



## **TOWER HAMLETS COMMUNITY HOUSING**

### **STANDING ORDERS**

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A	GENERAL	3
B	MEMBERSHIP	4
C	CODE OF CONDUCT FOR BOARD MEMBERS	10
D	THE DUTY OF STAFF TO THE BOARD	17
E	OFFICERS	19
F	THE BOARD	20
G	AUDIT COMMITTEE	25
H	SERVICE DELIVERY COMMITTEE	27
I	FINANCE & DEVELOPMENT COMMITTEE	29
J	PERSONNEL COMMITTEE	32
K	THE SENIOR MANAGEMENT TEAM	34
L	POWERS DELEGATED TO SENIOR STAFF	36

# **Tower Hamlets Community Housing**

## **STANDING ORDERS**

### **A GENERAL**

- 1 Tower Hamlets Community Housing is a company limited by guarantee and a registered charity providing housing and associated amenities and, directly and with others, regenerating its area of operation. [It is registered with the Tenant Services Authority as a Registered Social Landlord (RSL)].
- 2 These Standing Orders describe the respective responsibilities of THCH's Board and Committees and of its the Senior Management Team. The aim of the Standing Orders is to ensure that decision making powers and delegated authority are clear.
- 3 All Board Members have the responsibility of trustees and have a duty to act at all times in accordance with the position of trust which they hold. Therefore, in conducting THCH's business, they must at all times concern themselves with two principal questions:
  - a) whether THCH is keeping within its objectives and powers;
  - b) whether its actions are financially responsible.
- 4 The Tenant Services Authority similarly expects Board Members to ensure that THCH's interests are protected. The Tenant Services Authority's expectations of Boards are specified in the Regulatory Code. The Tenant Services Authority's principal means of assessing the Board's performance of its duties is through the Performance Review system which includes an obligation on the Board annually to consider and submit a return describing the extent to which THCH is complying with the Tenant Services Authority's requirements.
- 5 The Company Secretary has the duty and the right to make all reasonable enquiries should he or she believe that a breach of the law or the Memorandum and Articles of Association has occurred.
- 6 Delegation of financial authority is defined within THCH's Financial Regulations.

## **B MEMBERSHIP**

### **1 Constitution of the Board**

- 1.1 THCH has a Board which has overall responsibility for its work. Board Members have the legal status of company directors but are referred to in these Standing Orders as Board Members.
- 1.2 The Articles of Association of THCH specify the composition of the Board:
- a) up to four Local Authority Board Members, nominated by the London Borough of Tower Hamlets;
  - b) up to six tenant Board Members, elected by the tenants in accordance with procedures agreed by the Board;
  - c) up to two Leaseholder Board Members, elected by leaseholders in accordance with procedures agreed by the Board;
  - d) up to four Ordinary Board Members.
- 1.3 Local Authority Board Members are appointed and removed by the London Borough of Tower Hamlets. Resident Board Members are appointed through election arrangements determined by the Board under clauses 3(4) and 3(5) of the Articles of Association, and retire in accordance with clause 8 and 34(4). Ordinary Board Members retire and are appointed in accordance with clause 34 of the Articles of Association.
- 1.4 The quorum for meetings is defined in clause 47 of the Articles of Association.

### **2 Board Membership Policy**

#### **Introduction**

- 2.1 The Board of THCH has ultimate responsibility for the control and conduct of the organisation's affairs. THCH is a significant provider of homes and services in its areas of operation, and has access to substantial public funds and private sector borrowing in order to deliver a major programme of works. As such, it is important for the Board to be well equipped to carry out its responsibilities. It therefore needs members whose collective skills, experience and personal qualities reflect the need to be an efficient social landlord.
- 2.2 THCH's Board comprises four types of Board Member - Local Authority, Tenant, Leaseholder and Ordinary. The Local Authority, Tenant and Leaseholder Board Members bring a range of skills to the Board. The recruitment of Ordinary Board Members will be used to introduce complementary skills and experience.
- 2.3 All THCH Board Members and those of its subsidiaries must subscribe to and uphold THCH's Mission Statement, Code of Conduct and Equal Opportunities Policy.

