Standing Orders

and

Financial Regulations
Contents

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Introduction</td>
<td>5</td>
</tr>
<tr>
<td>2. Forum Housing Association</td>
<td>6</td>
</tr>
<tr>
<td>2.1 History</td>
<td>6</td>
</tr>
<tr>
<td>2.2 Mission</td>
<td>6</td>
</tr>
<tr>
<td>2.3 Our Impact</td>
<td>7</td>
</tr>
<tr>
<td>2.4 Aims and Objectives</td>
<td>7 – 8</td>
</tr>
<tr>
<td>2.5 Constitution and Governance Structure</td>
<td>8</td>
</tr>
<tr>
<td>2.6 Legal Structure</td>
<td>8</td>
</tr>
<tr>
<td>2.7 Governance Arrangements</td>
<td>9</td>
</tr>
<tr>
<td>3. Standing Orders</td>
<td>9</td>
</tr>
<tr>
<td>4. General Meetings</td>
<td>9 – 10</td>
</tr>
<tr>
<td>5. Board Meetings</td>
<td>10 – 11</td>
</tr>
<tr>
<td>6. Chair</td>
<td>11</td>
</tr>
<tr>
<td>6.1 Parent Chair</td>
<td>11</td>
</tr>
<tr>
<td>6.2 Subsidiary Chair</td>
<td>12</td>
</tr>
<tr>
<td>6.3 Vice-Chair (of the Parent Board)</td>
<td>12</td>
</tr>
<tr>
<td>6.4 Chair of Meetings</td>
<td>12</td>
</tr>
<tr>
<td>7. Committee Membership</td>
<td>13</td>
</tr>
<tr>
<td>8. Meeting Quorum</td>
<td>13 – 14</td>
</tr>
<tr>
<td>9. Agenda</td>
<td>14</td>
</tr>
<tr>
<td>10. Minutes</td>
<td>15</td>
</tr>
<tr>
<td>11. Annual Records of Minutes</td>
<td>15 – 16</td>
</tr>
<tr>
<td>12. Resolutions</td>
<td>16</td>
</tr>
<tr>
<td>13. Confidentiality and Open Meetings</td>
<td>16 – 17</td>
</tr>
<tr>
<td>14. Conduct of Meetings</td>
<td>17</td>
</tr>
<tr>
<td>15. Urgent Decisions</td>
<td>17</td>
</tr>
<tr>
<td>16. Interests of Board Directors</td>
<td>17 – 19</td>
</tr>
<tr>
<td>17. Interests of Employees</td>
<td>19 – 20</td>
</tr>
<tr>
<td>18. The Parent Board</td>
<td>20 – 21</td>
</tr>
<tr>
<td>18.5 Business Plan Responsibilities</td>
<td>21</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
</tr>
<tr>
<td>---------</td>
<td>------</td>
</tr>
<tr>
<td>18.6</td>
<td>Governance Responsibilities</td>
</tr>
<tr>
<td>18.7</td>
<td>Performance</td>
</tr>
<tr>
<td>18.8</td>
<td>Executive Team</td>
</tr>
<tr>
<td>18.9</td>
<td>Delegation</td>
</tr>
<tr>
<td>18.10</td>
<td>Members</td>
</tr>
<tr>
<td>18.11</td>
<td>Chair’s Action</td>
</tr>
<tr>
<td>19</td>
<td>The Subsidiary Boards</td>
</tr>
<tr>
<td>20</td>
<td>Risk &amp; Audit Committee</td>
</tr>
<tr>
<td>21</td>
<td>Finance Group</td>
</tr>
<tr>
<td>22</td>
<td>Equality and Diversity Group</td>
</tr>
<tr>
<td>23</td>
<td>Governance &amp; Remuneration Group</td>
</tr>
<tr>
<td>24</td>
<td>Meeting Frequency</td>
</tr>
<tr>
<td>25</td>
<td>Board Servicing</td>
</tr>
<tr>
<td>26</td>
<td>Delegation to the Chief Executive</td>
</tr>
<tr>
<td>27</td>
<td>Role of the Executive Directors</td>
</tr>
<tr>
<td>28</td>
<td>Hospitality, Gifts and Confidentiality</td>
</tr>
<tr>
<td>29</td>
<td>Interests of Members in Contracts and Other Matters</td>
</tr>
<tr>
<td>30</td>
<td>Canvassing of and Recommendations by Members</td>
</tr>
<tr>
<td>31</td>
<td>Relatives of Members or Officers</td>
</tr>
<tr>
<td>32</td>
<td>Staff and Establishment and Filling of Vacancies</td>
</tr>
<tr>
<td>33</td>
<td>Sealing of documents</td>
</tr>
<tr>
<td>34</td>
<td>Standing Order relating to Contracts</td>
</tr>
<tr>
<td>35</td>
<td>Standing Order relating to Invitation of Tenders</td>
</tr>
<tr>
<td>36</td>
<td>Standing Order relating to Approved list of Contractors</td>
</tr>
<tr>
<td>37</td>
<td>Standing Order relating to Contract Conditions</td>
</tr>
<tr>
<td>38</td>
<td>Press enquiries and interviews</td>
</tr>
<tr>
<td>39</td>
<td>National Housing Federation Code of Conduct</td>
</tr>
<tr>
<td>40</td>
<td>Governance Manual</td>
</tr>
<tr>
<td>41</td>
<td>Homes &amp; Communities Agency (HCA) Code</td>
</tr>
<tr>
<td>42</td>
<td>The Group’s Code of Conduct</td>
</tr>
<tr>
<td>42.3</td>
<td>Ethics and Probity Standards</td>
</tr>
<tr>
<td>42.4</td>
<td>Criminal Acts</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>------</td>
</tr>
<tr>
<td>43. Authorised Signatories</td>
<td>39</td>
</tr>
<tr>
<td>44. Standing Orders, Implementation of…</td>
<td>39</td>
</tr>
<tr>
<td>44.1 Variation and Revocation of Standing Orders</td>
<td>39</td>
</tr>
<tr>
<td>44.2 Review</td>
<td>39</td>
</tr>
<tr>
<td>44.3 Compliance</td>
<td>39</td>
</tr>
<tr>
<td>44.4 Gender</td>
<td>39</td>
</tr>
<tr>
<td>44.5 Standing Orders to be published</td>
<td>40</td>
</tr>
<tr>
<td>44.6 Employee Awareness</td>
<td>40</td>
</tr>
<tr>
<td>44.7 Interpretation of Standing Orders</td>
<td>40</td>
</tr>
<tr>
<td>Appendices</td>
<td>41–65</td>
</tr>
</tbody>
</table>
1. Introduction

The Memorandum and Articles of Association of the Group, the Terms of Reference of the Board and its Committees and the Standing Orders outline how the Group will be controlled and run.

The Parent Board is responsible for approving and amending the Standing Orders.

It is a requirement that all employees with supervisory responsibility receive a copy of these Standing Orders and Financial Regulations and that they take responsibility to ensure that all officers in their departments are familiar with the requisite regulations and procedures relevant to those areas of the Group’s business and activities which they discharge in order to safeguard against any breach thereof.

Nothing in the Standing Orders shall override instructions or conditions imposed by the Homes & Communities Agency, Government and other regulatory bodies, or through Statute. Nothing in the procedure guides will override the principles embodied in these Standing Orders.

These Standing Orders are to be reviewed formally every three years or when legislative or organisational changes affect its use.

Approved by the Parent Board, 12 March 2015
2. **Forum Housing Association (‘the Association’)**

2.1 **History**

2.1.1 In the mid 1960’s, Nina Corcoran, a Church Social Worker identified numerous young pregnant women who were becoming homeless. Nina brought together a number of Christians to look at how they could provide a response which would help them. Together they were able to identify and buy a house and in 1969 Forum Housing Association was officially established.

2.1.2 For more than four decades we have increased our accommodation offer to include Wirral, Sefton and Cheshire West and Chester. Alongside providing housing for young people we also provide services which help people to achieve their potential whether that be through life coaching, activity engagement or learning programmes.

2.1.3 Forum Creative Enterprises Ltd is wholly owned trading subsidiary of Forum Housing. The aim of Forum Creative Enterprise Ltd is to generate profits which it can then gift to the Association. Therefore, enhancing the charitable donations income stream for Forum Housing and the work that then can be carried out with young people.

2.1.4 Having initially set up Foundation Enterprises (North West) LLP as a joint venture in 2012, in 2014 we established this as our wholly-owned Subsidiary, to enable us to provide homelessness services within West Cheshire.

2.2 **Mission**

2.2.1 The Group’s mission statement ‘**it’s all about you**’ is a testimony to the Group’s Christian foundation and values. It captures for us the sentiments of respect for and consideration of others, which is at the heart of all we do.

2.2.2 There are now c.150 employees working for the Group in a variety of roles. In addition there are a significant number of young people who are shareholders, charged with the task of encouraging participation and engagement of our young people in the planning, decision making and evaluation of all the services we deliver.
2.3 Our Impact

2.3.1 As an organisation which strives for excellence in all that it does, Forum asked itself the question: “How do we know that we make a positive impact on the lives of young people?” It is easy to claim that we do, but can we demonstrate that we do?

2.3.2 Forum prides itself on the many ways in which service users, and other stakeholders, can become involved with the way that the organisation works and develops; shareholder involvement including ex-residents, the development of coaching-based services which are strongly person-centred, the involvement, and in some cases the leadership by, young people in Forum events linked to Open Talent, and other examples. The extent of this involvement and its central place in the way that our organisation has developed, and continues to do so, is one of the factors which differentiates our service from that provided by many other organisations.

2.3.3 We believe that this is good practice, indeed best practice, but to return to the original question “How do we know that we make a positive impact….?” another factor which differentiates our practice from that of many others is the work being undertaken to clearly demonstrate the impact of our services in terms of outcomes for young people.

2.3.4 We have commissioned the work of a consultant to undertake a Social Return on Investment study on a number of our services. Their early findings have been incredibly positive and we are currently integrating methods to demonstrate the outcomes that we have helped young people to achieve for themselves and, in addition, to be able to demonstrate that those outcomes last for young people long after they have moved on into independent living.

2.4 Aims and Objectives

2.4.1 According to the Rules under which the Association is registered:-

‘The objects of the Association shall be to carry on the industry business or trade of constructing improving or managing or facilitating or encouraging the construction or improvement of dwellings and of providing land or buildings for purposes connected with the requirements of the persons occupying the dwellings and any function supplemental or incidental thereto.'
In the pursuance of its objects the Association may act as managing agent for or as secretary to and may provide services and facilities for any housing association or other like body having similar objects.

The Association shall have power to do all things necessary or expedient for the fulfilment of its objects subject to any Agreement with the Homes & Communities Agency into which the Association has entered.

In furtherance of its objects the Association shall as landlord or managing agent have a proper regard to the welfare of the residents or occupiers of the dwellings and shall carry out its management functions by reference to the highest standards and at reasonable cost for those in greatest housing need.

The Association has a Christian foundation and will reflect this in all of its activities and areas of work.

