodies, or the Chief Executive.

Attendance at Group Board.

4 Terms of Reference: ALMO Board

The ALMO Board is Tenant-led Board responsible for ensuring that the Group Board fulfils its statutory obligations in relation to the items delegated to it as set out in its Terms of Reference. The ALMO Board is accountable to the Board for the fulfilment of the responsibilities delegated to it as set out in its Terms of Reference. All ALMO Board Members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any subsidiary, constituency or interest group, putting the interests of the organisation before their own interests.

The Board will meet at least six times a year.

POWERS DELEGATED BY THE GROUP BOARD TO THE ALMO BOARD

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- To review the ALMO Board's membership and effectiveness on a regular basis to ensure that it has appropriate skills and relevant experience, advising the Group Board accordingly
- To nominate two tenants to the Group Board.
- To nominate one member to the ARCC and Governance and Selection Committees

Scrutiny

- Ensure effective management of Council housing.
- Scrutinise the delivery of housing and all related services delivered to tenants whether by the Group, Nottingham City Council, or other contracted body to ensure that they are effective and deliver value for money..
- Oversee and scrutinise related customer service and satisfaction with regard to trends, and safety of social housing assets.
- Ensure actions from relevant audits are implemented.
- Scrutinise how the Council spends the retained HRA
- Ensure Equality and Diversity is applied and adhered to across service areas.

Performance and Compliance

- To monitor and review all related performance and Key Performance Indicators.
- To monitor and review services to leaseholders.
- Overseeing compliance with consumer standards.
- Monitoring the customer complaints process.
- Reviewing relevant strategies and policies and monitoring key performance indicators of service delivery.

- Ensure compliance with legal and regulatory requirements for the management and maintenance of council housing.
- Responsible for the repairs services across the city including effective management of related budgets.
- Monitoring, responding to consultation on, and ensuring compliance with all Governmental changes related to council housing.
- Ensuring effective tenant employability and opportunities are in place.
- Ensuring advice and support for tenants is adequate and suitable (e.g. support with welfare reform changes).

Policy

- Agree key policies relating to social housing including; Rents, Anti-Social Behaviour, Leasehold, and Repairs.

Engagement

- Engage tenants in the setting of future Housing Revenue Account (HRA) and other related budgets.
- Provide formal consultation response to Nottingham City Council on the HRA budget setting, including the proposed rent and service charge levels and any proposed changes to service levels.
- Steer the development of and engage with Tenant and Leaseholder Involvement structures.
- Ensure that best practice is followed in tenant engagement.
- Engage with the Group Board, and other Group Bodies, to set the medium term Corporate Plan.

MEMBERSHIP

The ALMO Board will comprise of 10 Non-Executive Directors appointed by the Group Board; Six Tenant representatives, two Independent representatives and two Nottingham City Council representatives. The maximum period for which Members shall serve on the Board is three terms of three years. Executive Directors shall not be members of the Board.

The Chair of the Board will be a Tenant representative. The Chair will not be eligible to be Chair of the Group Board.

The Board may co-opt up to two non-voting Members if required. Co-opted Members will be (re)appointed annually.

Attendance at ALMO Board meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any ALMO Board Member should be reported to the Group Board.

QUORUM AT MEETINGS

The quorum required for the transaction of business at the time when the meeting proceeds to business shall be five.

AUTHORITY AND ACCESS

The Committee is authorised by the Group Board to obtain external legal or other professional advice were necessary.

5 Terms of Reference: Audit, Risk & Compliance Committee

ACCOUNTABILITY

The Audit, Risk and Compliance Committee (ARCC) is charged with assisting the Board to fulfil its statutory obligations and is accountable to the Board for the fulfilment of the responsibilities delegated to it as set out in its Terms of Reference. All Committee Members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any subsidiary, constituency or interest group, putting the interests of the organisation before their own interests. The ARCC will act in this capacity across all of the NCH Group.

The main objectives of the ARCC is to be responsible for the effective internal control of financial, risk management and property compliance systems and to independently assure that effective internal control with regard to finance, risk management and property compliance systems are maintained and reviewed and that the Group's financial performance is being effectively managed.