## **Board Skills and the Selection of Other Board Members**

- 2.4 The Board must satisfy itself that Board Members, collectively, possess a suitable range of skills and experience. The Tenant Services Authority provides the following guidance on the range of skills that Registered Social Landlords should have at Board level.

Governing bodies will normally need skills in and experience and understanding of:

- a) the housing needs that the applicant aims to meet
  - b) residents' needs and concerns
  - c) strategic management in a public or private body
  - d) general business activities including the management of staff, property and contracts
  - e) finance
  - f) legal matters
  - g) community relations and needs
  - h) working with local authorities
  - i) development and building
  - j) public relations
  - k) management of information technology
- 2.5 Bearing in mind the objectives of THCH, and the financial arrangements underpinning the transfer and works programme, the following areas of expertise will also be essential:
- l) community and economic development
  - m) private finance markets
  - n) housing policy and best practice.
- 2.6 The Board of THCH will therefore seek Board Members with skills and experience that complement the areas of expertise possessed by local authority and resident nominees.
- 2.7 Board Members should seek to achieve both a gender and ethnic balance on the Board, the latter to reflect the communities within which it is working. Board Members are likely to come from all walks of life and bring with them experience of business, voluntary or charitable organisations and other housing organisations.
- 2.8 Periodically it will be necessary to review the range of skills possessed collectively by Board Members, to ensure that the Board maintains all the qualities it needs to take decisions, monitor performance and ensure that THCH meets its objectives.
- 2.9 Having set a specification of the type of Board membership desired, and compared this to the skills and experience of existing Board Members, the Board will be able to identify what skills or experience are missing. The

Board should then undertake an active search (involving all members but co-ordinated by the Chair) for suitable candidates.

### **3 The Process of Recruiting Board Members, other than the Local Authority and Resident Board Members**

3.1 The process for recruiting other Board Members shall be as follows:

- i. Independent Board Members shall be recruited through a process of advertisement or through the NHF “Get on Board Scheme”.
- ii. Advertisements shall be placed in national and local newspapers and the relevant trade press.
- iii. Candidates having appropriate skills and experience will be invited to respond to the advertisement.
- iv. Potential candidates will be sent a Board Member information pack and invited to apply for a position by submitting a CV or application form.
- v. The Chair and the Chief Executive or their representatives will assess the applications received against a check list of requirements.
- vi. Short listed candidates will meet with the Chair & Chief Executive. Candidates are expected to indicate whether any of their activities or memberships of other organisations might lead to conflict of interests with THCH’s work. Assuming both parties are interested in proceeding, the prospective Board Members will normally be invited to attend one meeting of the Board and one committee meeting as observers and their Summarised CV/application form circulated to all Board Members.
- vii. As with other observers, prospective Board Members will be required to leave during the discussion of confidential items.
- viii. Following their period as an observer, the candidate will meet with the Chair for two way feedback. If the candidate is still interested in Board membership, a paper proposing their appointment will be put forward by the Chief Executive to the next meeting.
- ix. Prospective Board Members will be offered training facilities during this period.

### **4 Statement of Board Member Responsibilities**

4.1 Board members will be required to sign the statement of responsibilities set out below.

**Responsible to:**

Tower Hamlets Community Housing.

**Objectives:**

To ensure that THCH is managed efficiently, effectively and in line with the requirements of the law, the regulatory bodies and best practice.

To act only in the interests of THCH and not on behalf of any constituency or interest group.

To uphold the reputation of THCH and the values, objectives and principles for which it stands.