2.5 Constitution and Governance Structure

2.5.1 The Association was established in 1969.

2.5.2 The Association is registered with charitable rules under the Industrial and Provident Societies Act 1965.

2.5.3 The Association has two wholly-owned subsidiaries: Forum Creative Enterprises Limited which was established in 2011, Foundation Enterprises (North West) Limited Liability Partnership which was established in 2012, originally as a joint venture, and taken into the Forum Group early in 2014 as a wholly-owned subsidiary.

2.6 Legal Structure (‘the Group’)

![Diagram of the Group structure]

- Forum Housing Association: 100%
- Forum Creative Enterprises Ltd: 10%
- Foundation Enterprises (North West) LLP: 90%
2.7 Governance Arrangements

3. Standing Orders

3.1 All general and special meetings of the Group shall be convened and conducted in accordance with the rules of the Association and its Subsidiaries.

3.2 Sections 4 to 42 comprise the Standing Orders for Forum Housing Association and its Subsidiaries (‘the Group’).

4. General Meetings

4.1 All general and special meetings of the Group shall be convened and conducted in accordance with the rules of the Group. Those items relating to the powers of convening and conduct of meetings (which are contained in the Memorandum and Articles of the Association and its Subsidiaries) are not repeated in full in these Standing Orders. What follows is additional to, or an amplification of, the Memorandum and Articles and is in no way a replacement or alteration of them.

4.2 The Annual General Meetings of the Association and its Subsidiaries are to be held once every calendar year with a gap of no more than 15 months between AGMs.

4.3 The Order of Business at the Annual General Meeting shall be as required and prescribed by the Rules of the Association and its Subsidiaries:
   a) to elect a Chair of the meetings should the designated Parent Chair/Subsidiary Chair not be present;
   b) declarations of interest;
   c) to approve the Minutes of the last Annual General Meeting and any Special General Meetings not previously approved;
d) to adopt the Annual Report and Financial Statements of the Group/Association/Subsidiary;
e) to appoint the External Auditors for the forthcoming year;
f) to appoint Members of the Board; and
g) to transact any other business of the Association/Subsidiaries included in the notice of the meeting.

5. Board Meetings

5.1 The Board shall meet at least four times in every calendar year at such times and places they deem fit. Board meeting dates are confirmed in the calendar of meetings prepared before the beginning of the Group’s year which will be deemed effective notice of the date and place of such meetings and shall be given in writing to every Member of the Board by the Secretary.

5.2 Special meetings of the Board can be called by the Secretary and shall be called if required by notice in writing given to her/him by the Chair of the Board or by five Members of the Board.

5.3 The Secretary/Chief Executive, the Director of Human Resources and Corporate Services, Director of Housing and Business Development, the Head of Finance and Performance or their nominees shall attend all meetings of the Board and be in receipt of copies of the Minutes of the proceedings.

5.4 The order of business at any Special General Meeting shall include only matters of which due and proper notice has been served on every member in the manner required and prescribed by the rules of the Association and indicated in the Notice of Meeting, but will always include an item allowing declarations of interest.

5.5 Except as otherwise provided by Standing Orders the order of business at every meeting of the Group shall be

- at the first meeting after the Annual General Meeting, to elect a Chair;
- in the absence of the Chair, the responsibility will automatically default to the Vice Chair. In the absence of both then one of their number shall be selected to chair the meeting
- To record the names of members, officers and other persons who may be present for the transaction of all or any part of the business of the meeting
- To record apologies for non-attendance received from members and officers
• To approve as a correct record and authorise the signing of the minutes of the last meeting of the Board or Committee and to consider any matters arising from those minutes but not on the agenda

• To dispose of business, if any, remaining from the last meeting

• The Board to receive and consider officers’ reports, minutes and recommendations of Committees

• The Members to receive and consider officers’ reports

• To authorise the sealing of documents so far as the authority of the Board is required

• To consider such other business as the Chair and Chief Executive, at their discretion, specify or are approved by vote of a majority of Directors of the Board present.

5.6 Managers are required to ensure that all decisions of the Board in respect of policy or procedure relevant to their area of work are catalogued and retained for guidance and record purposes and that staff in the projects familiarise themselves in the pursuit of their duties to comply therewith.

5.7 All Board and Committee meetings shall be convened and conducted in accordance with these Standing Orders.

6. **Chair**

6.1 **Parent Chair**

6.1.1 The Chair of the Parent Board (‘Parent Chair’) shall also be the Chair of the Group.

6.1.2 The role of the Chair cannot be held by a member of the Executive staff.

6.1.3 The Parent Chair shall be elected annually by the Board.

6.1.4 The election of the Chair shall be the first business transacted by the Board immediately after the Annual General Meeting

6.1.5 Where, owing to resignation, dismissal or failure to be reappointed to the Board, there is no Parent Chair, the role of Chair shall default to the Vice Chair.
6.2 **Subsidiary Chair**

6.2.1 The Chair of the Parent Board (‘Parent Chair’) may, if required, be the Chair of either of the Subsidiary Boards, although this should be a temporary measure in normal circumstances.

6.2.2 The role of a Subsidiary Chair cannot be held by a member of staff.

6.2.3 The Subsidiary Chairs shall be appointed annually by the Parent Board.

6.2.4 The appointment of the Subsidiary Chairs by the Parent Board shall be the first business transacted by the Subsidiary Boards immediately after the Annual General Meeting.

6.2.5 The Subsidiary Chairs shall, unless they resign, are removed by a decision of the Parent Board or become disqualified, continue in office until a successor becomes entitled to act as either Chair.

6.2.6 Where, owing to resignation, dismissal or failure to be reappointed to the Board, there is no Chair for one of the Subsidiaries, the Board may appoint a Director of the Board to serve as that Subsidiary Chair until the next Board meeting. On this next occasion, a Subsidiary Chair is to be appointed to serve until the next Annual General Meeting.

6.3 **Vice-Chair (of the Parent Board)**

6.3.1 A Vice-Chair may be appointed annually by the Board.

6.3.2 The role of the Vice Chair cannot be held by a member of the Executive staff.

6.3.3 The Vice-Chair shall, unless s/he resigns or becomes disqualified, hold office until the next Annual General Meeting and during that time shall continue to be a member of the Board.

6.3.4 Subject to any Standing Orders made by the Association, anything authorised or required to be done by or before the Chair may be done by or before the Vice-Chair.

6.3.5 The Vice-Chair shall be appointed at the first meeting of the Board following the Annual General Meeting.

6.4 **Chair of Meetings**

6.4.1 At all Board meetings the appointed Chair shall preside as Chair, or in his/her absence the Vice Chair or if there is no such officer present and willing to act, the members shall elect from their number a member to be Chair of the meeting.

6.4.2 Any power or duty of the Chair in relation to the conduct of a meeting may be exercised by the person presiding at the meeting.
7. **Committee Membership**

7.1 In these Standing Orders, the word “Committee" refers to any body consisting wholly or mainly of members of the Board, appointed by the Board.

7.2 The Board may delegate any of its powers or duties under written Terms of Reference to Committees and supporting groups as it deems necessary to execute the business of the Association and as prescribed by the rules of the Association.

7.3 The Parent Board shall determine the purpose and membership of its Committees and supporting groups which shall include at least three persons who also serve on the Parent Board and other such persons as the Board thinks fit.

7.4 Membership of all Committees that report directly to the Board will in so far as is practically possible reflect the Membership of the Board.

7.5 The skills and experience composition for Committees will be determined by the role that Committee undertakes.

7.6 All members of the Parent Board shall have the right to attend any meeting or any Committee of the Board and shall have the right to speak at such a meeting, but not to vote.

7.7 The Chair and Vice Chair of the Parent Board shall be entitled to attend every Committee appointed by the Parent Board.

7.8 The Parent Board may at any time dissolve a Committee or alter its membership.

8. **Meeting Quorum**

8.1 The quorum for each type of meeting of the Group is as follows:

8.1.1 *Annual General Meeting of the Group*
Six Association Members to include at least two Parent Board Members

8.1.2 *Parent Board Meetings*
The lower of five Board members or 50% of the Board

8.1.3 *Subsidiary Board Meetings*
Three Board Members, to include at least one Parent Board Member or representative
8.1.4 Committees
Risk & Audit: Two Board Members
Governance & Remuneration: Two Board Members

8.1.5 Working Groups
To be decided from time to time and recorded in the terms of reference for each Working Group.

8.2 There will not be decisions made at any meeting of the Group, of a Board, or of any Committee unless there is a quorum of Directors of the Board at the commencement of discussion of the business on the Agenda.

8.3 Co-optees to a Board, Committees or Groups do not have voting rights and cannot be counted when assessing if a particular meeting is quorate.

8.4 If no quorum is present within half an hour of the time appointed for the meeting of a Board, the meeting shall be adjourned to a time and date fixed by the Chair at the time the meeting is adjourned. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

8.5 If at a Committee meeting no quorum is present, those present may consider the business and make recommendations to the Board but shall not resolve any matters.

8.6 If during any meeting of a Board, the Chair after counting the number of members present declares that there is not a quorum present the meeting shall stand adjourned.

8.7 The consideration of any business not transacted shall be adjourned to a time fixed by the Chair at the time the meeting is adjourned, or, to the next ordinary meeting of that Board.

9. Agenda

9.1 The Secretary shall prepare for the Board and Committee, an Agenda of matters to be considered.

9.2 Business not on the Agenda may be raised at the meeting with the relevant Chair’s prior consent.
10. Minutes

10.1 The minutes of meetings shall be circulated as follows unless the Board direct otherwise

- Annual and Special General Meetings to all members of the Group, all senior officers and the Group’s auditors
- Board meetings to all members of the relevant Board, senior officers and the Group’s auditors
- Committee meetings to all members of the Parent Board, senior officers and the Group’s auditors; and
- The minutes of all or any meetings may be circulated to such persons or organisations having an interest in the affairs of the Group, as may be determined from time to time by the Board.

10.2 All Committee minutes to be considered at a meeting of any of the Boards shall, where practicable, be delivered to every member of that Board three clear days before the meeting. Providing that nothing in this Standing Order shall prevent a Committee, in case of urgency, from submitting minutes to the Board when such minutes have not been delivered to every member of the Board three clear days before the meeting.

10.3 The Minutes of any General Meeting of the Group, its subsidiary or Board meeting to be confirmed at each subsequent Meeting by an affirmative resolution of Directors of the Board present. The minutes of any Committee will be presented to a subsequent Board meeting for notification or ratification.

10.4 The approved Minutes are to be recorded as accurate by the Chair of the subsequent meeting.

10.5 The Secretary is to arrange for the keeping and safe custody of Minutes so that their correctness can be easily verified.

11. Annual Records of Minutes

11.1 The records of the Group’s annual activity shall comprise the following

- The minutes of every meeting of each of the Boards together with all reports and appendices referred to therein
- The minutes of all meetings of Committees together with all reports and appendices referred to therein
11.2 The records of the Group’s annual activity shall be stored as follows

- electronic copy records, including full scans of any documents presented to the meeting as hard copy, to be stored on the network in accordance with the Group’s archiving procedures and timetable for document retention.

12. Resolutions

12.1 All resolutions taken at meetings shall be relevant to a matter in relation to which the Group has powers, duties and responsibilities or which affects the Group.

