



Manningham Housing Association

Standing Orders

This document applies to all members of the Board and all staff
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Purpose and Aims

The purpose of this document is to establish the Standing Orders for Manningham Housing Association Limited (MHA) and set out the terms of reference for the committees (see Appendix 1). It should be read in conjunction with the Financial Regulations of the Association, which set out the Scheme of Delegation for the control of the operations of the Registered Provider. The document supports MHA to be compliant with the National Housing Federation Code of Governance, and the requirements of the Financial Conduct Authority (FCA) and the Regulator of Social Housing (RoSH).

Standing Orders

1. Scope

- 1.1. The Standing Orders dictate how the Board and its committees conduct their business. Accordingly, the Standing Orders state the composition of Boards and committees and outline:
 - How often they will meet
 - How much notice must be given before a meeting
 - What constitutes a quorum
 - The order of business to be conducted
 - How minutes will be kept and approved
 - And how papers will be circulated and discussed as per the Rules of the Association.
- 1.2. The Standing Orders also lay down the number of meetings that members must attend, how the meeting will be held, either; virtually, at a named location or as a hybrid meeting and what is to be done in cases of persistent/frequent/ excessive non-attendance. They also specify a procedure for making urgent decisions when required.

2. Background

- 2.1. Manningham Housing Association Limited is a Community Benefit Society (number 25548R), registered under the Co-operative & Community Benefit Society Act 2014. It is a non-registered charity, and is a Private Registered Provider with the Regulator of Social Housing. Its registered office is Bank House, 30 Manor Row, Bradford, West Yorkshire, BD1 4QE
- 2.2. The Rules of the Association determine how the business of MHA will be discharged but because the Rules are brief, further documents are required to clarify how the Board and its committees will operate and what powers will be delegated to the Chief Executive and Directors.
- 2.3. These Standing Orders are not, therefore, intended to replace or alter the Rules of the Association, which can only be amended with the approval of the Board and must be submitted to the FCA and RoSH; rather they are intended to:
 - Amplify those parts of the Rules relating to membership, convening and conduct of meetings
 - Outline the responsibilities and level of authority of MHA's committees and Board, and the individual guarantors, and
 - Provide a sound and clear basis for the conduct of the MHA's business
- 2.4. The Board has ultimate authority for the management of MHA, and delegates operational powers of action and authorisation to the Chief Executive, who in turn may delegate to directors and senior officers of the Association (used interchangeably with "MHA"), in the interests of the efficient and effective

running of MHA. All such delegated authority is detailed within procedures such as Financial Regulations and is specified in job descriptions.

- 2.5. The Chief Executive and senior officers are at all times to act in the best interests of MHA as determined by the Board or its committees.
- 2.6. 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 Chief Executive is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Board.
- 2.7. A copy of these Standing Orders is to be available to members of MHA.
- 2.8. Interpretation of terms in these Standing Orders shall be as provided in the Rules of the Association.
- 2.9. In the event of any doubt as to the meaning or application of the Standing Orders, the matter shall, in the first instance, be referred to the Company Secretary for a decision, who shall report their decision to the next Board meeting. In the event that a decision is not urgent, the Board will resolve the matter taking advice from the Company Secretary.

3. Governance

- 3.1. The composition and procedures governing the Board are prescribed in MHA's Rules.
- 3.2. Members should also refer to separate documentation relating to Board membership, recruitment, succession planning and appraisals.
- 3.3. The Board is responsible for ensuring that MHA complies with the RoSH's Regulatory Standard and adopted Code of Governance (currently the National Housing Federation's Code of Governance).

4. Shareholding Policy

- 4.1. The Board determines whom it shall admit to its Shareholders' Register, so far as that admittance is in accordance with the Rules. To that end the Board determines that it will only admit a person to the Register who is also a member of the Board of MHA, and for the duration that the person remains a Board member. A shareholder may only remain a shareholder after board membership ends, should the board actively determine so.
- 4.2. The Company Secretary shall actively manage the Shareholders' Register in accordance with the Rules and shall add and remove shareholders provided it is done in accordance with the Rules, or the Standing Orders or Shareholder Membership policy. Copies of the Shareholder Register shall be made available in accordance with the Rules.

5. Composition of the Board

- 5.1. The board shall consist of between five and twelve members, including up to five co-optees. Rule D7 lists persons who may not become, or remain a board member, a committee member or Co-optee and Rule D8 states the circumstances under which a board member may be removed.
- 5.2. Board members may be appointed for up to two 3- year terms, with twelve-month extensions where Board agrees that circumstances exist where it would be in the best interest of the Association. No such extensions may be granted where it would cause a Board member to serve beyond the ninth year.
- 5.3. Board members who have retired under MHA Rules D10 and D11.1 are not eligible for re-appointment or re-election at any time in the future. Also, Board members cannot be reappointed as Cooptee of a Committee or Board after their term has ended.

- 5.4. Co-optees may be appointed for up to two 3-year terms. No such extensions may be granted beyond where it would cause co-optees to serve beyond the sixth year. If a Co-optee has been successfully recruited to the Board, their time served as a Co-optee must be counted as part of their maximum number of years in office; two three-year terms.
- 5.5. Co-optees that have served six years as a co-optee to a committee or the Board cannot be reappointed as a Board member.
- 5.6. Board member and Co-optee appointments must be formally approved by the full Board at a Board meeting.

6. Meetings

General meetings

- 6.1. The Rules of the Association set out the procedure for calling General Meetings and are not therefore repeated here.
- 6.2. In the absence of the Chair and the Vice Chair at the meeting, the members will elect a Chair for the meeting. This would in the first instance be the Chair of one of the Committees.

Board Meetings

- 6.3. The Board shall meet at least three times every calendar year, either; virtually where it is in the organisations best interest to do so or at the Head Office. At least seven days' written notice (delivered by hand, sent by post or Electronic Communication) of the date and place of every Board meeting shall be given by the Secretary to all Board Members and co-optees. The Board may meet on shorter notice where not less than seventy-five per cent of the Board Members so agree.
- 6.4. Ordinary meetings of committees or sub-committees and special meetings of the Board may be called as required. There is an annual review of the frequency of meetings.

Quorum

- 6.5. The quorum for the Board is five members. The quorum for a committee shall be decided by the Board as noted in MHA Rule D31 and shall not be less than two. There will be no business transacted at any meeting of MHA, of the Board or any standing committee or sub-committee, unless there is a quorum of members at the commencement of discussion of the business on the agenda.
- 6.6. The Chair will formally open the meeting at the time specified on the agenda. Where there is no quorum within 30 minutes of the commencement time of a Board or standing committee meeting, or during such a meeting, the Chair states that there is no quorum, then that meeting will stand adjourned. Consideration of the business not transacted is to be undertaken at a time fixed by the Chair or to the next ordinary meeting of the Board, standing committee or sub-committee.
- 6.7. Board members can be asked to join a committee meeting (with advice notice) if the Company Secretary and Chair of the 'said' committee are aware that the meeting will not be quorate. However, the Board member asked to join the meeting cannot Chair the meeting. The Company Secretary will monitor how many times consecutively a member has attended a committee meeting, so they don't by default become a member of 'said' committee.