The ARCC may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Group Board. The Committee's Terms of Reference may be amended at any time by the Group Board.

Copies of the Committee minutes will be submitted to the Group Board at the next Board meeting following the Committee meeting. The Chair of the ARCC will ensure that key issues are promptly brought to the attention of the Board, and also have the right to attend and speak on matters of concern at any Board meeting.

The Committee will meet four times a year. The Chair of the ARCC will be appointed by the Group Board and will be a member of the Group Board.

AUTHORITY AND ACCESS

The ARCC is authorised by the Board to investigate any activity within its Terms of Reference. The ARCC shall meet on at least a quarterly basis and may meet without Company staff present, including Executive Directors, should it so wish, to ensure it maintains its independence.

The Committee has the authority to access and obtain any information held by the Group as it sees fit. All employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Group Board to obtain external legal or other professional advice.

The Committee shall meet as it sees fit with the external or the external and internal auditors together. The Chair of the ARCC, external and internal

auditor shall meet as necessary to ensure that the auditors have direct access to the Chair to guarantee the independence of the audit functions.

POWERS DELEGATED BY THE BOARD TO THE AUDIT, RISK AND COMPLIANCE COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- To review the Committee's membership and effectiveness on a regular basis to ensure that it has appropriate skills and relevant experience, advising the Group Board accordingly.
- To review annually the Committee's activities and effectiveness in discharging its responsibilities and provide an annual report for the next twelve months to the Group Board.
- To scrutinise statutory regulatory inspections and deal with all non-compliance; in particular with regard to property compliance.
- To ensure the Group is operating within recognised codes of practice and Standards.
- To ensure adequate processes are in place for the safeguarding of Group assets.
- To review and recommend to the Group Board in relation to compliance with relevant legislation.
- To consider and review the Group's insurance provisions.
- To monitor and review compliance with Fire Safety, property compliance and Risk Management processes.

Internal Control

- To oversee a system of internal control, ensuring that any significant weaknesses identified are remedied and reported to the Group Board.
- To review annually the effectiveness of the Group's internal control systems and assurance framework and make appropriate recommendations to the Board.

Anti-Fraud and Corruption

- To ensure that allegation of fraudulent activity is properly assessed and the control framework updated.
- To receive whistle-blowing and fraudulent activity reports that may have an effect upon the Group.
- To receive money laundering reports that may have an effect upon the Group.

Internal & External Audit

- To review and ensure that internal and external audits are complied with.
- To discuss any potential issues and problems with the internal or external auditor as and when necessary.

- To review, approve, monitor and change the internal audit needs assessment and strategy and the annual plan.
- To sign off audit plans and receive reports by the internal auditor on significant audit findings.
- To monitor the implementation of recommendations of internal, external and regulatory audits.
- To make recommendations to the Group Board, for approval in general meeting, on the appointment, re-appointment or otherwise, of the external audit;
- To approve the fees and terms of engagement of the external auditor;
- To advise the Group Board on the internal audit arrangements including the terms of engagement of the internal auditor.
- To monitor the performance of the internal and external auditors.

Statutory Accounts

- To report to the Group Board on the annual statutory audit and make recommendations on the outcomes.
- To monitor and review the integrity and compliance of the financial statement of the Group and its subsidiaries.

Risk Management

- To ensure that the correct risk registers and frameworks are in place.
- To provide assurance to the Group Board that there is a systematic review of risk management arrangements within the Group;
- To scrutinise the risks associated with New Build developments, acquisitions and other new business developments.
- To monitor the effectiveness of the Group's risk management and assurance framework.
- To consider and scrutinise the subsidiary companies Risk Registers.
- To review and recommend to the Group Board the arrangements for understanding and monitoring Health and Safety.
- To review the Group's business continuity strategy and plans.