13. Confidentiality and Open Meetings

13.1 Any Board or staff member attending a Group meeting shall respect the confidentiality of any papers presented, and the decisions made.

13.2 Some meetings shall be open, and the public/staff may therefore be present at any General Meeting or meetings of the Board, unless the meeting determines that this is not appropriate. Where confidential items are to be discussed, the Chair shall close the open section and all those not authorised to be present shall be asked to leave and the meeting shall then be deemed private for a particular item or items.

Committee meetings are deemed private meetings and are not open to the public.

13.3 Any items for discussion relating to the following will be undertaken in private:

- personal information which may be sensitive to particular individuals;
- confidential financial or business affairs of the Group;
- proposed expenditure on the acquisition of any property, land or other significant asset where the acquisition is deemed to be commercially sensitive;
- the commercial basis for selection of contractors for the supply of goods or services;
13.4 Any reports to Meetings which are not deemed confidential are to be made available for public inspection should this be requested.

14. **Conduct of Meetings**

14.1 All meetings shall be conducted Subject to the provisions of the Association and its Subsidiaries’ rules and Standing Orders.

14.2 Voting at Board and Committee meetings is to be by a show of hands (or by private ballot if appropriate). At Board and Committee meetings each Member will have one vote, except in the case of an equality of votes, the Chair will have a second, or casting, vote.

14.3 In relation to the conduct of the meeting, the ruling of the Chair shall be final.

14.4 Voting at the Annual General Meeting when the number of members nominated exceeds the number of vacancies to be filled on the Board, shall be by ballot.

14.5 Any Executive who is a full Board member will be excluded from decision making and will not vote on matters concerning........

   - decisions of the Governance & Remuneration committee
   - decisions of the Risk & Audit committee

15. **Urgent Decisions**

15.1 Any two of the following persons are entitled to take urgent decisions outside their delegated authority where such a decision cannot wait until the next meeting of the Board if it is not possible to convene a meeting of the Board or relevant Committee:

   - the Chief Executive;
   - the Chair of the Board; and
   - the Chair of Risk & Audit Committee.

15.2 Any such action should be recorded immediately by the Secretary and is to be reported to the next Board Meeting.

16. **Interests of Board Directors**

16.1 In pursuit of its aims and objectives the Group enjoys the confidence and support of the Homes & Communities Agency and the Local Authorities in whose areas it operates.
16.2 Whilst the Association’s activities are monitored by the Homes & Communities Agency and the conduct of its affairs are governed by statute it is important that those employed are seen to perform their duties within the framework of a Code of Conduct which protects both the Association and the employee.

16.3 Members of the Board are under a legal duty to act in the best interests of the Association and must never place themselves or allow themselves to be placed in a position where that duty is, or might be, compromised.

16.4 There is potential for this duty to be compromised where the Board, committees or panels of Board Members are required to discuss, resolve or adjudicate on issues that individual Members may have an interest in. Typically this might occur in relation to contracts but can also occur when the Member has another role outside the Group, for example with another voluntary body that is partnering Forum on an initiative which could be experiencing difficulty, or as an elected member of a local authority and is being asked to consider a matter which has political implications.

16.5 Members must always be careful that when acting in another capacity they do not compromise their overriding duty to the Group and its Subsidiaries.

16.6 Any Board Member who has any personal relationship with a potential contractor or any financial interest in any way whatsoever in a contract or other transaction which is to be discussed by a Board or Committee, shall immediately disclose such an interest. That Member of the Board will not be allowed to vote on the issue or remain during its discussion unless requested so to do by the other Members of the Board present. This applies in like manner to a Member of the Board who has a close relative so interested. All such declarations shall be recorded in the Minutes of the meeting.

16.7 If any Board Member has a non-pecuniary interest in any item to be discussed by a Board or Committee they must disclose it immediately. The Member will not be allowed to contribute to any discussion or vote on this item. They do not however, have to leave the meeting whilst the item is under consideration however this will be for the Chair of the meeting to determine.

16.8 No Board Member may sit on any appeals, complaints or other decision making panel charged with adjudicating on any matters relating to any individual for whom that Member is acting or has acted as advocate or has any personal connection.
16.9 No Board Member, by virtue of office or employment, may accept any fee or reward for work undertaken on behalf of Forum Housing Association or its legal subsidiaries, unless deemed appropriate and approved in advance by the Group Board operating within the rules and guidance used from time-to-time by the Homes & Communities Agency (HCA) or its successor.

16.10 The Group shall not conduct any business with a person or body which would be prohibited by the Group’s Code of Conduct. Therefore the Parent Chair, in consultation with the Secretary (or their deputy) present, will be required to establish whether, following a declaration of interest by a Board Member, the Association or its Subsidiaries can lawfully conduct the business intended to be discussed at the meeting. In cases of doubt, the item of business will stand adjourned to the next meeting of the Board or Committee.

16.11 The Group Secretary will maintain a Register of Board Members’ interests and Board Members will declare in the Register any such interests that may relate to any contract or other transaction that could be discussed by the Board or Committees. The Register will be reviewed annually and be open to inspection by the Association’s Board Members, Committees, auditors and regulators at any reasonable time.

17. **Interests of Employees**

17.1 No employee of the Association shall in pursuit of private business interests, engage in activities similar to those for which s/he is employed by the Association in any of the following circumstances

- the acquisition of land and property, for the purpose of letting accommodation to young people aged 16-25 years, within the same geographical area in which the Association operates.

- when approved firms who are or have been recently engaged by the Association would be party to any private business venture

...and these restrictions shall apply to the members of his/her household and their immediate family.

17.2 Any employee who has reason to believe that s/he is or has been engaged upon business enterprises that could give rise to questions of duality of interest should advise the Secretary/Chief Executive of the circumstances. Where the Directors’ circumstances give rise to questions this will be reported to Risk and Audit Committee, recorded in the ‘declared interests’ book and brought to the attention of the Board who will determine any required action.
17.3 The Group Secretary is to keep a record of all declarations of interests, financial or otherwise, of employees and this record is to be available at all reasonable times for inspection by any Member of the Board of the Association.

17.4 An interest in a contract or the like by an employee, in accordance with the Group’s Code of Conduct, shall be so declared to the Board before the acceptance of any tender, quotation or appointment, or before acceptance onto the approved list of contractors and consultants.

17.5 Any candidate for a position in the employment of the Group who canvasses Members of the Board directly or indirectly will be disqualified.

17.6 No Member of the Board of the Association or its Subsidiaries may recommend anyone for appointment or promotion; although, if requested, a written reference can be given.

17.7 Details of the relationship, as defined in the Group’s Code of Conduct, of any candidate for appointment with any Member of the Board or officer of the Association or its Subsidiaries shall be required to be indicated on their application. Any candidate who fails to make such a disclosure may be disqualified and, if appointed, may be dismissed.

17.8 Every Member of the Board and officer of the Group is required to disclose to the Chief Executive their relationship, as defined in the Group’s Code of Conduct, with any candidate for appointment. Such information shall be communicated to the Selection Panel and must be approved under exemptions as defined in the Code of Conduct prior to appointment.

17.9 Where a relationship to a Member of the Board of the Group is so disclosed, then Standing Order 29 shall apply.

17.10 The Board shall approve and periodically review a policy setting out the position on staff purchases from the Group or from any of the persons or firms on the Group’s approved contractor or supplier lists.

18. The Parent Board

18.1 The Group’s Parent Board is ultimately responsible for the overall control and activity of the Association and its Subsidiaries (‘the Group’). This will include determining its strategic direction, ensuring performance of all functions, managing key partnerships, relationships with regulators and the strategic application of available resources. The Board will direct the Group in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.
18.2 All Board Members share equal responsibility for decision-making and each should act only in the best interests of the Group and not on behalf, or for the benefit of, any other organisation or interest group.

18.3 The Parent Board will ensure that it has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

18.4 The Parent Board may delegate its functions to Subsidiaries, Committees, Working Groups, and employees of the Group; however, it will retain the ultimate responsibility for all actions taken in the name of Forum Housing Association or its Subsidiaries.

18.5 **Business Plan Responsibilities**

- With stakeholders inform and take views on the Vision, Mission, Commitments and Behaviours for the Group.
- Publish, circulate and promote the Vision, Mission and Commitments to stakeholders.
- Ensure compliance with the agreed behaviours, and achievement of the Commitments of the Group.
- Establish and monitor progress against achievement of the Group’s Business Plan, establishing a framework for reviewing plans and policies as necessary.
- Ensure that all activities undertaken by the Group reflect a positive image and are consistent with its Business Plan and Communications Strategy.

18.6 **Governance Responsibilities**

- Approve a review every three years, and update and re-approve annually, Standing Orders and Financial Regulations (incorporating any delegated authorities).
- Implement the Group’s Membership Policy consistent with the Group’s Rules and Constitution.
- Review the Group’s appointment procedures and ensure they are accessible, inclusive, transparent and consistent with the Group’s Rules and Constitution.
- Oversee the process for Board Member recruitment, Board learning and development and annual Board Member Performance and Development Review.
- Take appropriate advice and appoint consultants / advisors as necessary.
• Agree strategies, policies and make decisions on all matters that create significant financial or other risk to the Group or which affect material issues of principle. Note: in respect of policies which have been subject to a cyclical review, without any major amendments, these may be shown as ‘for information items’ on Board agendas

18.7 **Performance**

18.7.1 Control the overall operation of the Group in terms of its use of resources, financial viability and achievement of the agreed plans including approval of:

• the Annual Budget and Business Plans;
• the Annual Report and Financial Statements;
• the Annual Financial Strategy / Treasury Management Policy;
• Asset Management Strategy;
• Equality and Diversity Action Plan; and
• Performance Management Framework.

18.7.2 Monitor the Group’s performance, in relation to business and operational plans, budget, treasury, decisions and internal and externally-benchmarked performance indicators.

18.7.3 Consider the acquisition or disposal of any property or land assets.

18.7.4 Ensure appropriate risk management and internal control systems are in place and regularly reviewed.

18.7.5 Ensure that all affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety, and in particular, ensure compliance with all regulatory requirements.

18.8 **Executive Team**

• appoint the Chief Executive;
• approve the Chief Executive’s targets;
• review the Chief Executive’s performance (appraisal); and
• conduct disciplinary matters in respect of the Chief Executive and Director posts.

18.9 **Delegation**

• Establish and oversee a framework of delegation and systems of control, delegating powers to Committees, Groups, Officers and employees, ensuring consistency with Standing Orders and Financial Regulations;
• Determine the composition, membership and terms of reference of the Board and its Committees;
  ✔ appoint the Chair of the Parent Board annually;
  ✔ appoint the Vice Chair of the Parent Board annually;
  ✔ appoint the Chairs of the Subsidiary Boards annually;
  ✔ appoint the Vice Chairs of the Subsidiary Boards annually; and
  ✔ appoint the Chair of Risk & Audit Committee annually

... at the first Board meeting following the Annual General Meeting.

18.10 **Members**

The Parent Board includes 12-15 Board Members, including co-options and the Chief Executive may also be a member of the Board. Co-optees to the Board do not have voting rights and cannot be counted when assessing if a particular meeting is quorate.