7. Attendance at Board Meetings

- 7.1. All Board members are expected to attend Board meetings. Where other commitments make this impossible, Board members should tender their apologies in advance to the Company Secretary.
- 7.2. All the executive team is invited to attend the meeting and contribute to the debate but not the decisions of the Board. In addition, other staff who have been closely involved in the preparation of items under discussion may attend to present the item and contribute to the debate.
- 7.3. Whilst Board meetings are not held in public, other observers will also be able to attend, and if agreed by the Board, to speak, subject to prior notification to the Company Secretary and to space and facilities being available.
- 7.4. A Board member shall cease to be a member of the Board if:
- they do not participate in any general meeting of MHA from one annual general meeting to the next inclusive nor deliver written apologies in advance, or
 - they have absented themselves from four consecutive meetings of the Board without special leave of absence.
- 7.5. Members are expected to achieve an acceptable level of attendance at meetings. The overall target for the Board as a whole is 70% attendance. If it is necessary for members to absent themselves for a period of time, they should seek leave of absence from the Board. The Board would normally grant a three month leave of absence, but in exceptional circumstances a further three months may be granted, leading to a maximum of six months total leave subject to the Board's discretion.
- 7.6. There may be other circumstances where members require exceptional leave such as long-term sick, maternity or paternity leave, these cases will be considered on a case by case basis. Should a member be granted an extended leave of absence by the Board, an extension to a member's term may be considered by discretion of the Board.
- 7.7. Members who absent themselves for four consecutive meetings are deemed to have resigned, unless an extended leave of absence has been granted. MHA is not obliged to send reminders.

8. Urgent decision-making

- 8.1. In between programmed Board meetings the Chief Executive, or with their sanction, the appropriate officer, is authorised, in consultation with the Chair of the Board or the chair of any standing committee, to deal with urgent work arising at any time. Any such action is to be reported to the next Board or appropriate committee meeting. In the absence of the Chair of the Board or Vice Chair, a relevant committee Chair is authorised to act. As a general rule, the authority described in this section does not extend to policy decisions, even if urgent, which should be the subject of a specially convened meeting. In the event of extreme urgency and only in exceptional circumstances, which do not permit delay, the Chair is authorised to act. In these circumstances a formal record should be made any members consulted and their views be reported to the next meeting of the Board.
- 8.2. **Chairs' Action Procedure** - Generally, this procedure will be used if the matter concerns a decision which is outside the delegated authority of staff or represents a one-off exception to a policy or procedure:

Chair's Action	Detail
Request for action	• Initiated by a written report from the Chief Executive (or in their absence another Director) to the Chair • Sets out the issue that needs to be considered and

	• Why it cannot be dealt with through a normal Board or committee meeting
Decision-making process	• May refer to other Directors for advice or guidance and such requests for relevant information shall not be unreasonably withheld • Consider and decide whether the issue requires a special Board meeting • If, in the opinion of the Chair, the matter does not require a special Board meeting to be called, the Chair will approve or refuse the requested action, having consulted (using any means considered appropriate by the Chair) where possible with the Vice Chair and Chairs of any committee which would ordinarily be involved in the decision • Decision will be recorded in writing and the original report requesting Chair's action, and the decision will be submitted to the next meeting of the Board

9. Order of business

9.1. The order of business at ordinary Board meetings is:

Order of Business	Detail
Administration	• Apologies for absence • In the absence of the Chair and Vice Chair, to select one of their number to act as Chair of the meeting • Any declarations of interest • Confirmation of quorum • To agree the accuracy of the minutes of the last meeting and for the Chair to sign these off • Matters arising, and; • to report any urgent business transacted and any other urgent business, which the Chair agrees shall be transacted at the meeting
Performance – standing items	• Items of normal business of the Board e.g., the Chief Executive's report and the finance report • Performance – analysis and commentary on results if not included in the appropriate committee's reports and minutes • Progress reports against major Business Plan objectives
Minutes & Actions arising	• To receive recommendations of the committees and reports by Chairs of committees • To review the Board action tracker
Ad-hoc	• Any other business

9.2. The Chair or person presiding may vary the order of business with the consent of the majority of members present except for the first items.

9.3. The Chair will ensure that the meeting considers the decisions required under each item of business. In relation to the conduct of meetings the ruling of the Chair is final.

9.4. The order of business at committee meetings shall be as agreed by the committee in question. The general rules as to procedure at Board meetings set out in this section and the Rules will apply, with appropriate adjustments, to committee meetings.

9.5. The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier if agreed by a majority. No business purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If for any reason the full business of the meeting cannot practically be completed the meeting may stand adjourned if a majority of the members present so decide (see above for inquorate meetings).

10. Misconduct

10.1. The meeting will be conducted in accordance with the agenda. All members will direct contributions to the meeting through the Chair. Members will conduct themselves in a manner that does not obstruct the business of the meeting or call into question the status of the Chair.

10.2. If any member persistently disregards the ruling of the Chair or behaves in any way that obstructs the Board or committee business, the Chair (or any member) may move that the motion under discussion be put and, if seconded, it shall be determined without further discussion. (See also the Code of Conduct).

10.3. If the same member continues the misconduct after a motion has been carried, the Chair shall either:

- Move that the member shall leave the meeting, which can be determined without seconding or discussion; or
- Adjourn the meeting and determine where and when it will be reconvened.

11. Voting

11.1. Where a decision is required, if there is not unanimous consensus a show of hands will be requested by the Chair. A recorded vote will be taken if requested by at least four members. Any member may request that their vote be formally recorded.

11.2. In the case of equality of votes (and only in such case) the Chair of the meeting has a second or casting vote, whether or not the Chair voted.

12. Report presentation protocols

12.1. It is the duty of MHA's Chief Executive and staff to ensure that the Board and its committees are informed so as to be able to carry out their responsibilities. In order to keep them informed, staff must provide useable, clear and concise information and not overwhelm committees with data from which it is difficult to extract the key points.

12.2. Every agenda item requiring decision will be supported by a written report providing sufficient information about options and the implications of each option to enable the Board to reach an informed decision in each case. This written report should state clearly and include the following content:

Report Content	Detail
General	• Purpose/Summary • Recommendations
Risk & Compliance review has taken place and implications identified with regard to:	• Financial Implications • Value (VFM/Social Value) Compliance • Tenant Influence • Internal & External stakeholders Consultation • Equality, diversity and inclusion Considerations • Health and Safety Compliance • Risks identified and controls in place • Legal and regulatory issues • Links to primary corporate objectives

- 12.3. Written reports must be sent out so that Board members have them at least five working days before a meeting. Board members may receive various forms of Information Technology to support their Board role. Board papers will be dispatched via the secure Board portal. Items should not be tabled at Board or committee meetings unless genuinely urgent, and in such case only with the prior agreement of the Chair.

13. Confidentiality

- 13.1. All reports submitted to the Board and committees shall be subject to the Board's policy on disclosure of information set out in the Code of Conduct and subject to MHA's policies relation to GDPR and Data Protection legislation.
- 13.2. The Board will conduct its affairs in an open manner and make information publicly available, except items of a confidential nature, the release or debate on which might prejudice the competitiveness and/or viability of the company or offend/contravene data protection regulations and various contractual relationships, including staffing matters.

14. Minutes

- 14.1. The Company Secretary will ensure that detailed minutes are properly maintained and that all decisions are clearly documented and tracked; Annual Action Trackers and approved minutes are placed on the Board Portal for members to review.
- 14.2. Draft minutes of the meeting will be circulated to the Chairs in draft for approval, prior to consideration by the Board or the relevant Committee at the subsequent meeting.
- 14.3. The draft minutes of any meeting are to be confirmed at each subsequent meeting by an affirmative resolution of members present and signed by the Chair via a secure portal.
- 14.4. Members of the Executive Team have responsibility for following up key action points after meetings.
- 14.5. Minutes of all meetings are included on the Board Portal for Board members to review.
- 14.6. Minutes of committee meetings will be filed on the secure Board portal in the relevant Committee folders.