Property Compliance

- To monitor and review the Group's processes and performance to ensure compliance with legal requirements including:
 - gas servicing;
 - periodic electrical tests and inspections;
 - the inspection, test and maintenance of fire safety systems;
 - the inspection, test and maintenance of mechanical systems (e.g. Lifts)
 - the inspection, test and maintenance of water storage and circulation systems.
- To monitor the progress of remedial works arising from fire risk assessments and property and equipment surveys, tests and inspections.

Standing Orders & Financial Regulations

- To ensure compliance with the Financial Regulations, and recommend any proposed revisions to the Group Board;
- To recommend the delegation framework and the Financial Regulations, and any changes to these, to the Group Board Articles and Standing Orders.
- To ensure compliance with applicable Financial Reporting Standards.
- To monitor and review the Group's Register of Dispensations.
- To approve any changes to the Group's accounting policies.

Probity – Action taken must be notified to the Audit, Risk and Compliance Committee

- Authority to suspend Financial Regulations or grant dispensation;
- Authority for staff members to accept gifts or to accept hospitality;
- Authority to dispose, and arrangements for disposal, of stock items and obsolete equipment.

MEMBERSHIP

The ARCC will comprise six non-Executive Directors appointed by the Group Board as follows; one Tenant representative from the ALMO Board, four Independent representatives (including one nominated from NCH RP) and one Nottingham City Council representative. Executive Directors shall not be Members of the Committee.

The Chair will be appointed annually by the Group Board and shall not also be the Chair of the Group Board.

The Committee may co-opt Members if required, but the Committee's membership shall never include more than 50% co-opted Members. Co-opted Members will be (re)appointed annually.

Each Member appointed to the Committee shall have skills and experience relevant to the work of the Committee.

The Committee may hold a pre-meeting with the internal and/or external auditors to the exclusion of employees.

Attendance at Committee meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any Committee Member should be reported to the Group Board.

QUORUM AT MEETINGS

The quorum required for the transaction of business at the time when the meeting proceeds to business shall be three.

6 Terms of Reference: Governance & Selection Committee

The Governance and Selection Committee is charged with assisting the Board to fulfil its statutory obligations as an employer including the employment surrounding the Chief Executive.

The Committee fulfils the remuneration function for senior executive team on behalf of the Board, including reviewing the performance and pay of the Chief Executive.

The Committee will meet at least once per year.

POWERS DELEGATED BY THE BOARD TO THE GOVERNANCE AND SELECTION COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- To review the Committee's membership and effectiveness on a regular basis to ensure that it has appropriate skills and relevant experience, advising the Group Board accordingly.

Recruitment

- Appointment of the Chief Executive with formal recommendations to the Group Board.
- Agree the policy on Non-Executive Director recruitment and appraisal.
- Oversee the recruitment to Board, subsidiary Boards and Committee vacancies.

Appraisals

- Oversee and ensure that Board appraisals are undertaken.
- Assessment of, and making recommendations to the Board on, the Chief Executive's performance in the light of achievement or otherwise of these targets;
- Board and Executive Management Team succession planning.

Staff and Trades Union consultation

- Undertake the role of the Disputes Resolution Panel to consider appeals against Chief Executive or Company decisions.
- Receive reports regarding non-contractual severance arrangements with employees

Remuneration

- Board, subsidiary Board and Committee member remuneration levels (if applicable).

- Remuneration levels for Executive Management Team including reviewing the performance and pay of the Chief Executive.

MEMBERSHIP

The Governance and Selection Committee will comprise of one Tenant representative, one Nottingham City Council Representative, and two Independent representatives.

The Chair of the Group Board shall not be the Chair of the Governance and Selection Committee.

Attendance at the Governance and Selection Committee meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any Committee Member should be reported to the Group Board.

QUORUM AT MEETINGS

The quorum required for the transaction of business at the time when the meeting proceeds to business shall be two.

7 Terms of Reference: NCH RP Subsidiary Board

7.1 Membership

Membership shall consist not less than five and no more than six members. Up to three shall be appointees from the Group Board, and up to three shall be independent persons appointed for their skills and experience. The Subsidiary Board may appoint up to two co-optees. NCH RP shall nominate one of its membership to the Group Board and one of its membership to the Audit, Risk, and Compliance Committee.