18.11 **Chair’s Action** - The Chair of each Board has delegated authority to deal with any urgent matter, on behalf of that Board, which may arise between ordinary meetings of that Board and all actions taken under such authority will be reported to the next meeting of the relevant Board.

18.12 Any of the Boards can determine at any time to designate a Board Learning & Development event to be a Board meeting, should a decision be required.

19. **The Subsidiary Boards**

**Foundation Enterprises (North West) LLP**

19.1 The Association’s Subsidiary Board, Foundation Enterprises (North West) LLP (FENW), has delegated responsibility for the management and activity of the Subsidiary (FENW). This will include making recommendations to the Parent Board on its strategic direction, ensuring performance of all functions, managing key partnerships, and the application of available resources.

19.2 The Subsidiary Board will direct FENW in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.

19.3 All FENW Subsidiary Board Members share equal responsibility for decision-making and each should act only in the best interests of the Subsidiary and the Group, and not on behalf, or for the benefit of, any other organisation or interest group.
19.4 Should a conflict arise between the best interests of FENW and those of the Group which cannot be resolved, then the Parent Board will determine the agreed direction.

19.5 The Parent Board will ensure that the FENW Board has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

19.6 The FENW Board may delegate its functions to Committees, Working Groups, and employees of the Group, however, it will retain the ultimate responsibility for all actions taken in the name of Foundation Enterprises (North West) LLP.

Forum Creative Enterprises Ltd

19.7 The Association’s Subsidiary Board, Forum Creative Enterprises Ltd (FCE), has delegated responsibility for the management and activity of the Subsidiary (FCE). This will include making recommendations to the Parent Board on its strategic direction, ensuring performance of all functions, managing key partnerships, and the application of available resources.

19.8 The Subsidiary Board will direct FCE in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.

19.9 All FCE Subsidiary Board Members share equal responsibility for decision-making and each should act only in the best interests of the Subsidiary and the Group, and not on behalf, or for the benefit of, any other organisation or interest group.

19.10 Should a conflict arise between the best interests of FCE and those of the Group which cannot be resolved, then the Parent Board will determine the agreed direction.

19.11 The Parent Board will ensure that the FCE Board has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

19.12 The FCE Board may delegate its functions to Committees, Working Groups, and employees of the Group; however, it will retain the ultimate responsibility for all actions taken in the name of Forum Creative Enterprises Ltd.

20. Risk & Audit Committee

20.1 Role of the Risk & Audit Committee - the Committee takes responsibility for overseeing the effectiveness of Safeguarding frameworks and policies, internal controls, best value reviews, service improvement planning, assurance and risk management, ensuring that there are proper relationships between the Group and its internal and external auditors and regulators.
20.2 The Committee ensures that all business activities are appropriately assessed and classified for risk and that risks are effectively managed, in accordance with the agreed Risk Management Strategy.

20.3 The Committee may request information or an investigation into any aspect of the Group’s activities.

20.4 The Committee is a forum for open discussion between Board Members and the Group’s Management to give more detailed consideration to assurance issues affecting the Group ahead of making recommendations to the Board.

20.5 **Service Delivery Responsibilities:**

20.5.1 Ensure efficient and effective systems of management and internal control, consistent with the requirements of regulators, and to maintain the highest standards of security, service to customers, performance and probity.

20.5.2 Ensure the provision of an efficient and effective external audit service, making recommendations to the Board on the appointment, remuneration and scope of work of the external auditors.

20.5.3 Ensure the provision of an efficient and effective internal audit service.

20.5.4 Receive feedback from service-users and make recommendations to the Board on the organisation and resourcing of this service.

20.5.5 Approve an annual audit report on the operation of the Group’s system of internal controls and assurance for submission to the Group’s Board and financial statements.

20.5.6 Ensure the provision of an efficient and effective system of determination of, and review of achievement against, Service Improvement Plans.

20.6 **Programme:**

20.6.1 Determine a programme of work, ensuring the systematic appraisal of internal controls and with priorities based on risk assessments.

20.6.2 Approve an annual plan for internal audit, adjusting this during the year where necessary based on changes to risk.

20.6.3 Liaise with those delivering internal reviews and external auditors regarding their approach, reporting, timetables, audit adjustments and audit findings.
20.7 **Review**

20.7.1 Review, and report annually, on the efficiency and effectiveness of the Group’s system of internal control and safeguarding.

20.7.2 Review every three years the Financial Regulations and Standing Orders, making recommendations to the Board as necessary.

20.7.3 Review annually the Group’s Risk Management Strategy, making recommendations to the Board as necessary.

20.7.4 Review annually the findings of external audits, including significant audit adjustments.

20.8 **Assurance**

20.8.1 Monitor the implementation of approved recommendations relating to both internal reviews and external audit reports and management letters.

20.8.2 Monitor the effectiveness of safeguarding, internal reviews and external audit services and their relationship with each other.

20.8.3 Monitor the management response to agreed audit recommendations and the subsequent implementation.

20.8.4 Monitor performance against the Group’s plan for internal reviews, reporting to the Group’s Boards on any variances.

20.8.5 Monitor the implementation of the Risk Management Strategy and receive risk mapping results quarterly.

20.8.6 To initiate reports and investigations as it sees fit, having the right of access and review of all minutes, registers, books, documents or other information maintained by the Group. The Committee may require employees to supply information, either written or verbal, on any matter.

20.8.7 Scrutinise allegations of fraud and monitor entries into the fraud register, making recommendations to the Board on any policy / procedure changes required.

20.8.8 To receive the declared interests’ register, non-contractual payments and benefits register and hospitality and gifts register...
20.9 Arrangements will be made, if desired by the members, for the Committee to hold at least one meeting each year, without the presence of any staff, at which they will 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 Risk & Audit Committee will have the right to report any matter of concern or seek advice from any regulatory body or the Group’s internal or external auditors.

20.10 Insurance - Review annually the range of insurances held by the Group and premiums achieved, making recommendations as to cover and claims assurance as appropriate.

21. Finance Group

21.1 Role of the Finance Group - The Group is a forum for open discussion between Board, Association Members and the Group’s Management to give more detailed consideration to strategic issues affecting the Group’s issues of finance, ahead of making recommendations to the Parent Board.

21.2 Strategic Responsibilities

21.2.1 Review the annual financial statements prior to their submission to the Boards and the Annual General Meetings, focusing on:

- accounting policies
- compliance with accounting standards
- covenant results and performance indicators
- financial position compared to Business Plan

21.2.2 Review the budgets for the forthcoming years, prior to the submission to the Board, focussing on:

- prior year performance
- future plans
- future financial viability
22. Equality and Diversity Steering Group

22.1 Role of the Equality and Diversity Steering Group - The role of the Group is to demonstrate the commitment of the Association to achieve positive Equality and Diversity in all that we do.

The Group may offer invitations to advisors with specialist knowledge or expertise, or other Board members or staff or residents of the Association, to attend relevant meetings.

The Group will ensure the commitment of the Board to achieving equality and inclusiveness for all is implemented and monitored.

22.2 Purpose

22.2.1 To ensure the Association has comprehensive Equality Outcome Objectives to provide direction to meet its targets, legal obligations and the needs of staff and residents in relation to Equality and Diversity.

The Equality Outcome Objectives must include:

- Clearly identified objectives, outcomes and priorities for action
- Clearly identified timescales for achievement
- Identified officer responsibility
- Identified training and development needs

22.2.2 To monitor the delivery of the Equality Outcome Objectives, ensuring targets are being met.

22.2.3 Evaluate compliance with the Equality Outcome Objectives in terms of quality and service improvements using:

- Feedback from residents
- Feedback from employees
- Feedback on policy implementation e.g. incidents of violence and aggression, harassment and bullying
- Feedback from organisations that represent the needs of BME residents or residents with disabilities

22.2.4 To ensure the principles and positive stance of the Equality and Diversity Framework is enshrined in all the Association’s Policies and Procedures to promote inclusiveness for all.

22.2.5 To ensure consistency of a positive approach in the delivery of the Equality and Diversity agenda, and to challenge known or perceived discriminatory practice or non-inclusiveness.

22.2.6 To undertake an annual presentation on Equality and Diversity for the Board based on the information and evidence obtained and the actions undertaken.
23. **Governance & Remuneration**

23.1 **Role of the Governance & Remuneration Group** - The Group is a forum for open discussion between Board Members and the Group’s Management to give more detailed consideration to strategic issues affecting the Group’s issues of governance, Board appointments, succession-planning (Board and Executive), employee remuneration, employee-related and other performance matters ahead of making recommendations to the Parent Board.

23.2 **Strategic Responsibilities**

23.2.1 To review the remuneration strategy for the Group’s Executive.

23.2.2 To review the succession-planning and talent-management, in respect of both the Board and The Executive, and make recommendations to the Parent Board.

23.2.3 To review and make recommendations to the Board on strategic and policy issues which might create significant remuneration, human resources or governance risk / benefit to the organisation, or which raise material issues of principle.

23.2.4 To consider, and where necessary make recommendations to the Board on, options for future Group structure - operational and corporate - to achieve the Group’s strategic objectives.

23.2.5 To consider the remuneration policy and expense payment levels for the Group’s Board of Members.

23.2.6 To consider the content and feedback from the Board Learning and Development event.

23.2.7 To review the overall feedback from the annual Board assessment process.

23.3 **Organisational Structure**

23.3.1 To review, in consultation with The Executive Directors, the appropriate staffing structures to achieve the Group’s strategic objectives and make recommendations to the Boards.

23.3.2 To oversee the implementation of restructure and related policies, monitoring achievement of plans.
23.4 **Remuneration**

23.4.1 To consider, and recommend to the Board, terms and conditions, remuneration and pay policies for Group’s employees and review these annually where required, making recommendations to the Parent Board.

23.4.2 To monitor the operation of the executive appraisal scheme, reviewing in confidence the annual appraisal of the Chief Executive, together with targets agreed.

23.5 **Governance**

23.5.1 To approve the recruitment process for Board vacancies and form an interview panel for applicants, making recommendations for appointment to a General Meeting.

23.5.2 To monitor the implementation of policies and practices that ensure the highest standards of governance in the Group; including the Code of Governance and Code of Conduct for Board Members and staff, making recommendations to the Parent Board as appropriate.

23.5.3 To review the action plan and achievements of the Governance Improvement Plan.

23.5.4 To conduct disciplinary matters in respect of Board Members, reporting all such matters to Board.

23.5.5 To receive reports, where appropriate, from the designated Board Member for ‘whistleblowing’ and to assist that Board Member in determining the appropriate action.

24. **Meeting Frequency**

- **Parent Board** - To meet formally at least four times a year.
- **Subsidiary Board** - meet formally at least four times a year.
- **Risk & Audit Committee** - meet formally normally four times a year.
- **Finance Group** - meet formally at least twice a year.
- **Equality and Diversity Steering Group** – meet formally four times a year
- **Governance & Remuneration** - meet formally as required.

25. **Board Servicing**

25.1 All Boards will be serviced by The Executive.
26. **Delegation to the Chief Executive**

26.1 The Chief Executive is ultimately responsible for the operational management of the Group’s affairs. She or he must assist the Board in determining its strategic objectives and ensure the achievement of such objectives through the effective deployment of the Group’s resources and the creation and maintenance of productive relationships with external agencies.