15. Conflicts of interest

- 15.1. MHA is committed to maintaining high standards of conduct in all areas of its activities and relies on all its Board members, committee members and co-optees to observe the Code of Conduct in all aspects of their dealings with or on behalf of MHA. In accordance with the Code of Conduct all staff and Board members should disclose to the Company Secretary:
- An annual declaration of interests
 - Any potential conflicts of interests, as and when they arise
 - Any use made of consultants or contractors normally engaged by MHA
- 15.2. A register of such declarations will be maintained by the Company Secretary.
- 15.3. The register shall be open for inspection at the authorisation of the Chair of the Board or Chief Executive.
- 15.4. Any member or officer or employee of MHA having an interest, direct or indirect in any contract or other matter into which MHA is entering, should declare such interest. They must not vote on the matter and must leave the meeting, unless invited to remain but not speak or vote by the Board or committee, where

such interest is insufficient to demand complete withdrawal. This applies also to interests of close relatives.

15.5. Where a conflict of interest is related to a discussion that is likely to last for more than three Board meetings and is in relation to a significant subject matter, that member will be expected to resign from the Board. The member may be appointed at a future date, but their time served as a Board member will be the combined total of the two lengths of duty.

15.6. The Company Secretary shall ensure that MHA's name, and registered address shall be published in accordance with the law and the Rules.

16. Written resolution

16.1. A resolution sent to all Board Members or all members of a committee and signed or confirmed by Electronic Communication by three-quarters of the Board Members or three-quarters of the members of a committee shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board or committee and may consist of documents in the same form and signed or confirmed by Electronic Communication by one or more persons.

17. Responsibilities and delegation - The Board

17.1. The business of MHA shall be managed by the Board who may exercise all the powers of the company. It will ensure that MHA operates effectively having regard to its objectives and its legal and moral obligations to tenants, those in housing need and the communities in which it operates.

17.2. The overall purpose of the Board is the direction of MHA's affairs. This includes:

17.3. Strategy and Policy

Setting strategic direction	Detail – to ensure that
Approval of all major Strategies Delegation of operational policies to the relevant committee in line with their TOR's	- Ensuring that they are encapsulated through the consideration, approval and monitoring of the Corporate Plan - Operational policies (Including Property Health & Safety and Compliance policies) which are scrutinised and approved by the Customer Experience Committee - People policies which are scrutinised and approved by the People & Governance Committee
Risk & Compliance	- Ensuring compliance with all Regulatory Standards, Data Protection legislation, Health & Safety standards and all applicable laws which must be reviewed on a regular basis - Ensuring that Risk Appetite of MHA is defined and that all risks are effectively reviewed and managed - Ensuring all statutory returns are submitted in a timely manner and that a through self-assessment against applicable Standards is undertaken annually

17.4. Financial Management and Control

Setting strategic direction	Detail – to ensure that the Board authorises and/or monitors:
Regulatory Compliance	- The RoSH's governance and financial viability standard is met - Signatories for RoSH certifications and lenders - Each year's annual report and financial statements prior to publication

Setting strategic direction	Detail – to ensure that the Board authorises and/or monitors:
Treasury	• Treasury Policy • The borrowing strategy and methods for appraising the risks of privately financed development and there is oversight of the arrangement of private finance for development • The viability and the terms for the raising of finance by MHA is assessed • All lenders' covenants are met and that MHA has sufficient cash at all times • The terms and conditions attached to specific loans including without limitation the term, the interest rate, the related costs, the scheduled repayment and to consider and approve the terms and conditions of the loan agreements and security documentation required in relation to those loans • The creation of any fixed charges and/or floating charge by MHA and the terms and conditions of such fixed charges and/or floating charge to be given as security for the loans referred to above • And authorises a Board member or other specified persons to agree and execute any related notices, letters or documents on behalf on the Board and to perform all matters, acts and things which such persons in their absolute discretion deem to be necessary or desirable in connection or in relation to any loan or finance referred to above
Financial Forecasts	• At least annually, the budget; cash flow forecast and the long-term financial forecast (including the Business Plan)
Performance	• VFM performance metrics • Receiving and considering regular reports on MHA's financial indicators • The disposal of any assets with a written down value of over £10,500
Risk & Assurance	• Assets are protected including the maintenance of adequate insurance cover • Monitors and has access to the Assets and Liabilities Register

17.5. **Growth**

- Monitoring performance against MHA's growth targets
- Approval of the Growth & Development Strategy
- Monitor any contractual work undertaken for Homes England or other grant provider.

17.6. **People & Governance**

- Following independent benchmarking, agree salaries for the Senior Team post following review by People & Governance Committee
- Following independent benchmarking agree Terms and Conditions for staff
- Approving any additional post that cannot be contained within the staffing budget
- Approving the annual pay award following review by People & Governance Committee
- Acting in accordance with the MHA's disciplinary and grievance procedures where required
- Considering and overseeing appropriate staff pension arrangements
- Ensuring that MHA follow good practise in terms of staff relations; training and development; appraisals and performance management and equality, diversity and inclusion
- Appointing and, if necessary, dismissal of the Chief Executive.

17.7. **General Management**

- Creating and delegating to committees or other Board Members' bodies
- Agreeing amendments to the Standing Orders, delegated authority and authorised signatories for all bank accounts
- Appointing and removal of Board Members in accordance with MHA Rules
- Appointment of solicitors, bankers and auditors
- Seek advice and guidance from external specialists when required
- Self-assessment and monitor compliance against the chosen Code of Governance at least annually.

17.8. Customer

- Ensure compliance against the RoSH Regulatory Standards
- Ensure MHA are compliant in all Health & Safety matters
- Monitor the performance of MHA in regards to all housing service
- Ensure there are appropriate mechanisms in place for communication with, and the engagement and involvement of, customers
- Seek and act on feedback from customers
- Approve a comprehensive Asset Management Strategy and ensure the adequate finance is available to meet its aims
- Monitor compliance against the Ombudsman Complaints Handling Code
- Monitor compliance against the Consumer Standards
- Monitor compliance against the Tenant Satisfaction Measures

- 17.9. The Board delegates' day to day decision making through its delegation scheme, financial authorities and clear policies and objectives to committees, the Chief Executive and other members of the Executive management team. However, the following significant items are matters which cannot be delegated to executive staff or committees:

Areas of operations

- Expansion of the organisation's operations into new activities or geographic areas
- Any decision to cease a material part of the organisation's operations
- Changes to corporate structure, including the setting up of subsidiaries
- Approval of resolutions to be put forward by the Board at a general meeting

Board structure & remit

- Changes to the structure, size and composition of the Board
- Approval of committee membership, including committee chairs, and committees' terms of reference
- Appointment to the Boards of subsidiaries or other organisations
- Appointments or removal of any officer of the Board or co-optees
- Approval of key policies, other than People policies which are scrutinised and approved by the People & Governance Committee and operational policies (including property health and safety policies) which are scrutinised and approved by the Customer Experience Committee
- Changes to the schedule of matters reserved for Board decisions.

- 17.10. The Board may create standing and other committees or working groups consisting of one or more Board members together with such other persons as the Board sees fit to which it may delegate or refer business for detailed consideration as and when appropriate to deal with specific matters with a view to reporting back to the Board with recommendations. The Board will appoint the Chair of any committee and shall specify the quorum.