**Key responsibilities**

- A) To participate fully in the planning of THCH's work, setting objectives and monitoring performance accordingly.
- B) To participate and agree policies to guide THCH's work and to uphold these policies accordingly.
- C) To ensure that decisions taken by the Board are in THCH's best interests and that its legal and moral responsibilities are met.
- D) To receive and consider reports prepared by staff, agents and advisers and question these to ensure that decisions are well founded.
- E) To attend Board meetings regularly, participate fully in discussions and share responsibility within the decision making process.
- F) To attend appropriate training events or represent THCH as required.
- G) To abide by decisions of the Board and its Committees and uphold the doctrine of collective responsibility.
- H) To treat information labelled as confidential in confidence.
- I) Not to do anything to undermine the work or reputation of THCH.
- J) To ensure commitment to THCH's Equal Opportunities Policy.
- K) To uphold the NHF's Code of Governance and THCH's Code of Conduct.
- L) To declare relevant interests.
- M) To be involved in the appointment (and if necessary the dismissal) as appropriate of senior staff.
- N) To be as open in communication as possible.

**5 Training for Board Members**

5.1 THCH will provide training to Board members to assist them to carry out their duties and fulfil their responsibilities.

5.2 It will be the individual responsibility of Board members to ensure that they update their skills and participate in the training on offer.

## **Assessment and Review of Training Needs**

- 5.3 On appointment and biennially thereafter the training needs of Board Members will be assessed and reviewed through the Board Member Appraisal Scheme. By this means individual and collective skill and knowledge gaps will be identified.
- 5.4 Board members will be offered appropriate training, tailored to their specific needs and the priority needs of the THCH. Board member training is likely to take a number of forms, including:
- induction training
  - self-directed reading of books, professional journals and in-house guidance manuals and:
  - documents;
  - attendance at Board Development days and workshops;
  - attendance at training courses, seminars and conferences

## **Training Budget**

- 5.5 A training budget for Board member training will be agreed annually. The intention will be to set a budget which provides adequate resources for Board member training.
- 5.6 Travel to and from training events will be reimbursed according to THCH's training expenses claim procedure.

## **Induction**

- 5.7 All new Board members at THCH will have a THCH Induction Day that includes a tour of the stock and a meeting with the Chief Executive and each of the Executive Directors to go through the History of THCH, the structure of THCH and current issues.
- 5.8 Following on from this new Board Members will have the opportunity to attend the following NHF Courses:
- Introduction to Social Housing
  - Developing your role as a board member
- And depending on which Committee you serve one of the following:
- Introduction to the Introduction to the Development Process or
  - Introduction to Social Housing Finance or
  - Introduction to Housing Management
- 5.9 Training and support is not only available from THCH but also through the National Housing Federation who run a variety of courses tailored to the needs of Board Members.
- 5.10 Board members will receive the following information:
- THCH Standing Orders
  - THCH Articles of Association
  - THCH Financial Regulations

- Up to date edition of the Corporate Plan
  - Latest Annual Report
  - NHF Board Members Handbook
  - Charity Commission's booklet on "What Trustees need to know"
- 5.11 Upon appointment as a Board Member, the Chair of the Board will arrange for a "buddy" for the new Board Member from the existing Board members in order to give the Board Member support over the first year.

## **6 Board Members' Expenses**

- 6.1 THCH will reimburse Board Members' reasonable travel expenses, the cost of subsistence (where provision is not otherwise made), and child care costs in certain circumstances where incurred in connection with THCH business. Claims will be reimbursed following submission in a form specified by THCH. Board Members' expenses claims (other than from the Chair) will be authorised by the Chair. Claims from the Chair will be authorised by the Chief Executive.