26.2 Subject to Standing Orders and Financial Regulations, and in accordance with policies and decisions made by the Board or Committees, take the action she or he considers necessary to ensure the efficient and effective management and administration of the Group’s activities.

27. **Role of The Executive Directors**

27.1 The Executive Directors, defined as Chief Executive, Director of Human Resources & Corporate Services, Director of Housing & Business Development (The Executive), are responsible for advising on strategy, policy and ensuring implementation of decisions made by the Boards and Committees.

27.2 Each Executive Director is responsible for the accountability and direction of the Group’s employees and the security, custody and control of all other resources, including equipment, assets and cash within his/her sphere of activity.

27.3 The Executive will meet regularly. Where appropriate, issues relevant to more than one area of activity, or which may influence future policies should be brought to these forums for discussion and decision before being submitted to the Board. All participants at this meeting are obliged to declare an interest in any issue being considered if a decision made could materially affect their personal or business circumstances. Managers may be invited to these meetings.

27.4 Each Manager shall consult with The Executive Directors on any matter within their responsibility, which is liable to materially affect the Group before it is reported to a Board or Committee.

27.5 Each Executive Director and Manager will have agreed and be issued with job descriptions and have been provided with documents containing the rules and procedures that relate to their area of work. The specific responsibilities of Executive Directors and Managers, including their financial responsibilities, are outlined in the individual job descriptions but can be amended in accordance with Standing Orders and with proper consultation.
27.6 **Delegations to Executive Directors** - Under the management of the Chief Executive all activities are delegated to Executive Directors. Where appropriate they will consult each other on matters of common interest or potential conflict as determined under Financial Regulations. To the extent of the powers delegated above:

- to authorise the Group to enter into contracts and deeds and where appropriate to authorise the affixing of the Group’s seals in accordance with the relevant Memorandum and Articles and to make regular reports to the Boards on the use of the seal.

- Assessment of rents/licences/service charges in accordance with approved policies and schemes and appropriate notification to residents.

- Legal action on the enforcement of legal covenants relating to all properties owned, leased or managed by the Group.

- Acquisition or disposal of land and property by the Group.

- The Chief Executive, in consultation with The Executive, decide the number and grades of posts required to carry out the work of the Group within approved budgets and subsequently report thereon to the Board.

- Within Board approved policies, settle Terms and Conditions of Service, salaries, ex-gratia payments, allowances and other emoluments.

- In accordance with appropriate guidance and regulating, decide upon matters relating to:-
  a. staff recruitment and selection (other than Executive Directors) and the authorisation of candidates’ expenses and appointees’ relocation expenses, accommodation and travelling allowances;
  b. extension of sick pay entitlements;
  c. all staff welfare matters;
  d. operation of a performance appraisal scheme;
  e. authorisation of casual and temporary appointments and the determination of their rates of pay and allowance;
f. informal and formal communications, consultations and negotiations with employee representatives;
g. leave of absence in excess of normal entitlement;
h. staff training arrangements and attendance of staff on courses;
i. extensions of service or recommendations for early retirement in consultation with the Pension Scheme;
j. determining ex-gratia payments to employees in cases of loss or damage to possessions in connection with the work of the Group; and
k. conducting disciplinary hearings (except in the case of Executive Directors).

27.7 Policy documents in respect of staff training, equal opportunities and diversity, standard terms and conditions and recruitment approved by the Board shall have the same status as standing orders and will not, in any way, replace them.

28. Hospitality, Gifts & Confidentiality

28.1 Members of the Boards and employees should treat with extreme caution any offer, gift or favour of hospitality that is made to them personally as the person, persons or organisation making the offer may be seeking to gain business with the Group or otherwise take advantage of such offer, gift or favour of hospitality. If the recipient considers that the person making the offer is attempting to gain advantage then the offer should be refused.

28.2 Board Members and employees need to ensure they are aware of the requirements of the Hospitality & Gifts policy.

28.3 There can be no hard and fast rules about the acceptance or refusal of tokens of goodwill. Members of the Board and employees are bound by the Group’s policy on gifts and hospitality. Personal responsibility must be taken for all such decisions bearing in mind the potential for damage of public confidence in the Group. All acceptances of gifts and acts of hospitality must be noted in the Group’s Hospitality Received Register and that Register is to be made available for inspection at each meeting of the Risk and Audit Committee and at all other reasonable times on request by a Board Member.
28.4 The Board shall approve and periodically review a policy setting out the position on staff purchases from the Group or from any of the persons or firms on the Group’s approved contractor or supplier lists. In essence, Members of the Board and employees should, where possible, seek to avoid the use, for their own purposes, of consultants, contractors, suppliers or professional advisers who undertake work on behalf of the Group. If the use of such individuals or bodies cannot be reasonably avoided, special advantage should not be sought and the use must be recorded in the register kept for this purpose and which is to be made available for inspection at each Board meeting and at all other reasonable times.

28.5 Members of the Board and employees may, from time-to-time, acquire information which is not available to individuals or bodies who might have an interest in the Group’s affairs. Such information might, for example, be in respect of individuals, companies, negotiations for the purchase of land or property etc. The disclosure of such information would constitute a betrayal of the Group, and in the case of an employee a breach of contract. The Board and Chief Executive will decide upon the gravity of such a breach and take appropriate action in line with the Group’s disciplinary procedures.

28.6 In relation to Information Technology, employees must secure the Chief Executive’s permission before using outside organisations to process information for the Group. Equipment, programs, use of consultants or outside organisations must comply with the Information Systems Strategy of the Group. This includes the use of the Internet.

29. Interest of Members in Contracts and Other Matters

29.1 Any member of the Board who is interested personally or as a member of a firm, director of a company, or officer of a bank or building society or in any way whatsoever in any contract, arrangement or other transaction about to be discussed by the Board or Committee shall disclose their interest and not vote on the matter under discussion, nor (unless requested to do so by the other members) remain during its discussion of such matter.

30. Canvassing of and Recommendations by Members

30.1 Canvassing of members of the Group directly or indirectly for any appointment with the Group shall disqualify the candidate from such appointment.
30.2 A member of the Group shall not solicit for any person any appointment with the Group, or recommend any person for such appointment or for promotion, but this paragraph of this Standing Order shall not preclude a Member from giving a written testimonial of a candidate’s ability, experience or character for submission to the Group with an application for appointment.

31. ** Relatives of Members or Officers **

31.1 Candidates for any appointment with the Group shall when making application disclose in writing whether to their knowledge they are related to any members or any employee of the Group. A candidate who fails to do so shall be disqualified for such appointment and if appointed shall be liable to dismissal without notice.

31.2 Every member or employee of the Group shall disclose to the Chief Executive and Secretary any relationships known to him/her to exist between him/herself and a candidate for an appointment of which he/she is aware. It shall be the duty of the Chief Executive and Secretary to report to the Board or to the Risk and Audit Committee any such disclosure made.

31.3 Where relationship to a member of the Group is disclosed Standing Order number 28 (interest of members in contracts and other matters) shall apply. The content of this Standing Order shall be communicated to every candidate for appointment.

32. ** Staff and Establishment and Filling of Vacancies **

32.1 The Board shall from time to time after a report from the Director of Human Resources and Corporate Services determine the establishment of every department of the Group. No permanent post shall be created nor any person employed in addition to a department’s establishment except with the agreement of the Chief Executive and then within the agreed establishment budget.

32.2 All vacancies to be filled in senior officer posts, shall be publicly advertised unless the Group shall determine otherwise. Provided that where, within six months of the filling of a vacancy which has been publicly advertised, a similar vacancy occurs, when one of the former applicants may be appointed.

32.3 Where a vacancy occurs at senior officer level and a deputy has not been appointed the Chief Executive may, appoint and fix the remuneration of some person to carry on temporarily the duties of the office until a successor is appointed. This will be reported to Board.
32.4 All staff appointments shall be confirmed by the Director of Human Resources and Corporate Services.

33. **Sealing of documents**

33.1 The Common Seals of the Association and its Subsidiaries shall not be affixed to any document unless the sealing has been authorised by a resolution of the relevant Board or a Committee to which the Board have delegated their powers in this behalf, but a resolution of the relevant Board (or of a Committee where that Committee has the power) authorising the acceptance of any tender, the purchase, sale, letting, or taking of any property, the issue of any stock, the presentation of any petition, memorial, or address, the making of a contract, or the doing of any other thing, shall be a sufficient authority for sealing any document necessary to give effect to the resolution.

33.2 The seal shall be attested by a relevant Board member of the Association (or where appropriate its Subsidiaries) and at least two members of The Executive present at the sealing. An entry of every sealing of a document shall be made and consecutively numbered in a book kept for the purpose and shall be signed by the persons who have attested the seal.

34. **Standing Order relating to Contracts**

34.1 In this Standing Order, the term ‘the Group’ includes the Board, Committee or other officer to whom power to exercise the function concerned has been delegated either generally or specifically.

34.2 Every contract (unless relating to land) exceeding or likely to exceed £5,000 made by the Group shall, except as hereinafter provided, comply with this Standing Order.

34.3 It shall be a condition of any contract between the Group and any person (not being an officer of the Group) who is required to supervise a contract on their behalf that, in relation to such contract, s/he shall comply with the requirements of this Standing Order as if s/he were an officer of the Group.

34.4 Exemptions from the following provisions of this Standing Order may be made by direction of the Board or Committee authorised to enter into the contract where they are satisfied that the exemption is justified in special circumstances. Where such exemption shall be contrary to any recommendation or requirement of the Homes & Communities Agency prior approval shall be obtained from the Homes & Communities Agency.

34.5 The appropriate Committee shall be informed of the circumstances of every exemption made.
34.6 A record of any exemption made shall be included in the minutes of the Board or Committee making the decision.

35. **Standing Order relating to Invitation of Tenders**

35.1 Where the estimated value or amount of a proposed contract is likely to exceed £5,000 tenders shall be invited, using a recognised and approved form of tendering process, from not less than three contractors selected from the approved list by the Director of Housing and Business Development, specifying the latest date and time for receipt of such tenders.

35.2 Tenders shall be returned to the Group in the prescribed envelopes clearly marked ‘Tender’.

35.3 Tenders shall remain in the safe custody of the Director of Housing and Business Development until a time appointed for their opening.

35.4 Tenders shall be opened at one time in the presence of the Director of Housing and Business Development or the Chief Executive and one other.

35.5 Tender details will be entered in the book provided for the purpose.

35.6 No tender received after the time and date specified shall be considered.

36. **Standing Order relating to Approved list of Contractors**

36.1 An approved contractor or supplier of services is any company, partnership, firm, person, organisation or association which receives from the Group remuneration for work or service.

36.2 The Group will determine its Approved list of contractors based on a thorough assessment which will include the following factors:

- Product supplied
- Price experience
- Experience/skill of the supplier
- References
- Financial health
- Local employment

37. **Standing Order relating to Contract Conditions**

37.1 Every contract which exceeds £20,000 in value or amount shall, for new build and rehabilitation projects, be a form of contract as specified by the Homes and Communities Agency.
38. **Press enquiries and interviews**

38.1 No member of staff may enter into communication with the press or the media either in writing or by word of mouth on the activities or affairs of the Group without prior authority from the Chief Executive/Secretary.