Any matter may be referred by the Board to a General Meeting of MHA.

18 Standing committees

- 18.1. Once the Board has made its decisions on overall policy, the implementation and monitoring of these functions may be delegated to committees, sub-committees, Board working groups or the Chief Executive, except for those matters reserved for the Board as set out above. The Board's role thereafter will be to receive periodic reports (as it decides) on the operation of the policy.
- 18.2. The Terms of Reference agreed for all committees approved by the Board will be set out in the Appendix to these Standing Orders.
- 18.3. Board members will form a majority of members appointed to a committee.
- 18.4. A copy of all committee and working group papers and minutes will be placed on the Board Portal. Minutes of committee meetings will be filed on the secure Board portal in the relevant committee folders for review by all Board members, and items approved and recommended to the Board at committee meetings will be reviewed at the subsequent Board meeting for final review and approval.

The role of committees – principles of good governance

- 18.5. By having a strong and effective committee structure MHA will be:
- Taking detailed work away from Board meetings to committee meetings where more scrutiny of issues can take place, leaving the Board free to deal with major issues around the organisation's purpose, values and performance
 - Creating areas of expertise around each of its committees, which will allow stronger links on specific issues between Board members, stakeholders and senior managers within the organisation
- 18.6. The Audit & Risk Committee will have a key role in managing the key risks that the organisation faces.

Committee Attendance

- 18.7. All committee members are expected to attend all meetings. Where other commitments make this impossible, committee members should tender their apologies in advance to the executive director who services the committee or the Company Secretary.
- 18.8. The Board (with the agreement of the Chair) may invite professional advisers, consultants, or other observers subject to prior notification to the executive director who services the committee and the Company Secretary, and if the agenda can accommodate.

Committee Location and frequency of meetings

- 18.9. Committees meet at the frequency set out in their terms of reference and are usually held online. Any variations to this normal pattern will be notified in advance.

Committee Administration

- 18.10. It is the responsibility of the Chief Executive to ensure that the committee meetings are properly serviced, which may be delegated to appropriate executive directors. Papers, which will be available electronically, will normally be distributed five working days in advance of the meeting, and in all instances in time for members to consider them over the weekend prior to the meeting taking place.

Committee Minutes

- 18.11. Minutes of the meeting will be circulated to the Committee Chair in draft for approval, prior to consideration by the committee at its next meeting. The minutes will be filed on the secure Board portal in the relevant committee folder for all Board members to review.

Appointment to Committees

- 18.12. Rule D31 states that the Board will appoint the Chair of any committee and shall specify the quorum.
- 18.13. Chairs and Vice Chairs on election shall hold office until he or she retires from Board, resigns or is removed as Chair.
- 18.14. No person may hold more than one committee Chair's position at any one time.

19. Board and Association membership policy

- 19.1. MHA's policy on shareholding and Board membership is a core element in its overall governance strategy. MHA has to operate effectively in a competitive environment, but also has to be accountable both to the local communities that it serves and to the wider public. MHA's approach to Board membership is outlined in the Board Member & Co-optee Recruitment and Selection Policy, and the Board Composition, Skills and Succession Planning and the Board Members Appraisal Policy.
- 19.2. All Board members must be shareholders. Each Board member will be given a formal letter specifying their obligations to MHA. No Board member can act as such until they have agreed via email that they acceptance their obligations. Any Board member who has not responded to the letter without good reason within one month of election or appointment to the Board shall immediately cease to be a member.
- 19.3. Anyone who has served as a paid employee of MHA cannot apply to become a Member of the Board until six years after the termination of their employment.
- 19.4. MHA is committed to acting in an open, responsible and accountable way and in particular it addresses:
- Responsibility to its residents through their progressive involvement in processes of consultation and participation.
 - Responsibility to the Local Authority and local communities through regular dialogue and consultation and through full and open disclosure of the conduct of its affairs in its annual report.
 - Accountability for the use of public monies through co-operation with the funding and regulatory role of Homes England and the RoSH respectively
- 19.5. MHA considers that it can only effectively deliver its objectives as expressed in its mission statement by adopting a model of stewardship of MHA's affairs similar to that of the trustees of a charitable trust.
- 19.6. Consistent with that stewardship model, it is expected, and all Board members are asked to agree, that upon ceasing to be members of the Board they will resign as shareholding members of MHA.
- ## **20. Elected officers**
- 20.1. Under its Rules, MHA must have a Company Secretary appointed by the Board. The Chief Executive will act as the Secretary on behalf of MHA in the absence of a specifically appointed officer. The responsibilities of the Company Secretary will include, amongst other duties:

- The distribution of notice and agendas of meetings of the Board of Management, any sub-committee, Annual General Meetings and/or Special General Meetings
- The recording and distribution of the minutes of the proceedings of all committee, sub-committee and general meetings of the company
- The maintenance of a Register of Members and Shareholders
- Monitor that statutory returns are submitted within allocated timeframe issued by the governing body
- Monitor that the Annual Report and Financial Statements are prepared by MHA Finance Director and are audited
- Be responsible for ensuring the compliance of MHA within the rules.

The Board will also elect the following officers:

- Chair of the Board
- Vice Chair of the Board
- Any other Chair of sub-committees that the Board determines from time to time.

20.2. Chairs and Vice Chair on election shall hold office until the first Board meeting (or until he or she resigns or is removed as Chair). Chairs and Vice Chair are subject to the same restrictions in terms of office as Board Members. Chairs and Vice Chair shall be subject to re-election every three years, and may not hold the same office for more than six consecutive years. The Board may, extend the Chair or Vice Chairs terms of office by a further twelve months when Board agrees that circumstances exist where it would be in the best interest of the Association. No such extensions may be granted where it would cause the Chair or Vice Chair to serve beyond the ninth year.

21. Responsibilities of the Board Chair

21.1 The responsibilities of the Board Chair are to:

- Ensure the efficient conduct of the Board's business and of MHA's general meetings
- Ensure that all Board members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with a code of conduct approved by the Board
- Establish a constructive working relationship with, and provide support for, the Chief Executive and ensure that the Board as a whole acts in partnership with executive staff
- Ensure that the Board delegates sufficient authority to its 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 also, to ensure that the Board monitors the use of these delegated powers
- Ensure that the Board receives professional advice when it is needed, either from its senior staff or from external sources
- Ensure that the organisation follows the recommendations of the National Housing Federation Code of Governance which are appropriate to its circumstances
- Represent the organisation as appropriate
- Take decisions delegated to the Chair; and, working in consultation with other non-executive Board members
- Ensure the Board agrees the role of the Vice Chair, where there is one

21.1. The responsibilities of the chairs of committees are in the context of their own committee similar to those of the Chair of the Board. In addition, however they are responsible for ensuring that the work of their committees is properly and fully drawn to the attention of the Board as a whole.

21.2. In the case of dispute, the Board's decisions must override those of any committee. However, the Chair of the Board and/or the Chair of the Audit & Risk Committee has the right to report any such action to the

external auditors (and where necessary to external regulatory bodies), after discussion at the Board about this proposed course of action.