## C CODE OF CONDUCT FOR BOARD MEMBERS

### 1 Introduction

- 1.1 As a charitable body and Registered Social Landlord using large amounts of public funds, Tower Hamlets Community Housing recognises the need to set and achieve high standards of conduct for its Board Members and staff. This document sets down the Code of Conduct for THCH's Board Members. It covers all categories of Board Member and any Committees that the Board may establish from time to time. THCH also has a probity policy that Board Members and expected to abide by.
- 1.2 Tower Hamlets Community Housing subscribes to the NHF's Code of Governance but within its own Code of Conduct seeks to draw out the key elements of that Code and to supplement these taking into account THCH's values, ethos and objectives.
- 1.3 Tower Hamlets Community Housing subscribes to the “Nolan Seven Principles of Public Life”; which are:
- **Selflessness** - Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
  - **Integrity** - Holders of public office should not place themselves under any financial obligation to outside individuals or organisations that might influence them in the performance of their official duties.
  - **Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
  - **Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
  - **Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - **Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
  - **Leadership** - Holders of public office should promote and support these principles by leadership and example.
- 1.4 A statement of the responsibilities of THCH Board Members is provided to every Board Member and forms part of this Code.
- 1.5 THCH has a separate Code of Conduct for staff.

- 1.6 Some of THCH's Board Members are nominated or elected by constituencies. However, the primary duty of all Board Members is to act in the interests of THCH. This reflects their legal duties under company and charity law. Board Members are not delegates of any outside body and each Board Member owes a direct duty to THCH.

## 2 **Conflicts and Disclosures of Interest**

- 2.1 THCH will not grant a benefit or make a payment (other than where specifically provided for in the Tenant Services Authority's regulations - see 2.4 below) to:
- a) any Board Member except for reasonable expenses in connection with his or her Board duties;
  - b) any staff member except under his or her contract of employment;
  - c) close relatives of the above;
  - d) anyone who has been in one of the above categories within the last 12 months;
  - e) any business trading for profit which any of the above own or are involved in managing.
- 2.2 Under Schedule 1, Part I of the Housing Act 1996, Registered Social Landlords may pay Board Members up to a maximum specified by the Tenant Services Authority. THCH has resolved not to make such payments.
- 2.3 Certain exemptions apply: a Board Member or staff member who was a resident prior to joining THCH may be given the tenancy of further property. The Tenant Services Authority has laid down other exemptions (see Circular HC 37/96 for full details).
- 2.4 Under certain circumstances, and providing this is in accordance with all relevant THCH policies and procedures, THCH could:
- a) employ a relative of an employee;
  - b) re-employ someone who had worked for THCH within the last 12 months;
  - c) house an employee or their relative;
  - d) house a Board Member's relative with special needs needing supported housing;
  - e) house a Board Member or relative nominated by a local authority;
  - f) make a payment under the Residents Incentive and Voluntary Purchase Grant Schemes to a Board member or employee;
  - g) make payments due to residents or leaseholders under their agreements.
- 2.5 Any decision to use the above exemptions will require a resolution of the Board. All such resolutions will be recorded in the Register of Declarations of Interest (see 2.9), which will be available for public inspection. In the event of any doubt on the applicability of an exemption,

the Secretary will seek the guidance of the Tenant Services Authority in writing and report the results of this to the Board.