38.2 Communication with the media in this case will include making postings to social media website, correspondence with newspapers and postings to any internet-hosted site.

39. **National Housing Federation Code of Conduct**

39.1 The Group, its Subsidiaries, its Board Members and employees shall at all times abide by the Group’s Code of Conduct which reflects the principles of the National Housing Federation (NHF) Code of Conduct. Items already covered by these Standing Orders shall take preference over those covered in the Code of Conduct.

40. **Governance Manual**

40.1 Board Members are provided with a ‘Governance Manual/Board Member Handbook’ which further sets out the expectations of the Group in terms of probity, conduct, roles and responsibilities. The requirements set out in the Governance manual shall be deemed to form part of the Group’s Standing Orders.

41. **Homes & Communities Agency (HCA) Code**

41.1 In seeking to achieve the highest standards, the Group will aim to comply with the HCA’s (or its successor) regulatory requirements and ensure it remains a viable organisation that is well governed and well managed.

41.2 Information required by the HCA, which details the Group’s performance relating to the above, will be completed by The Executive and presented to the Board as required by the regulator (or its successor).

42. **The Group’s Code of Conduct**

42.1 The Parent Board is responsible for ensuring that we have the necessary culture and controls in place to demonstrate that we place ethics and probity at the forefront of our dealings. Schedule 1 to the Housing Act 1996 and the related guidance ‘Payments & Benefits’ used to be the key guidance used by the Group to establish its baseline for ethics and probity. Following the deletion of this piece of legislation from the Housing & Regeneration Act 2008 and the reconsideration by the Homes & Communities Agency of codes of conduct, it now falls to the Parent Board to set a new Code of Conduct for Forum and the related control mechanisms.
42.2 The Group’s Code of Conduct is shown as Appendix B to these Standing Orders.

42.3 **Ethics & Probity Standards** - The purpose of these provisions is to avoid any danger of any Board Member being influenced, or appearing to be influenced, by their private interests in the exercise of their Group duties or relationships. The standards set by the Group Board also aim to ensure that Board Members do not abuse their position and prevents individuals from benefitting from their connection with Forum, other than through another approved procedure, e.g. claiming of expenses.

42.4 **Criminal Acts** - If it is suspected that a criminal act has been committed by any employee, the Director of Human Resources and Corporate Services, Chief Executive/Secretary or Chair of the Board will involve the Police unless the act is accepted by them as having been innocently or inadvertently perpetrated or is of a trivial nature.

43. **Authorised signatories**

43.1 The Board shall approve and periodically review a policy determining authorised signatories on

- General authorisations
- Capital funding
- Revenue funding
- Contracts
- Attesting the Company Seal
- Bank/Investment Accounts
- Cheques and other instructions on Bank or Investment Accounts
- Other Authorisations

44. **Standing Orders, Implementation of**

44.1 **Variation and Revocation of Standing Orders** - the Board may alter, rescind, add to or revoke any part or element of these Standing Orders by a simple majority vote of those present and shall, if agreed, be immediately applied.

44.2 **Review** - the Chief Executive is to consider, periodically the need for amendments to Standing Orders and report on this matter to the Board as appropriate.

44.3 **Compliance** - all employees are expected to act in accordance with these Standing Orders and Financial Regulations, proven breach of which may result in instant dismissal in accordance with the Group's Disciplinary and Grievance procedures.

44.4 **Gender** - where there are references in the Standing Orders to the male gender, they are to apply equally to the female gender.
44.5 **Standing Orders to be published** - a copy of these Standing Orders, and of such statutory provisions as regulate the proceedings and business of the Group, shall be given to each member of the Board by the Chief Executive/Secretary upon delivery to him/her of the member’s declaration of acceptance of Board membership.

44.6 **Employee awareness** - a copy of these Standing Orders and the Financial Regulations is to be available to employees of the organisation as part of their induction process. All employees will be briefed in respect of those elements of the Standing Orders and the Financial Regulations which they are required to be aware of to properly perform their role.

44.7 **Interpretation of Standing Orders** - the ruling of the Chair of the meeting as to the construction or application of any of these Standing Orders, or as to the proceedings of the Group, shall not be challenged at any meeting of the Board or Committee except that such a challenge attaches to the rules of the Group. The ruling of the Chair of the Board as to the meaning of and/or application of these Standing Orders shall be final.
Appendices:

A  Terms of Reference
   A1 Forum Housing Association (Parent Board)
   A2 Forum Creative Enterprises Ltd (Subsidiary Board)
   A3 Foundation Enterprises (North West) LLP (Subsidiary Board)
   A4 Risk & Audit Committee
   A5 Finance Group
   A6 Equality and Diversity Steering Group
   A7 Governance & Remuneration Committee

B  Group Code of Conduct Policy
Role:
The Parent Board is ultimately responsible for the overall control and activity of the Group. This will include determining its strategic direction, ensuring performance of all functions, managing key partnerships, relationships with regulators and the strategic application of available resources. The Board will direct the Group and Association in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.

All Board Members share equal responsibility for decision-making and each should act only in the best interests of the Group and not on behalf, or for the benefit of, any other organisation or interest group.

The Parent Board will ensure that it has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

The Board may delegate its functions to Committees, and employees of the Group, however, it will retain the ultimate responsibility for all actions taken in the name of either Forum Housing Association or its Subsidiaries, Forum Creative Enterprises Ltd., and Foundation Enterprises (North West) LLP.

Responsibilities:

1. Promote the Group’s interests, including fostering good relationships between the Association, its Subsidiaries and the Community it works alongside and ensuring that the Association’s aims and objectives are understood.

2. Consult with stakeholders to inform and take views on the Vision, Mission, Commitments and Behaviours for the Group.

3. Publish and circulate the commitments from the Business Plan.
4. Monitor compliance with the agreed behaviours, and achievement of the commitments of the Group.

5. Establish and monitor progress against achievement of the Group’s Business Plan, establishing a framework for reviewing plans and policies as necessary.

6. Ensure that all activities undertaken by the Group reflect a positive image and are consistent with its Business Plan and Communications Strategy.

Governance

7. Re-approve annually Standing Orders and Financial Regulations, with a review every three years.

8. Implement the Group’s Membership Policy consistent with the Group’s Rules and Constitution.

9. Review the Group’s appointment procedures and ensure they are open, inclusive, transparent and consistent with the Group’s Rules and Constitution.

10. Oversee the delegation to Governance & Remuneration of Board Member recruitment, succession planning, Board learning and development and appraisal.

11. Take appropriate advice and appoint consultants / advisors as necessary.

12. Agree strategies, policies and make decisions on all matters that create significant financial or other risk to the Group or which affect material issues of principle.

Performance

13. Control the overall operation of the Group in terms of its use of resources, financial viability and achievement of the agreed Business Plan including approval of:
   - the Annual Budget and Business Plans
   - the Annual Report and Financial Statements
   - Annual Financial Strategy/Treasury Management Policy
   - Asset Management and Development Strategies
   - Single Equality and Diversity Action Plan
   - Performance Management Framework

15. Ensure it has an effective means of knowing whether the Association and its Subsidiaries is being properly managed to fulfil its mission and is in sound financial health.

16. Consider the acquisition or disposal of any property or land assets of the Group.

17. Consider and approve strategies and new policies and review identified policies and ensure that a system is in place to enable it to monitor progress in implementing those strategies and policies.

18. Ensure appropriate risk management and internal control systems are in place and regularly reviewed.

19. Ensure that all affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety, and in particular, ensure compliance with all regulatory requirements.

Executive Team

20. Appoint the Chief Executive.

21. Approve the Chief Executive’s targets.

22. Review the Chief Executive’s Performance Review.

23. Conduct disciplinary matters in respect of Director posts.

Delegation

24. It is necessary in practise for the Parent Board to delegate some of its work to the Subsidiary Boards, Committees, to the Chair of the Board, or to the Chief Executive. In any event, delegation of a function or working groups, does not remove the ultimate responsibility of the Parent Board for decisions taken on its behalf.

25. Establish and oversee a framework of delegation and systems of control, delegating powers to Committees, Groups, Officers and employees, ensuring consistency with Standing Orders and Financial Regulations.

26. Decisions made and taken at the Parent Board will normally be by negotiation and consent. In exceptional circumstances a vote may be required to be taken. Only voluntary Board members are eligible to vote. In the event of equality of votes, the Chair shall have a casting vote. Once a matter is determined, individual Board members are expected to be bound by the collective decision of the Board.

27. Determine the composition, membership and terms of reference of the Parent Board, Subsidiary Boards and any Committees.
28. Appoint the Chair of the Parent Board annually.
29. Appoint the Chair of the Subsidiary Boards annually.
30. Appoint the Vice Chair of the Parent Board annually.
31. Appoint the Vice Chairs of the Subsidiary Boards annually.
32. Appoint the Chair of Risk & Audit Committee annually.
33. Appoint the Chair of Governance & Remuneration annually.

…. Items 28-33 being transacted at the first Board meeting following the Annual General Meeting.

**Quorum & Members:**

The quorum is the lesser of five voluntary Board Directors or 50% of the Board.

The Group Board includes 12-15 Board Members, including co-opted members and the Chief Executive may also be a member of the Board.

Membership of the Board will be drawn from the wider Association membership, with due regard to an effective skills mix.

The number of Board members who are paid staff or Board members of other housing providers will be kept under review by the Governance & Remuneration Group on reviewing Board appointments.

The Chair of the Board cannot be a co-opted member or a paid staff member.

The Executive will be in attendance at all meetings. *Other officers will attend as required and or agreed.*

The Board may offer invitations to advisors with specialist knowledge or expertise to attend relevant meetings.

**Chair’s Action:**

The Chair of the Board has delegated authority to deal with any urgent matter, on behalf of the Board, which may arise between ordinary meetings of the Board. The Chair will endeavour to seek members’ views as necessary on matters requiring action between meetings and all actions taken under such authority will be reported to the next meeting of the Board.

**Frequency:**

To meet usually every three months, but at least four times a year. The Board can determine at any time to designate a Board Learning & Development event to be a Board meeting, should a decision be required.

**Servicing:**

The Group Board will be serviced by The Executive.
Appendix A2

Forum Creative Enterprises Ltd (Subsidiary Board)

Terms of Reference

Role:

The Subsidiary Board is responsible for the control and management of Forum Creative Enterprises Ltd., (FCE). This will include making proposals to the Parent Board, Forum Housing Association on its strategic direction, ensuring performance of all functions, managing key partnerships, and the management of available resources. The Subsidiary Board will direct FCE in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.

All Board Members share equal responsibility for decision-making and each should act only in the best interests of FCE and not on behalf, or for the benefit of, any other organisation or interest group.

The Parent Board will ensure that FCE has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

The Subsidiary Board may delegate its functions to Committees, and employees of the Group, however, it will retain responsibility for all actions taken in the name of Forum Creative Enterprises Ltd.

Responsibilities:

1. Promote FCE’s interests, including fostering good relationships between the organisation and the Community it works alongside and ensuring that FCE’s aims and objectives are understood.