22. Responsibilities of the Vice Chair

22.1. In addition to the duties of all Board members, the Vice Chair has additional duties:

- In the absence of the Chair to ensure the Board's business and MHA's General Meetings are conducted efficiently
- In the absence of the Chair to ensure MHA is represented as required
- In the absence of the Chair to ensure MHA's affairs are conducted in accordance with generally accepted codes of performance and propriety
- To act as an ambassador for and representative of MHA as required
- The Vice-Chair may take on specific duties for the Chair e.g. induction of new Board members etc
- To acts as a "critical friend" and "sounding board" for the Chair, and
- To fulfil any other roles as agreed by the Board and/or the Chair
- To support the Chair in the annual appraisal of the Chief Executive

22.2. The organisation expects high standards from its Vice Chair, including high levels of commitment and contribution; a professional approach at all times; allied to an empathy with and loyalty to the purposes of MHA and the ability to deputise for the Chair whenever the need arises.

23. Delegation to the Chief Executive and Directors

23.1. Please refer to the financial regulations.

24. The duties of the Chief Executive

24.1. **Overall purpose**

- Provide effective leadership and performance management of MHA, holding executive responsibility for all its day-to-day operations
- Ensure that MHA works effectively with current and future tenants, leaseholders, residents, partners and other stakeholders to shape the future development of the organisation

24.2. **Responsibilities**

Responsibilities	Detail
Setting direction	• Lead the development of strategic goals, objectives, business and financial plans, providing the Board with options relating to the development of the organisation; to advise on the formulation of policy and lead the implementation of Board decisions so that objectives are achieved • Provide clear direction, effective leadership and support to the senior management team and through them, to all staff; develop a leadership style and culture which encourages and motivates all employees to enable the provision of high-quality services • Lead MHA in delivering community investment which will promote and enable tenant involvement • Review business strategy and assess the strategic options facing the Board in order to make appropriate recommendations for future activity • Ensure that MHA demonstrates commitment to delivering a customer focussed service, and ensures customer involvement throughout the whole organisation • Ensure that MHA develops an Asset Management Strategy that delivers stock investment needs

Responsibilities	Detail
	- Develop and maintain partnerships and links that promote a positive profile of MHA, that maximise available resources and opportunities, and are in accord with Board, staff and tenants' aspirations - Shape and lead cultural and organisational change that supports service delivery and motivates all employees enabling them to provide the highest standards of service to all customers - Lead the organisation with the target of being amongst the most successful housing organisations, adopting a professional approach to delivery and partnerships in order to achieve housing and other social outcomes
Board	- Ensure that the Board and its committees are serviced effectively and provided with full information to enable them to make well-informed decisions within their overall mandate. To also foster and promote collaborative working with the Chair and the Board of Directors - Ensure provision of a training and development strategy that enables Board members to work effectively together in fulfilling their statutory, regulatory and leadership responsibilities
Regulatory compliance	- Ensure the activities of MHA are carried out to the highest standards of integrity and professionalism, meeting company secretarial and governance requirements, and in accordance with regulation, statutory bodies, relevant legislation and best practice - Take overall responsibility for ensuring that financial affairs of the organisation are properly controlled and that the financial security of the organisation is maintained and enhanced

25. Specific – delegations to Chief Executive

25.1. Subject to these Standing Orders, the Chief Executive may, without further reference to the Board or any committee take the action he or she considers necessary to ensure the efficient and effective management and routine administration of MHA's activities. Under the management of, and through, the Chief Executive, the following activities are delegated to those officers whom the Chief Executive shall decide from time to time shall be authorised to so act or whose job descriptions would normally include such activity, as the case may be.

25.2. HR matters

- Within approved policies, settle terms and conditions of service, salaries, and other emoluments.

25.3. Decisions - Decide the following matters:

Responsibilities	Detail
Recruitment	- Authorisation of the establishment of posts and all appointments below Director level - Authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling expenses - Determination of rates of pay and allowances and pension arrangements, within budgetary levels approved by the Board
Retention	- Extension of sick pay entitlements - All staff welfare matters - Extensions of service - Informal and formal communications, consultations and negotiations with employee representatives - Leave of absence in excess of normal entitlement - Member and staff training arrangements and attendance at courses - Determining ex gratia payments to employees in cases of loss or damage to possessions in connection with the work of the company

Responsibilities	Detail
	• Conducting disciplinary and grievance hearings as provided for in the company's HR policies
Performance	• Operation of a performance appraisal scheme • The dismissal of staff below director level and arrangements as to pension and/or other compensation arrangements where applicable provided the necessary steps have been taken to comply with relevant legislation and policy relating to the disciplining and dismissal of staff

25.4. Finance

- As determined under Financial Regulations.

25.5. Housing Management, Maintenance and Regeneration

Responsibilities	Detail
Housing Management	• The overall management of the housing stock including selection of tenants, letting of dwellings, garages and other buildings etc., in accordance with MHA approved policies • Legal and other appropriate action in connection with the company's housing management • The termination of tenancies, including the issue of appropriate legal notices, in respect of all dwellings, garages or other accommodation and land and the repossession 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 • Assessment of rents in accordance with approved policies and schemes and appropriate notification to tenants • Determination of applications for minor alterations to boundaries
Property Maintenance	• Carry out repairs, improvement and modernisation programmes within approved budgets and policies
Growth	• Determining the use of land for housing development which is not immediately required
Property disposals	• Negotiating the disposal of property and other assets as determined in the Financial Regulations and the authorisation of payments in connection with this activity • Administration of the Right to Buy and Right to Acquire Schemes and the administration of any compensation scheme concerning works to properties which the Operations committee may approve from time to time
Legal	• Legal action to enforce covenants relating to all properties of the company • Instituting appropriate action to enforce conditions of sale • Approval of terms for licences, wayleaves and easements • Application for planning permission and the invitation and acceptance of tenders for house construction, improvement and repair schemes subject to the provision of Financial Regulations and within approved budgets

26. The Company Seal

26.1 The Seal shall not be affixed to any document unless the sealing has been authorised by a resolution of the Board or by decision of the Chief Executive to which the Board has delegated powers in this behalf.

26.2 The Seal shall be in the custody of the Company Secretary and kept in a safe place at their discretion.

- 26.3 An entry of every sealing of a document shall be made and consecutively numbered in a register to be kept for that purpose. The register for seals will be available upon request for inspection by the Board.
- 26.4 Documents that are sealed must be attested by either:
- The Company Secretary, along with one Member of the Board; or
 - As otherwise directed by resolution of the Board
- 27. Powers of Attorney**
- 27.1 MHA Rule G5 provides flexibility for the MHA Board to alternative authorise the execution of deeds in any other way permitted by law, including Power of Attorney.
- 27.2 Any document requiring execution as a deed requires two signatures, any two from this list can be used:
- Company Secretary
 - Chief Executive Officer
 - Executive Director of Operations
 - Executive Director of Finance and Resources
- 27.3 An individual that has been appointed as attorney may sign a deed in the presence of a witness, without use of the seal. The witness must also be physically present when the document is signed, even where the document is signed electronically.
- 27.4 Power of Attorney:
- authorises specific individuals to execute deeds on behalf of the Board (the **Attorneys**)
 - authorises the Attorneys to execute such deeds electronically or under hand

Appendix 1: Board & Committees Terms of Reference

Chair of Board and Vice Chair of Board's membership of committees

The Chair of Board cannot Chair or be a member of the Audit and Risk Committee, but the Chair of Board can be a member of any other Committee. The Chair is only permitted to Chair the Board or the Customer Experience Committee.

The Vice Chair of Board can be a member or Chair any Committee, however if they Chair the Audit and Risk Committee, the Vice Chair is not permitted to Chair any other Committee and if the Vice Chair, Chair's the People & Governance Committee they are not permitted to Chair the Audit and Risk Committee.

The Chair and the Vice Chair of Board should not be members of the same Committee.