Attendance at NCH RP Board meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any NCH RP Board Member should be reported to the Group Board.

7.2 Meetings and Quorum

The Board shall meet no less than four times per year. The quorum for Board meetings is any two members.

7.3 Purpose of Subsidiary Board

To ensure that the affairs of the Subsidiary are conducted lawfully, ethically and in accordance with the terms of the Articles of Association, the Companies Act 2006, the prevailing regulation of the Regulator of Social Housing, and the objectives agreed with the Group Board.

7.4 Matters Reserved to Subsidiary Board

Determine the strategic direction of the Subsidiary, ensuring the objectives are in keeping with that of the Group Corporate Plan.

Determine the business plan, medium term financial plan, capital programme and annual revenue budget; in accordance with the objectives determined by the Group Board, and in compliance with the standards determined by the Regulator.

Approval of projects in accordance with the business plan, and approved budget, or otherwise delegated by the Group Board.

Approval of the Subsidiary annual report and accounts, and audit management letter.

Recommend amendments to corporate policies, strategies and standards (either to the Group Board, or ALMO Board), in so far those amendments are required to demonstrate compliance with the Regulator's Standards.

Determination of the Subsidiary's risk capacity, profile and appetite, both for its own needs, and informing the Group;

Establishment and oversight of a framework for the identification and management of risk for the Subsidiary;

Notify the Group Board of any notification from the Regulator, and recommend a course of action for the Group Board to consider.

Approve all returns to the Regulator, and be responsible for (in consultation with the Group Board) communications with the Regulator.

8 Terms of Reference: NCH Enterprises Limited Subsidiary Board

8.1 Membership

Membership shall consist not less than three and no more than five members. Membership shall be comprised of the executive directors from the Executive Management Team. The Subsidiary Board may appoint up to two co-optees.

Attendance at NCHEL Board meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any NCHEL Board Member should be reported to the Group Board.

8.2 Meetings and Quorum

The Board shall meet no less than four times per year. The quorum for Board meetings is any two members.

8.3 Purpose of Subsidiary Board

To ensure that the affairs of the Subsidiary are conducted lawfully, ethically and in accordance with the terms of the Articles of Association, the Companies Act 2006, and the objectives set by the Group Board.

8.4 Matters Reserved to Subsidiary Board

Determine the strategic direction of the Subsidiary, ensuring the objectives are in keeping with that of the Group Corporate Plan.

Determine the business plan, medium term financial plan, capital programme and annual revenue budget; in accordance with the objectives determined by the Group Board.

Approval of projects in accordance with the business plan, and approved budget, or otherwise delegated by the Group Board.

Approval of the Subsidiary annual report and accounts, and audit management letter.

Recommend amendments to corporate policies, strategies and standards to the Group Board, in so far those amendments impact on the commercial arrangements required of the Subsidiary.

Determination of the Subsidiary's risk capacity, profile and appetite, both for its own needs, and informing the Group;

Establishment and oversight of a framework for the identification and management of risk for the Subsidiary;

9 Individual Roles and Responsibilities

9.1 Board and Committee Members

Uphold the values and objectives of the Group;

Uphold the Group's core policies, such as equality and diversity, and health and safety;

Contribute to, and share responsibility for decisions;

Prepare for and attend meetings, training sessions and other events;

Attend and participate in reviews linked to individual performance or that of the whole Board;

Represent the Group as appropriate;

Declare any relevant interests;

Respect confidentiality of information;

Uphold the Group's Board Members Code of Conduct; and

Uphold the seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

9.2 Chair of Boards and Committees

The relevant Board's business and meetings are conducted efficiently;

Meeting members are given the opportunity to express their views;

Chair shareholder/member meetings (if a Chair of a group company);

A constructive working relationship is established, and support is provided to the Chief Executive;

The relevant meeting fulfils its role and responsibilities that are not otherwise delegated to Committees, the Chief Executive or others;

Ensuring, with the meeting members, that sufficient authority is delegated to the meeting; and that authority is then delegated sufficiently for the meetings decision to be carried out.