2. Consult with stakeholders to inform and take views on FCE’s Vision, Mission, Commitments and Behaviours, where they are not already consulted on as part of the Parent’s role.

3. Monitor compliance with the achievement of the commitments of FCE.
4. Establish and monitor progress against achievement of FCE’s Business Plan, establishing a framework for reviewing plans and policies as necessary.

5. Ensure that all activities undertaken by FCE reflect a positive image and are consistent with its Business Plan and Communications Strategy.

6. Apply the Group’s approved Standing Orders and Financial Regulations.

7. Implement the Group’s approved Membership Policy consistent with the Group’s Rules and Constitution.

8. Accept decisions made through the Parent Board’s delegation to Governance & Remuneration of Board member recruitment, succession planning, Board learning and development and appraisal.

9. Take appropriate advice and appoint consultants / advisors as necessary.

10. Consider and make recommendations to the Parent Board on strategies, policies and all matters that create significant financial or other risk to FCE or which affect material issues of principle.

11. Manage the operation of FCE in terms of its use of resources, financial viability and achievement of the agreed Business Plan including recommending to the Parent Board approval of:

   ▪ the Annual Budget and Business Plans
   ▪ the Annual Report and Financial Statements
   ▪ performance targets and improvement plans
   ▪ organisational structures
   ▪ contracts with third parties


13. Ensure it has an effective means of knowing whether the organisation is being properly managed to fulfil its mission and is in sound financial health.
14. Consider the acquisition or disposal of any property, leases or land assets of FCE and make recommendations to the Parent Board.

15. Consider and make recommendations to the Parent Board in respect of strategies and new policies, and review identified policies and ensure that a system is in place to enable it to monitor progress in implementing those strategies and policies.

16. Ensure appropriate risk management and internal control systems are in place in respect of FCE and that these are regularly reviewed.

17. Ensure that all affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety, and in particular, ensure compliance with all regulatory requirements.

18. It is necessary in practise for the FCE Board to delegate some of its work to Committees, to the Chair of the Subsidiary Board, or to the Chief Executive of Forum Housing Association. In any event, delegation of a function or working groups, does not remove the responsibility of the FCE Board for decisions taken on its behalf.

19. Manage FCE’s involvement in the Parent-Board-approved framework of delegation and systems of control, delegating powers to Committees, Groups, Officers and employees, ensuring consistency with Standing Orders and Financial Regulations.

20. Decisions made and taken at the FCE Board will normally be by negotiation and consent. In exceptional circumstances a vote may be required to be taken. Only voluntary Board members are eligible to vote. In the event of equality of votes, the Chair shall have a casting vote. Once a matter is determined, individual Board members are expected to be bound by the collective decision of the Board.

Quorum & Members:
The quorum is the lesser of three Board Members of which one must be a member of the Parent Board.

The FCE Board includes a minimum of three Board Members, including co-opted members and the Chief Executive is also a member of the Board.
Membership of the Board will be determined with due regard to an effective skills mix and may include up to two Members who are independent of the Parent Board.

The number of Board members who are paid staff or Board members of other housing providers will be kept under review by the Governance & Remuneration Group on reviewing Board appointments.

The Chair of the Board cannot be a paid staff member.

Officers will attend as required and or agreed.

The Board may offer invitations to advisors with specialist knowledge or expertise to attend relevant meetings.

**Chair’s Action:**

The Chair of the Board has delegated authority to deal with any urgent matter, on behalf of the Board, which may arise between ordinary meetings of the FCE Board. The Chair will seek the view of the Parent Board and endeavour to seek FCE Members’ views as necessary on matters requiring action between meetings and all actions taken under such authority will be reported to the next meeting of the Board.

**Frequency:**

To meet usually every three months, but at least four times a year.

**Servicing:**

The FCE Board will be serviced by the Administrative Team.
Role:

The Subsidiary Board is responsible for the control and management of Foundation Enterprises (NW) LLP (FENW). This will include making proposals to the Parent Board, Forum Housing Association on its strategic direction, ensuring performance of all functions, managing key partnerships, and the management of available resources. The Subsidiary Board will direct FENW in accordance with its rules and objectives in pursuance of the commitments made in the Business Plan.

All Board Members share equal responsibility for decision-making and each should act only in the best interests of FENW and not on behalf, or for the benefit of, any other organisation or interest group.

The Parent Board will ensure that FENW has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

The Subsidiary Board may delegate its functions to Committees, and employees of the Group, however, it will retain responsibility for all actions taken in the name of Foundation Enterprises (North West) LLP.

Responsibilities:

Business Plan

1. Promote FENW’s interests, including fostering good relationships between the organisation and the Community it works alongside and ensuring that FENW’s aims and objectives are understood.

2. Consult with stakeholders to inform and take views on FENW’s Vision, Mission, Commitments and Behaviours.

3. Publish and circulate the commitments from the Business Plan to key stakeholders (e.g. CWaC).

4. Monitor compliance with the agreed behaviours, and achievement of the commitments of FENW.
5. Establish and monitor progress against achievement of FENW’s Business Plan, establishing a framework for reviewing plans and policies as necessary.

6. Ensure that all activities undertaken by FENW reflect a positive image and are consistent with its Business Plan and Communications Strategy.

Governance

7. Apply the Group’s approved Standing Orders and Financial Regulations.

8. Implement the Group’s approved Membership Policy consistent with the Group’s Rules and Constitution.

9. Accept decisions made through the Parent Board’s delegation to Governance & Remuneration of Board Director recruitment, succession planning, Board learning and development and appraisal.

10. Take appropriate advice and appoint consultants / advisors as necessary.

11. Consider and make recommendations to the Parent Board on strategies, policies and all matters that create significant financial or other risk to FENW or which affect material issues of principle.

Performance

12. Manage the operation of FENW in terms of its use of resources, financial viability and achievement of the agreed Business Plan including recommending to the Parent Board approval of:

- the Annual Budget and Business Plans
- the Annual Report and Financial Statements
- performance targets and improvement plans
- organisational structures
- contracts with third parties


14. Ensure it has an effective means of knowing whether the organisation is being properly managed to fulfil its mission and is in sound financial health.
15. Consider the acquisition or disposal of any property, leases or land assets of FENW and make recommendations to the Parent Board.

16. Consider and make recommendations to the Parent Board in respect of strategies and new policies, and review identified policies and ensure that a system is in place to enable it to monitor progress in implementing those strategies and policies.

17. Ensure appropriate risk management and internal control systems are in place in respect of FENW and that these are regularly reviewed.

18. Ensure that all affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety, and in particular, ensure compliance with all regulatory requirements.

Delegation

19. It is necessary in practise for the FENW Board to delegate some of its work to Committees, to the Chair of the Subsidiary Board, or to the Chief Executive of Forum Housing Association. In any event, delegation of a function or working groups, does not remove the responsibility of the FENW Board for decisions taken on its behalf.

20. Manage FENW’s involvement in the Parent-Board-approved framework of delegation and systems of control, delegating powers to Committees, Groups, Officers and employees, ensuring consistency with Standing Orders and Financial Regulations.

21. Decisions made and taken at the FENW Board will normally be by negotiation and consent. In exceptional circumstances a vote may be required to be taken. All Board members are eligible to vote in line with the agreed ratio of votes. In the event of equality of votes, the Chair shall have a casting vote. Once a matter is determined, individual Board members are expected to be bound by the collective decision of the Board.

Quorum & Members:

The quorum is the lesser of three Board Members of which one must be a member of the Parent Board or its representative.

The FENW Board includes seven Board Members, including independent members.
Membership of the Board will be determined with due regard to an effective skills mix and will include at least two Members who are independent of the Parent Board.

The number of Board members who are paid staff or Board members of other housing providers will be kept under review by the Governance & Remuneration Group on reviewing Board appointments.

The Chair of the Board cannot be a paid staff member.

The Executive will be in attendance at all meetings. Other officers will attend as required and or agreed.

The Board may offer invitations to advisors with specialist knowledge or expertise to attend relevant meetings.

Chair’s Action: The Chair of the Board has delegated authority to deal with any urgent matter, on behalf of the Board, which may arise between ordinary meetings of the FENW Board. The Chair will seek the view of the Parent Board and endeavour to seek FENW Members’ views as necessary on matters requiring action between meetings and all actions taken under such authority will be reported to the next meeting of the Board.

Frequency: To meet usually every three months, but at least four times a year. The Board can determine at any time to designate a Board Learning & Development event to be a Board meeting, should a decision be required.

Servicing: The FENW Board will be serviced by The Executive.
Appendix A4

Risk and Audit Committee
Terms of Reference

Role:
The Committee takes responsibility for overseeing the effectiveness of internal controls, best value reviews, service improvement planning, assurance and risk management, ensuring that there are proper relationships between the Group, its internal systems reviewers, external auditors and regulators.

The Committee ensures that all business activities are appropriately assessed and classified for risk and that risks are effectively managed, in accordance with the agreed Risk Management Strategy.

The Committee may request information or an investigation into any aspect of the Group’s activities.

The Committee is a forum for open discussion between Board Members and the Group’s Management to give more detailed consideration to assurance issues affecting the Group ahead of making recommendations to any of the Boards.

The Parent Board will ensure that the Risk and Audit Committee has the necessary range of skills, knowledge, experience and qualities required to make decision-making effective and accountable.

Responsibilities:

1. Ensure efficient and effective systems of management, Safeguarding and internal control, consistent with the requirements of regulators, and to maintain the highest standards of safety, security, service to customers, performance and probity.

2. Ensure the provision of an efficient and effective external audit service, making recommendations to the Parent Board on the appointment, remuneration and scope of work of the external auditors.
3. Ensure the provision of an efficient and effective control systems review, receive feedback from service-users and make recommendations to the Board on the organisation and resourcing of this service.

4. Approve an annual audit report on the operation of the Group’s system of internal controls and assurance for submission to the Group’s Board and inclusion within financial statements.

5. Ensure the provision of an efficient and effective system of determination of, and review of achievement against, Improvement Plans.

Programme

6. Determine a programme of work, ensuring the systematic appraisal of Safeguarding processes, internal controls and with priorities based on risk assessments.

7. Approve an annual plan for internal control reviews, adjusting this during the year where necessary based on changes to risk.

8. Liaise with internal control reviewers and external auditors regarding their approach, reporting, timetables, audit adjustments and audit findings.

Review

9. Review, and report annually, on the efficiency and effectiveness of the Group’s system of Safeguarding and internal control.

10. Review annually the Group’s Standing Orders and Financial Regulations, making recommendations to the Board as necessary.

11. Review annually the Group’s Safeguarding and Risk Management Strategies, making recommendations to the Board as necessary.

12. To consider and recommend to the Parent Board any changes to the Group’s Health and Safety Policy and Procedures.

13. Review annually the findings of external audits, including significant audit adjustments

Assurance

14. Monitor the effectiveness of the Group’s Safeguarding Policy and Procedures, receiving reports into any matter that may have Safeguarding implications for the Group.
Assurance
(Cont..)

15. Monitor the management response to agreed Safeguarding reviews or external body recommendations and the subsequent implementation.

16. Monitor the implementation of approved recommendations relating to both internal reviews and external audit reports and management letters.