- 2.6 Any Board Member who believes that he or she may be in breach of the law should report this immediately to the Secretary who will investigate the position and raise this with the Tenant Services Authority. THCH will distribute annually to Board Members a declaration concerning conflicts of interest and all Board members are required to complete and return this.
- 2.7 A Board Member should declare an interest if an item of business being discussed at a Board meeting specifically concerns him or her or an organisation with which he or she is involved, whether profit making, public sector or voluntary sector (see section 2.1 above regarding profit making organisations). Failure by a Board Member to declare an interest will result in the matter being considered by a panel of three Board Members which could result in them recommending a resolution to the Board revoking the membership of the Board Member concerned.
- 2.8 THCH's Memorandum of Association prevents THCH paying Board Members anything other than out of pocket expenses.
- 2.9 In the event of the Board discussing a matter which specifically affects a Board Member or an organisation with which he or she is involved, or has direct financial implications for the Board Member or his or her organisation, the Board Member must declare an interest and withdraw from that part of the meeting.
- 2.10 THCH will maintain a Register of Declarations of Interest for public inspection that records disclosures of all relevant interests by Board Members, including:
  - the annual declaration that each Board member must sign
  - any provision or receipt of reasonable hospitality
  - any use of THCH contractors or agents by Board members
  - all decisions to use the exemptions listed in paragraph 2.4 above.
- 2.11 All those covered by this Code will follow the above requirements and, furthermore, will ensure that they:
  - a) never use their position with THCH for their own gain or that of family or associates;
  - b) disclose any direct or indirect interest which could influence their judgement or give the impression any Board Member is acting for personal motives;
  - c) would withdraw from the meeting if any matter arises where a conflict of interest occurs;
  - d) would resign as a member of the Board if any such breach occurs in relation to their own position;
  - e) never allow themselves to be mandated by any outside body or persons to support, resist or influence a decision of the Board or the exercise of delegated authority by any Board Member or staff;

- f) would advise the Board if they consider another member to have such an interest;
  - g) never accept gifts or allow extravagance in any entertainment received or given in connection with THCH's business and always follow THCH's policies on recording hospitality;
  - h) should not seek any special advantage in the use of consultants, contractors, advisors etc. used by THCH; where such services are used, they would be declared to the Secretary before the transaction takes place.
- 2.12 The provisions of this code regarding conflicts of interest apply equally to Board Members who are THCH residents or Leaseholders, and in the event of the Board discussing a Board Members personal circumstances or individual dwelling, or the circumstances of a neighbour or relative, the Member concerned must declare an interest and withdraw from that part of the meeting.
- 2.13 Further, and in accordance with its commitment to maintaining the highest standards of probity and to protect the reputation of Tower Hamlets Community Housing, the Board expects any Board Member who is a resident or leaseholder of THCH to comply with his or her tenancy terms and to ensure that his or her rent is paid when due. The Board will not accept as a new Member any tenant or leaseholder of THCH who has unpaid arrears.
- 2.14 In particular, the Board expects that any existing Board Member against whom a notice of intention to seek possession is served or if a Leaseholder where legal action is being taken under the terms of the Lease will resign. The Chief Executive will be asked to inform the Board if any Board Member, who is a resident, is served with notice. If a Board Member does not resign voluntarily, the Board may seek to invoke the provisions of Article 37(f) of the Articles of Association, which require a Board Member to resign if called upon to do so in writing by at least three quarters of other Board Members. Before invoking clause 37(f), the Board will provide the Board Member concerned with the opportunity to present his or her case to the Board, or a sub-group of the Board.

### **3 Management Practice**

- 3.1 THCH has a Business Plan which sets down its objectives and targets. Further, it has policies and procedures covering its main areas of activity. These provide a framework in which fair decisions can be made in all areas. This approach to management practice in itself creates a framework for accountability which minimises the chance that THCH's Board could be legitimately criticised.
- 3.2 It is therefore the responsibility of Board members to ensure that the Business Plan is implemented through the staff and that policies and procedures are regularly reviewed and their operation reported upon.

- 3.3 THCH will aim for maximum openness in the operation of the Board. Items will be dealt with in open session wherever possible with confidential items clearly marked and dealt with in closed session. Information on the work and decisions of the Board will be disseminated to staff and publicised to residents and THCH's other partners. Within this, however, confidentiality of residents, staff and agencies with which THCH works will be respected.