Audit and Risk Committee Terms of Reference

The Audit Committee shall have full delegated authority to carry out its role as detailed below.

The Audit Committee is authorised by the Board of MHA to investigate any activity within its Terms of Reference. It is authorised to require and receive any information it needs from any relevant employee or Board member. All employees are required to co-operate with any request made by the Audit Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

General Purpose

- To oversee the internal and external audit functions and provide the Board with assurance on the effectiveness of risk and internal control frameworks.

Membership and attendance

- The membership of the Audit Committee shall be determined by the Board
- In appointing members, it will be the policy of the Board to take all practical steps to include in its membership individuals having recent and relevant financial, scrutiny or audit expertise and experience, and experience of business
- The Chair of the Audit & Risk Committee and Committee members can identify skill gaps and suggest recruitment of co-optees to bridge the skills gaps identified. Appointment of Co-optees must be formally approved by the full Board.
- The Chair of the Audit & Risk Committee shall have the power to require the presence or absence of the Chief Executive, other Board members or members of staff, save where for good reason the Audit & Risk Committee resolves that such attendance would be inappropriate. That resolution and the reasons therefore shall be recorded in the Audit & Risk Committee's Minutes

Meetings

- The Audit & Risk Committee will shall usually meet quarterly but with a minimum of three meetings per financial year

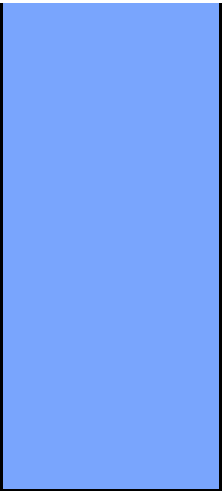
- The Chair of the Audit & Risk Committee will decide the frequency and timings of the meetings in consultation with the Company Secretary. The external and internal auditors or the Chief Executive may also request a meeting if they consider one to be required
- A quorum for committee meetings will be a minimum of two Board members
- There will be no business transacted unless there is a quorum of members at the commencement of discussion of the business on the agenda
- The Audit & Risk Committee will meet in private. Its proceedings will be confidential and in accordance with the Board Code of Conduct
- The Chair will ensure that full minutes of each meeting are taken and approved agenda items which are recommended to Board are presented to the full Board at the subsequent Board meeting.
- The Company Secretary will place on the Board Portal the minutes of all Audit & Risk Committee meetings for review by all the members of the Board, Audit and Risk Committee and the Executive team. The Board will discuss the work of its Audit & Risk Committee once a year, based on a formal report by that committee's Chair
- The Executive team or his/her representative will normally attend each meeting of the committee but the committee shall have the right at all times to meet in private without the attendance of any non-members should it see fit
- At least once in each year the Audit & Risk committee shall have a private meeting with the internal and external auditors without staff in attendance, at which they shall be entitled to raise such questions as they may see fit of the internal or external auditors. In addition to holding such private meetings the Chair of the Audit & Risk Committee shall have the right to report any matter of concern or seek advice from any regulatory body or MHA's internal or external auditors

Delegated Authority

- The Chair of the Committee or, in the absence of the Chair, a duly authorised Board member of the committee shall have delegated authority and be authorised to deal on behalf of the Audit & Risk Committee with any matter which may arise between ordinary meetings of the committee and all actions taken under such authority shall be reported to the next meeting of the committee
- The powers granted to the Audit & Risk Committee under these Terms of Reference shall be exercised in accordance with any written instructions which may be given by the Board from time to time and these Terms of Reference may be varied at any time by Board.

Table – Audit & Risk Committee Terms of Reference

AUDIT & RISK COMMITTEE	
Quoracy	At a meeting, the quorum is two Board Members
Meetings	The Committee shall usually meet quarterly but with a minimum of three meetings per financial year
Membership	Maximum of 6 Members.
Committee Members	Cym D’Souza (Chair) Mags Pearson (Co-optee) Simon Ellis Munir Ahmed
Terms of Reference	Audit - To oversee the internal and external audit, to agree the nature and scope of both functions and to oversee the work undertaken - Oversee the tender process and recommend the appointment of external and internal auditors for MHA subject to ratification by the Board - To monitor the implementation of approved recommendations relating both to internal and external audit reports and management letters Oversight and Review - To ensure the maintenance of adequate and effective systems of internal financial control - To monitor the Association’s key risks, recommend updates to risks or controls, ensuring overall processes and procedures for managing risk are robust, and to report back on any issues to Board - To monitor and advise the Associations approach to fraud prevention and investigation (including whistleblowing) and receive reports of any incidents and lessons learned - Consider the implications of any changes in the risk environment - Support the Board in its role in the review of strategic risks - To advise the Board on the effectiveness of the Association’s financial management and control systems - Scrutinise and approve the financial and risk policies at committee level and where necessary recommend for final review and approval by Board - Monitor implementation of the risk policy - Review the MHA annual financial statements before submission to the Board considering - Any material changes in accounting policies and practises - Major judgemental areas and management estimates - Going concern assumptions - Material adjustments resulting from the audit - Compliance with accounting standards - Compliance with legal and regulatory standards - Consider and review Budget and Business Plan and make a recommendation to the Board. Including key assumptions, stress tests and mitigating actions - Undertake specific work relating to the quality of MHA’s financial forecasting, budget information or other financial matters if directed by the Board - Ensure MHA’s Asset and Liability Register is comprehensive up to date and meets regulatory expectations - Appoint any external financial advisors it considers necessary - Review MHA annual insurance arrangements

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- Review, critique and advise in regards to MHA Business Continuity Plan
 - Monitor the submission all financial returns to the Regulator(s) and funders (THFC, RBS) to ensure MHA is meeting the Regulators deadlines
 - To maintain awareness of relevant legal and regulatory requirements, with particular focus on the RSH economic standards whilst leaving People and Governance Committee to take the lead on the governance element of the Governance and Financial Viability Standard and the Customer Experience Committee to take the lead on the Consumer Standards.
 - Consider and review all future funding requirements and refinancing and make a recommendation to the Board
 - Review and recommend the annual Treasury Strategy to Board
 - Review and recommend the Value for Money (VFM) Strategy to Board and monitor progress against the Strategy

People & Governance Committee - Terms of Reference

The People & Governance Committee shall have full delegated authority to carry out its role as detailed below.

The People & Governance Committee is authorised by the Board of MHA to investigate any activity within its Terms of Reference. It is authorised to require and receive any information it needs from any relevant employee or Board member. All employees are required to co-operate with any request made by the People & Governance Committee.