17. Monitor the effectiveness of internal review and external audit services and their relationship with each other.

18. Monitor the management response to agreed internal review or external audit recommendations and the subsequent implementation.

19. Monitor performance against the Group’s annual plan for internal control reviews and best value reviews, reporting to the Group Board on any variances.

20. Monitor the implementation of the Risk Management Strategy and receive risk mapping results six-monthly.

21. Monitor the effectiveness of the Group’s Health and Safety Policy and Procedures, receiving reports into any matter that may have Health and Safety implications for the Group.

22. Monitor the management response to agreed Health and Safety reviews or external body recommendations and the subsequent implementation.

23. To initiate reports and investigations as it sees fit, having the right of access to all minutes, books, documents or other information maintained by the Group. The Committee may require employees to supply information, either written or verbal, on any matter.

24. Scrutinise allegations of fraud and monitor any entries into the fraud register, making recommendations to the Board on any policy / procedure changes required.

25. Monitor progress against Improvement Plans across all teams, reporting to the Board any serious concerns regarding achievements.

Insurance

26. Review annually the range of insurances held by the Group and premiums achieved, making recommendations as to cover and claims assurance as appropriate.
Quorum & Members: Two Board Members, to include at least one who is a Parent Board Member.

The Parent Board Chair and Vice Chair are entitled to attend meetings of this Committee.

The Chair of Risk and Audit is appointed by the Parent Board.

Subject to the agreement of the Parent Board, the Committee may co-opt up to two additional Members whose particular skills complement the role.

The Association’s Executive and other officers may be in attendance at meetings.

Chair’s Action: The Chair of the Committee has delegated authority to deal with any matter which may arise between meetings and any action taken under such authority will be reported to the next meeting of the Committee.

Frequency: To meet normally four times a year.

Servicing: The Committee will be serviced by The Executive.
Appendix A5

Finance Group
Terms of Reference

Role: The Group is a forum for open discussion between Board, Association Members and the Group’s Management to give more detailed consideration to strategic issues affecting the Group’s issues of finance, ahead of making recommendations to the Parent Board.

Responsibilities:

Strategy
1. To review the annual financial statements prior to their submission to the Boards and Annual General Meetings, focussing on:
   - accounting policies
   - compliance with accounting standards
   - covenant results and performance indicators
   - financial position compared to Business Plan

2. Review the budgets for the forthcoming years, prior to the submission to the Board, focussing on:
   - prior year performance
   - future plans
   - future financial viability

3. Any other business relevant to the financial functions of the Association.

Quorum & Members: Membership will be a minimum of two. Quorum is any two Association Members with at least one being a Board Member. The Group can include the Parent Board Chair.

Chair’s Action: This is not a decision making Group. Its intention is to review documents prior to and offer observations to Board.

Frequency: To meet at least twice annually.

Servicing: The Group will be serviced by the Finance Team.
Equality & Diversity Steering Group

Terms of Reference

Role:
The role of the Group is to demonstrate the commitment of the Association to achieve positive Equality and Diversity in all that we do.

The Group may offer invitations to advisors with specialist knowledge or expertise, or other Board members or staff or residents of the Association, to attend relevant meetings.

The Group will ensure the commitment of the Board to achieving equality and inclusiveness for all is implemented and monitored.

Responsibilities:

Purpose

1. To ensure the Association has comprehensive Equality Outcome Objectives to provide direction to meet its targets, legal obligations and the needs of staff and residents in relation to Equality and Diversity.

The Equality Outcome Objectives must include:

- Clearly identified objectives, outcomes and priorities for action
- Clearly identified timescales for achievement
- Identified officer responsibility
- Identified training and development needs

2. To monitor the delivery of the Equality Outcome Objectives, ensuring targets are being met.

3. Evaluate compliance with the Equality Outcome Objectives in terms of quality and service improvements using:

- Feedback from residents
- Feedback from employees
- Feedback on policy implementation e.g. incidents of violence and aggression, harassment and bullying
- Feedback from organisations that represent the needs of BME residents or residents with disabilities

4. To ensure the principles and positive stance of the Equality and Diversity Framework is enshrined in all the Association’s Policies and Procedures to promote inclusiveness for all.
5. To ensure consistency of a positive approach in the delivery of the Equality and Diversity agenda, and to challenge known or perceived discriminatory practice or non-inclusiveness.

6. To produce regular reports on Equality and Diversity for the Board based on the information and evidence obtained and the actions undertaken.

**Quorum & Members:**
Membership includes the Chief Executive, Human Resources Manager, Service Manager, the Equality and Diversity staff group representative, a representative from the Housing Solutions Team and other Board and Association members.

**Chair’s Action:**
The group is chaired by the Equality and Diversity Champion, (Board member).

**Frequency:**
This group will meet on a quarterly basis. Individuals on this group will be responsible for providing information and feedback from the areas that they represent.

The group will report formally to the Board and have links to all other committees through timely reporting as required in accordance with the Equality and Diversity Framework.

**Servicing:**
The Group will be serviced by the Association’s Equality and Diversity Lead Officer.
Appendix A7

Governance & Remuneration Committee
Terms of Reference

Role: The committee is a forum for open discussion between Board Members and the Group’s Management to give more detailed consideration to strategic issues affecting the Group’s issues of remuneration (Board and Employees), governance, employee-related and other performance matters ahead of making recommendations to the Parent Board.

Responsibilities:

Strategy
1. To review the requirements for Board renewal to ensure that a strong, experienced and appropriately skilled Board is in place at both the Parent and Subsidiary Board.
2. To review the remuneration strategy for the Group’s Executive.
3. To review and make recommendations to the Parent Board on strategic and policy issues which might create significant remuneration, human resources or governance risk / benefit to the Group, or which raise material issues of principle.
4. To consider, and where necessary make recommendations to the Parent Board on options for future company structure - operational and corporate - to achieve the Group’s strategic objectives.
5. To consider the content and feedback from the Board learning and development programme, ensuring that it provides the necessary coverage as highlighted from Board assessment and changes in the housing sector.

Organisational structure
6. To review, in consultation with The Executive Directors, the appropriate staffing structures to achieve the Group’s strategic objectives and make recommendations to the Boards.
7. To oversee the implementation of restructure and related policies, monitoring achievement of plans.

Remuneration
8. To consider, and recommend to the Board, terms and conditions, remuneration and collective pay policies for Group employees and review these annually where required, making recommendations to the Board.
9. To monitor the operation of The Executive performance appraisal scheme, reviewing the annual appraisal of the Chief Executive, together with targets agreed.
Governance

10. To approve the recruitment process for Board vacancies and form an interview panel for applicants, making recommendations for appointment to a General Meeting.

11. To monitor the implementation of policies and practices that ensure the highest standards of governance in the Group; including the Code of Governance and Code of Conduct for Board Members and staff, making recommendations to the Board as appropriate.

12. To review and report to the Boards on the actions and achievements of the Governance Improvement Plan.

13. To nominate to and conduct disciplinary matters in respect of Board Members, reporting all such matters to Board.

Quorum & Members:

Membership will be a minimum of three. Quorum is any two Board Members. The Committee will include the Parent Board Chair.

Chair’s Action:

The Chair can, following consultation with fellow members, co-opt up to two additional persons, who do not have to be Board Members, to fulfil an identified skill gap to this committee.

Frequency:

To meet as required.

Servicing:

The committee will be serviced by The Executive.
FORUM HOUSING ASSOCIATION

Forum Housing Association is fully committed to all principles of Equality and Diversity and takes an approach which recognises the importance of the nine Protected Characteristics covered by the Equality Act (Age, Disability, Gender Reassignment, Pregnancy and Maternity, Race, Religion or Belief, Marriage and Civil Partnership, Sex, Sexual Orientation). As a demonstration of our commitment, this policy and procedure has had an Equality Analysis undertaken on it to ensure we offer a service and employment that is inclusive for all.

BOARD CODE OF CONDUCT

The Board as the governing body of the Association adopts this Code of Conduct to promote a healthy working relationship among the Association’s members and staff, based on mutual trust and support.

Recognition is given within this Code of Conduct that it embraces the spirit, ethos and principles of all good governance requirement models. In particular cognisance has been given to the:

* NHF Codes
  – Excellence in Standards of Conduct
  – Excellence in Service Delivery and Accountability
  – Excellence in Governance
* Tenant Services Authority regulatory requirements
* Voluntary and Community Sector Compact
* Good Governance Standard in Public Services

Board Members accept that they, alongside other Association members and senior staff set the standard for the Association by their personal conduct and their leadership.

Embracing the Christian faith and way of life is explicit to this conduct.

VALUE STATEMENT

BOARD MEMBERS WILL STRIVE TO PROMOTE SHARED VALUES WHICH WILL ENCOMPASS

* respect for persons both within and outside the Association
* honesty in actions and speech
* fairness and justice in the treatment of all
* openness in communication
* belief in diversity within an environment of corporateness and professionalism
* commitment to - quality
  - individual empowerment
  - the Association philosophy
ALL MEMBERS OF THE BOARD WILL:

Be aware of the content of the Association’s Rules, Rules and Standing Orders and Financial Regulations.

Avoid any situation that may constitute a conflict of interest whilst declaring any potential conflict of interest at the first opportunity.

Recognise that the Board acts as a whole and that the authority rests only with the Board in a legally constituted meeting, not with individual members.

Recognise the Chair as the sole person to speak for the Board outside meetings, except in cases where the Chair has authorised a member to speak on his/her behalf.

Attend and participate in all meetings (insofar as possible), having prepared for discussion and decision by studying all agenda materials. Apologies must be received if Board members are not able to attend meetings. If Board members are absent from four consecutive meetings of the Board without special leave of absence, their term of office will be terminated.

Conduct all business in open public meetings unless in the judgement of the members, it is appropriate to hold a closed session.

Maintain confidentiality of all discussions held in closed session.

Enhance their ability to function effectively as a member by study of relevant housing and business issues and/or attendance at conferences, seminars, meetings or workshops.

Take part in agreed training and development activities.

Undertake an annual Performance and Development Review.

Ensure that the Association in compliance with all relevant legislation does not discriminate in any of its policies, procedures and practices.

Promote and maintain good relations with fellow members by

* respectfully working with them in a spirit of harmony and co-operation and giving each member courteous consideration of his/her opinion

* respecting the opinion of others and abiding by the principle of majority rule
Promote effective working with the Chief Executive and all staff by

* providing the necessary delegations and support for them to effectively perform their duties
* referring complaints and/or criticisms through the appropriate channels

Be advocates of the Association in the community by encouraging support for and interest in the Association.

IN DISCHARGING THE RESPONSIBILITIES OF A MEMBER OF THE ASSOCIATION’S BOARD, EACH MEMBER WILL:

Expect the Chief Executive to bring to their attention all major issues facing the Association.

Expect appropriate documentation to be circulated in sufficient time for it to be studied.

Expect arrangement to be made to enable members to meet staff informally and formally from time to time.

Be scrupulous in requesting only authorised and legitimate reimbursement of expenses.

Signature: ____________________________
BOARD MEMBER

This policy will be reviewed on at least a 2 year cycle, or sooner as directed.

Date of next review March 2017.