Effective communications are maintained between all the Boards and Committees;

The meeting receives professional advice when it is needed;

The relevant Group Member is represented as required;

Affairs are conducted in accordance with generally accepted codes of performance and propriety;

Standards of behaviour are appropriate and in accordance with the Group's Code of Conduct; and

Carry out other duties as described elsewhere such as Financial Regulations, and policy.

Vice Chair

Should the meeting determine to appoint a Vice Chair, then their role will be to support the Chair in performance of their role and responsibilities, and act in the capacity of Chair in their absence.

9.3 Chief Executive

Act in the best interests of the Company, and in accordance with their contract of employment;

Assist and advise the Group Board in determining the Group's policies and strategy;

Manage the affairs of the Group in accordance with the values and objectives of the Group, and the general policies and specific decisions of the Group Board;

Draw Group Boards' attention to matters that they should consider and decide;

Ensure that each Board is given the information necessary to perform its duties and, in particular, that each Board receives advice on matters concerning compliance with its governing instrument, the law, compliance with its Partnering Agreement, and the need to remain solvent and (in relation to NCH RP) compliance with the Regulatory Framework;

Ensure that proper systems of control, risk assessment and risk management are established and maintained, and that regular reports on these are provided, at least annually, to the Group Board;

Supervise, with the guidance of the Chair, the preparation of documents for consideration by the Group Board;

Help the Group Board's Chair to ensure that the business of the Group Board is properly conducted;

Lead and manage the staff of the Group and ensure that their performance is appraised; and

Represent the Group as appropriate.

Delegated Authority to Chief Executive

Manage the affairs of the Group in accordance with its values and objectives and the general policies and specific decisions of the Board;

Act as principal strategic adviser to the Group;

Lead, direct, set targets for and hold to account the Executive Management Team as a whole;

Appoint, set targets for, appraise the performance of, and if necessary dismiss, the individual members of the Executive Management Team and any other direct reports in accordance with the relevant Group policies;

Establish arrangements for monitoring compliance with, and reporting promptly to the Board upon performance against the Partnering Agreement and the Regulatory Framework;

Take or authorise the taking of items through the urgency procedure and ensuring that a report is taken to the Board at the earliest time after the event;

Subject to the Group Member Articles, and provided that it is consistent with the approved values, objectives, policies, business plan, budget, scheme of delegations and financial regulations and any decisions made by the Board or any committee, to take the action he/she considers necessary to ensure the efficient and effective management and routine administration of the Group's activities.

The above authorities may not be further delegated by the Chief Executive without the approval of the Board, other than by way of written delegation of authority to act in his/her temporary absence. That written delegation can be through a minute of the Executive Management Team and will include financial authorisations at a level which only the Chief Executive could sign off.

The Chief Executive also has the following powers and responsibilities: In order to exercise efficient and effective management the Chief Executive may delegate specific responsibilities in writing to Directors or Managers within the following list:

Undertake and be responsible for day to day management of the Group.

Employ and dismiss staff, and set and review individual terms and conditions of employment subject to:

- Adherence to Group HR policies
- Adherence to annual budgets and staffing plans
- Considering and approving of the principles of any workforce restructuring proposals involving five or more employment positions.

Implement policies and strategies, including the Group's or Group Member's Business Plans, and decisions and directions of the Board

Lead, direct, set targets for, and hold to account, staff throughout the chain of command

Ensure that local managers and staff teams are customer-focussed and responsive to the Group's residents, and local councillors.

Authority to set prices or approve price increases for services provided by NCH Group to external bodies.

Take, or authorise the taking, of any appropriate action in cases of urgency or emergency

Take, or authorise the taking, of any appropriate action to preserve the Group's position, pending scrutiny by the Board or appropriate committee of the matter, in relation to any proposed legislation, or any other proposal, scheme, plan, act or omission to act by any person or body or any event or occurrence, including Acts of God.