The People & Governance Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

General Purpose

- The overall role and purpose of the People & Governance Committee is to ensure that remuneration arrangements support the strategic aims of MHA and enable the recruitment, motivation and retention of senior executives while also complying with the requirements of regulation
- The People & Governance Committee has delegated responsibility for recommending remuneration for all executive directors, including pension rights and any compensation payments for Board approval
- To recommend the remuneration for non-Executive members; oversee their contracts and ensure that clear succession plans are in place

Membership and attendance

- The Membership of the People & Governance Committee shall be determined by the Board
- The Chair of the People & Governance Committee and Committee members can identify skill gaps and suggest recruitment of co-optees to bridge the skills gaps identified. Appointment of Co-optees must be formally approved by the full Board.
- The Chair of People & Governance Committee shall have the power to require the presence or absence of the Chief Executive, other Board members or members of staff, save where for good reason the People & Governance Committee resolves that such attendance would be inappropriate. That resolution and the reasons therefore shall be recorded in the People & Governance Committee's Minutes

Meetings

- The People & Governance Committee will meet at least three times a year
- The Chair of the People & Governance Committee will decide the frequency and timings of the meetings in consultation with the Company Secretary
- A quorum for committee meetings will be a minimum of two Board members
- There will be no business transacted unless there is a quorum of members at the commencement of discussion of the business on the agenda
- The People & Governance Committee will meet in private. Its proceedings will be confidential and in accordance with the Board Code of Conduct
- The Chair will ensure that full minutes of each meeting are taken and approved agenda items which are recommended to Board are presented to the full Board at the subsequent Board meeting

- The Company Secretary will place on the Board Portal the minutes of all People & Governance meetings for review by all the members of the Board, People & Governance Committee and the Executive team. The Board will discuss the work of its People & Governance Committee once a year, based on a formal report by that committee's Chair
- The Executive team will normally attend each meeting of the committee but the committee shall have the right at all times to meet in private without the attendance of any non-members should it see fit

Delegated Authority

- The Chair of the Committee or, in the absence of the Chair, a duly authorised Board member of the committee shall have delegated authority and be authorised to deal on behalf of the People & Governance Committee with any matter which may arise between ordinary meetings of the committee and all actions taken under such authority shall be reported to the next meeting of the committee
- The powers granted to the People & Governance Committee under these Terms of Reference shall be exercised in accordance with any written instructions which may be given by the Board from time to time and these Terms of Reference may be varied at any time by Board

Table – People & Governance Committee Terms of Reference

	PEOPLE & GOVERNANCE COMMITTEE	
Quoracy	At a meeting the quorum is any two Board Members	
Membership	Maximum of 5 Members	
Committee Members	John Knox (Chair) Alice Kinder	Rupert Pometsey Syka Sheikh (Co-optee)
Terms of Reference	• Scrutinise and approve all People Policies and recommend additional policies for efficient governance • Monitor governance compliance with adopted Codes, MHA policies, MHA Standing Orders • Consider MHA's policy on remuneration and conditions of service generally for employees prior to final Board approval • To maintain awareness of relevant legal and regulatory requirements, with particular focus on the RSH governance standards; whilst leaving Audit & Risk Committee to take the lead on the economic element of the Governance and Financial Viability Standard and the Customer Experience Committee to take the lead on the consumer standards. • Recommend to the main Board for approval rates of pay and terms and conditions for Board Members • Review contractual terms on termination, and payments made, are fair to individuals and to MHA • Establish policies to develop the workforce including a Performance and Probationary Policy and Learning and Development Policy • Monitor and manage any conflicts of interest • Review and recommend the Equality, Diversity and Inclusion Strategy & Action Plan to the Board and monitor delivery of the Action Plan against the agreed Strategy • Review and recommend the People & Culture Strategy and Action Plan to the Board and monitor delivery of the Action Plan against the agreed Strategy • Review People & Board policies and safeguard against discrimination by scrutinising EDI Assessments • Review MHA performance when presented the Annual People performance report	

	• Ensures that the annual appraisals for the Executive Team are signed off by the Board Chair and any areas of concern, for example performance, is brought to the attention of the Committee. • Recommend to the Board specific packages for the Executive Team including pension rights and other benefits, terms and conditions • Agree any action taken against an Executive such as, Redundancy; Disciplinary and Dismissal prior to approval by Board • Refer any decision made by the Executives, which the committee feels needs further discussion or approval to the Board • Agree the annual cost of living award for the organisation prior to the Audit & Risk Committee considering the budget and business plan, and recommend to the Board for approval • Periodically review MHA whole staff benefits package against the sector and recommend amendments to the package for consideration • Determine and recommend to the Board the framework and policies for the remuneration and expenses for the Chair and Non-Executive Directors based on external independent advice • Monitor that a Board Appraisal Policy is adopted and carried out • Scrutinise external consultants' proposals for independent advice and assistance and recommend consultant engagement/appointments to Board • Annually review the Board Skills Matrix and that the Board Training and Development Plans are being progressed. Ask Board to consider and formally approve recruitment of Board members or Co-optees to bridge skill gaps • Annually monitor and review the succession plans for Board Members and the Executive • Review amendments made by our legal consultants to the existing contracts of the Executive and Board Members to ensure they comply with best practice • Prepare the Committee Chair's Report to Board on major topics and approvals annually Verbally feedback significant discussions or recommendations to the Board at each meeting (if necessary)
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Customer Experience Committee - Terms of Reference

The Customer Experience Committee shall have full delegated authority to carry out its role as detailed below.

The Customer Experience Committee is authorised by the Board of MHA to investigate any activity within its Terms of Reference. It is authorised to require and receive any information it needs from any relevant employee or Board member. All employees are required to co-operate with any request made by the Customer Experience Committee.

The Customer Experience Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

General Purpose

- The overall role and purpose of the Customer Experience Committee is to assure Board that MHA is providing a high-quality service, homes are safe and secure and that tenants voice is being heard at the highest level

Membership and attendance

- The Membership of the Customer Experience Committee shall be determined by the Board
- The Chair of the Customer Experience Committee and Committee members can identify skill gaps and suggest recruitment of co-optees to bridge the skills gaps identified. Appointment of Co-optees must be formally approved by the full Board.

- The Chair of Customer Experience Committee shall have the power to require the presence or absence of the Chief Executive, other Board members or members of staff, save where for good reason the Customer Experience Committee resolves that such attendance would be inappropriate. That resolution and the reasons therefore shall be recorded in the Customer Experience Committee's Minutes

Meetings

- The Customer Experience Committee will meet at least three times a year
- The Chair of the Customer Experience Committee will decide the frequency and timings of the meetings in consultation with the Company Secretary
- A quorum for committee meetings is a minimum of two Committee members which includes one Board member
- There will be no business transacted unless there is a quorum of members at the commencement of discussion of the business on the agenda
- The Customer Experience Committee will meet in private. Its proceedings will be confidential and in accordance with the Board Code of Conduct
- The Chair will ensure that full minutes of each meeting are taken and approved agenda items which are recommended to Board are presented to the full Board at the subsequent Board meeting
- The Company Secretary will place on the Board Portal the minutes of all Customer Experience meetings for review by all the members of the Board, Customer Experience Committee and the Executive team. The Board will discuss the work of its Customer Experience Committee once a year, based on a formal report by that committee's Chair
- The Executive team will normally attend each meeting of the committee but the committee shall have the right at all times to meet in private without the attendance of any non-members should it see fit

Delegated Authority

- The Chair of the Committee or, in the absence of the Chair, a duly authorised Board member of the committee shall have delegated authority and be authorised to deal on behalf of the Customer Experience Committee with any matter which may arise between ordinary meetings of the committee and all actions taken under such authority shall be reported to the next meeting of the committee
- The powers granted to the Customer Experience Committee under these Terms of Reference shall be exercised in accordance with any written instructions which may be given by the Board from time to time and these Terms of Reference may be varied at any time by Board

Customer Experience Committee – Terms of Reference

	Customer Experience Committee
Quoracy	At a meeting the quorum is two Committee Members, with at least one Board member present.
Membership	Maximum of six Members which includes up-to three MHA customers or members of their family who have lived in the household for a minimum of 2 years, and up to three co-opted members. The chair of the Committee will be a board member.