SPECIFIC MATTERS FOR APPROVAL WITH THEIR DELEGATION LEVELS

The table below sets out the current matters that require specific approval, which positions within the Group have been delegated by each Board to make such approval decisions, and any arrangements for subsequent reporting where a decision relating to such a delegation has taken place.

Specific Board Delegations on Matters of Probity

Matter	Delegation to	Action Taken Notified to
Authority to approve reimbursement of Board Members expenses within policy	Director	Board (annual review)
Authority for Board Members to accept gifts or accept or offer hospitality	Chair	Board (annual review)
Determining breaches of the Group Board Members Code of Conduct	Chair plus 2 other Board members	ARCC or Board
Determining appeal against Panel hearing above	Vice-chair plus 2 ARCC members	ARCC or Board
Grant of offer of tenancy to a Board Member (or related party)	Chief Executive plus one Director	Board (next meeting)
Determination of an appeal from a Board Member (or related party) to an allocation or tenancy management matter	Chief Exec plus 1 other Director	Board (next meeting)
Grant of an offer of employment or engagement as a consultant or contractor to a Board Member or related party	Chief Exec plus one Director	Board (next meeting)
Authority to suspend Standing Orders (urgency procedure)	Chair, or Vice Chair, plus Chief Exec plus 1 other Board member	Board (next meeting)
Authority to suspend Financial Regulations (grant dispensation)	Chair of ARCC plus Chief Exec	ARCC (next meeting)
Approval to repair or improvement to a council property occupied by a Board Member (or close relative) in excess of £1000 outside of the Maintenance Programme Schedule of works.	Chief Exec plus one Director	ARCC (Annual review)

Grant of offer of tenancy to a member of NCH staff (or related party)	Director plus an Assistant Director	Board (annual review)
Grant of offer of tenancy to a City Councillor (or related party)	Director plus Chief Executive	Board (next meeting)
Grant of offer of tenancy to an employee of Nottingham City Council who work in housing – i.e. housing strategy, regeneration, and Housing Aid.	Director plus an Assistant Director	Board (annual review)
Grant of offer of employment or engagement as a consultant or contractor to a City Councillor	Chief Exec plus one Director	Board (next meeting)
Grant of offer of employment to a close relative of existing NCH staff member	Chief Exec plus one Director	Board (annual review)
Re-employment of former employee or re-engagement as self-employed contractor within 6 months of termination of employment with NCH	Chief Exec plus one Director	Board (annual review)
Authority for staff members to accept gifts or to accept or offer hospitality	Line Manager	ARCC (annual review)
Authority to agree out of court settlements	Chief Exec and relevant Delegated Officer	ARCC (next meeting) for matters exceeding £25,000
Authority to agree non-contractual severance arrangements with employees	Chief Exec and relevant Delegated Officer	ARCC (next meeting) for matters exceeding £25,000
Authorisation to settle employment tribunal or other judicial proceedings	Chief Exec and relevant Delegated Officer	ARCC (next meeting) for matters exceeding £25,000
Authorisation to bring judicial proceedings for NCH RP and NCH EL	Director of Investment and Business Services or Company	

	Solicitor	
Authority to dispose, and arrangements for disposal, of stock items and obsolete equipment	Director Investment & Business Services	ARCC (annual review)
Authority to develop new business opportunities: Authority for all payments to be made within the NCH Registered Provider powers and objects Authority for all payments to be made within NCH Ltd powers and objects up to £150k Authority for all payments to be made within the NCH Enterprises powers and objects	NCH Register Provider EMT NCH Enterprises	NCH Board NCH Board NCH Board
Authority to agree compensation payments over £500 to tenants, leaseholders or residents.	Director	ARCC (annual review)
Authority to commence tenders or similar/ equivalent procurement exercise which likely to exceed £100k over the life of the contract	Sourcing Manager	ARCC (annual review)
Approval to enter into contracts, total value for life of the contract: up to £100k. up to £500k up to £1m Please refer to Standing Orders Part 3 Tendering and Contract Procedures for further information.	Head of Service Executive Director Chief Executive	Executive Director Chief Executive ARCC (next meeting)