Committee Members	Shazia Khan (Chair) Craig Simons Tausif Mohammed Kevin McAlister (Co-optee) Michelle Anderson-Dore (Co-optee)
Terms of Reference	The main remit of the Customer Experience Committee is: • To effectively scrutinise and challenge service delivery • To drive customer shaped service improvements • To provide Board with assurance that MHA is fulfilling its regulatory compliance with the Consumer Standards • To provide Board assurance that MHA is meeting all it's health and safety requirements • To review compliance against the Housing Ombudsman complaint handling code • Monitor that EDI is considered in all decisions made in respect of customers • To seek assurance on behalf of the Board that the right policies are in place This remit will be achieved through the Committee will: • Receive and review reports on KPIs, including complaints and customer feedback, relating to all operational services. • Review and approve all operational policies including Health & Safety policies delegated to the committee by the Board • Review and recommend the Health & Safety Policy and Manual to the Board for final approval • Monitor the ongoing quality of overall services provided to customers through the review of performance, customer feedback methods and customer service standards. • Scrutinise reporting and provide assurance to the Board on customer Health & Safety compliance, including property-related and other external Health & Safety compliance, identify any areas of non-compliance, monitor improvements and report to the Board any concerns or issues. • Receive a regular Performance report which provides details of MHA complaint handling performance, anti-social behaviour cases reported and recommend any policy changes to improve service delivery • Review any Housing Ombudsman determinations and approve any appeal to determinations if necessary. Escalate any serious maladministration concerns to Board • Monitor compliance against the Ombudsman Complaints Handling Code Self-Assessment and ensure actions arising from the self-assessment are completed • Monitor satisfaction data and customer insight to help drive service improvements. • To maintain awareness of relevant legal and regulatory requirements, with particular focus on the RSH consumer standards; whilst leaving Audit & Risk Committee to take the lead on the economic element of the Governance and Financial Viability Standard and the People & Governance Committee to take the lead on the Governance standards. • Gain assurance that MHA is complying with the Regulator of Social Housing Consumer Standards and refer any potential associated non-compliance to the Board. • Review our performance against the Tenant Satisfaction Measures, before being submitted to the RoSH, ensuring the information being submitted is accurate, reliable, valid, and transparent. • Review the Annual Report to Tenants prior to its publication • Ensure resident engagement processes are used effectively and the customers voice is being listened to, to inform future service delivery

	• Monitor the implementation of recommendations suggested by the Tenant Scrutiny Forum • Suggest any Internal Control audits on operational services as part of the Internal Audit programme • Monitor Action Plan progress against Strategies under the Committees remit
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Task & Finish - Terms of Reference

The Task & Finish group shall have full delegated authority to carry out its role as detailed below.

The Task & Finish group is authorised by the Board of MHA to investigate any activity within its Terms of Reference. It is authorised to require and receive any information it needs from any relevant employee or Board member. All employees are required to co-operate with any request made by the Task & Finish group.

The Task & Finish group is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

Meetings

- A quorum for a meeting is a minimum of three Board members
- There will be no business transacted unless there is a quorum of members at the commencement of discussion of the business on the agenda
- The Task & Finish group will meet in private. Its proceedings will be confidential and in accordance with the Board Code of Conduct
- The Executive Chair will ensure that actions and recommendations of each meeting are taken and approved agenda items which are recommended to Board are presented to the full Board at the subsequent Board meeting

Delegated Authority

- The powers granted to the Task & Finish group under these Terms of Reference shall be exercised in accordance with any written instructions which may be given by the Board from time to time and these Terms of Reference may be varied at any time by Board

TASK & FINISH GROUP	
Quoracy	At a meeting, the quorum is three Board Members
Group	Interchangeable group; one Board member from each committee
Chair	Executive Director, who is the project lead, responsible for the 'Task/Project'
Terms of Reference	Scope of work • Defines and agrees boundaries for the scope of work • Outlines the issues to be addressed Purpose and Objectives

	• Review and/or scrutinise information and data provided by the project lead • Assess viability of the 'Task/Project' and recommend if appropriate, final approval by the Board • Assess if the Task/Project best fits with MHA mission and values • Provide guidance to the Task/Project lead, which may include guidance and advice on best practices, process and approach to achieve the objective(s) of the Task/Project • Defer recommendations if further information is required for the group to make an informed decision or recommendation to the Board Reporting and Accountability • Monitor progression of action plans, milestones and objectives against Tasks/Projects • Liaise with the Audit & Risk Committee, to ensure that appropriate internal controls are in place and that risks are effectively managed and reported
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Board – Terms of Reference

Board	Terms of Reference			
Quoracy	At a meeting, quorum is 5 Board Members			
Appointments	Maximum of 12 Members			
Committee Members	Rupert Pometsey (Chair) Shazia Khan (Chair of Customer Experience Committee) Simon Ellis	Cym D'Souza (Vice Chair and Chair of Audit & Risk) Craig Simons	Alice Kinder John Knox (Chair of People & Governance Committee)	Munir Ahmed
Strategic	- Setting the Strategic direction of MHA and ensuring that this is encapsulated through the consideration, approval and monitoring of the Corporate Plan - Approval of all Major strategies and Policies - Ensuring compliance with all Regulatory Standards: Health & Safety standards and all applicable laws. These must be reviewed on a regular basis - Ensuring that Risk Appetite of MHA is defined and that all risks are effectively reviewed and managed - Ensuring all statutory returns are submitted in a timely manner and that thorough self-assessments against applicable Standards are done annually			
Financial	- Ensuring compliance with the RSH's financial viability standard - Approving the budget; cash flow forecast and the long-term financial forecast (including the Business Plan) - Receiving and considering regular reports on MHA's financial indicators - Approval and monitoring of MHA's Treasury Policy. Monitor that all Lenders covenants are met and that MHA has sufficient cash at the times - Ensuring MHA's assets are protected including the maintenance of adequate insurance cover - Review and monitor the content of the Assets and Liabilities Register on an Annual basis, ensuring that the relevant documentation is included - Approving each year's accounts prior to publication and approve each year's Budget and Business Plan - Approving the disposal of any assets with a written down value of over £10,500 - Agreeing authorised signatories for RSH certifications and lenders			
Growth	- Monitoring performance against MHA's development targets and approval of the development programme - Monitor any contractual work undertaken for the RSH			
People & Governance	- Setting salaries for the Senior Team posts, following a review by People & Governance Committee - Approving any additional posts that cannot be contained within the staffing budget - Acting in accordance with the MHA's disciplinary and grievance procedures where required - Considering and overseeing appropriate staff pension arrangements. Monitor that MHA follow good practise in terms of staff relations, training and development, and appraisals and performance management - Appointing and, if necessary, dismissal of the Chief Executive and Company Secretary			
General Management	- Creating and delegating to Committees or other Board Members. Appointing and removal of Board Members in accordance with MHA rules - Agreeing amendments to Standing Orders, delegated authority and authorised signatories for all bank accounts, appointment of solicitors, bankers and auditors - Public relations and marketing policy; seek advice and guidance from external specialists when required - Self-assessment against the chosen Code of Governance - Complete a 6-year term (3+3) with twelve-month extensions when Board agrees that circumstances exist where it would be in the best interest of the Association. No such extensions may be granted where it would cause a Board member to serve beyond the ninth year.			
Customer	Ensure compliance against Regulatory Standards, Tenant Satisfaction Measures and the Ombudsman Complaints Code. Monitor that MHA is compliant in all H, S & Compliance matters. Seek and act on feedback from customers			

- Monitor the performance of MHA in regards to all Housing Services
- Approve a comprehensive Asset Management Plan and ensure the adequate finance is available to meet its aims