#### **4 Selection of Ordinary and Resident Board Members**

- 4.1 THCH's Board needs to comprise members with the skills necessary to perform its duties efficiently and to acceptable standards. THCH also needs to ensure that a wide range of legitimate influences are brought to bear on its work and that no individual or group of individuals dominates its work.
- 4.2 THCH will establish and keep under review policies on recruiting Ordinary Board Members and will take active steps to implement these. The Board will receive reports on the implementation of the policies periodically. The current policy and procedures are detailed in Section B3.
- 4.3 It will also establish and keep under review policies on the election of Resident Board Members to ensure fairness and proper accountability.
- 4.4 The Board will keep its structure under review to ensure that it continues to carry out its role properly.
- 4.5 Where there are Board Members who are also the paid staff of other Federation members, the Board will consider whether their appointment to the Board could create an indirect or perceived duality or conflict of interests.

#### **5 Attendance**

- 5.1 In accordance with Article 37 of the Articles of Association, if any Board Member is absent without the Board's permission from every Board meeting in a six month period or 60% of meetings during a 12 month period, the Board will resolve to remove the Board Member from office.
- 5.2 THCH wishes to ensure that all Board Members contribute fully to the governance of THCH, and attend Board meetings regularly. Therefore, in addition to 5.1 above, and except in exceptional circumstances or where absence was with the consent of the Board, where a Board Member misses three consecutive Board Meetings, or is consistently absent, Board Members will seek to invoke the provisions of Article 37(f) which requires a Board Member to resign if called upon in writing by at least three quarters of the other Board Members.

- 5.3 Each Board Meeting will receive a report on Board and Committee attendance relating to meetings since the previous Annual General Meeting.
- 5.4 Board members who are to be absent from a meeting, except in exceptional or unforeseen circumstances are expected to send their comments and questions on papers to the Chair of the meeting concerned, 48 hours in advance.

## **6 Behaviour**

- 6.1 In accordance with THCH's Equal Opportunities Policy, the behaviour of Board Members will respect the contribution and rights of others, whether Board Members, staff, residents or those with whom THCH works.
- 6.2 Board members will:
- a) not behave in a racist or sexist manner nor indulge in other unfair discrimination;
  - b) neither encourage nor condone such behaviour in others;
  - c) positively uphold and defend THCH's values.
- 6.3 Any Board Member breaching this aspect of the Code of Conduct will be expelled from the Board and (if they are members) from membership.
- 6.4 In becoming a Board Member, the member is deemed to have accepted the terms of this Code of Conduct.

## **7 Board Member Grievances**

- 7.1 If any Board Member has an unresolved or an unsatisfactory answer to a complaint or dispute, the member shall make known his/her complaint in writing to the Chair of THCH with a copy to the Chief Executive.
- 7.2 The Chief Executive will investigate the issue within 15 working days and inform the Chair of THCH of his/her findings.
- 7.3 The Chair will discuss this with the complainant within 15 working days and if the complainant is not satisfied with the outcome, the matter will be referred to a panel comprising of at least four Board members, of which one will be a Resident Board Member, one Independent Board Member, one Council Board Member, plus one of the Committee Chairs to Chair the Panel.
- 7.4 The actual members of the panel will be determined by the Chair of the Board.
- 7.5 The Panel will be convened within 15 working days and will make its decision known within 15 working days of it sitting.

7.6 The decision of the panel is final and will be reported to the Board as a confidential item, at the next timetabled Board meeting.

## **8 Appraisal**

8.1 All Board members will be appraised annually under the THCH Board Member Appraisal scheme.

8.2 The annual appraisal will result in an agreed action plan for each Board member. Should a board Member consistently fail to work towards the agreed action plan or who fail to take part in the appraisal process or contribute very little to the work of the board; the Chair should seek to invoke the provisions of Article 37(f) which requires a Board Member to resign if called upon in writing by at least three quarters of the other Board Members.

## **D THE DUTY OF STAFF TO THE BOARD**

- 1 It is the duty of THCH's Chief Executive, staff and agents to ensure that the Board and Committees are informed so as to be able to carry out their management responsibilities. The Board and Committees comprise volunteers including some lay members. In order to keep them informed, staff must provide usable, clear and concise information, and not swamp Boards with data from which it is difficult to extract the key points.
- 2 It is the duty of the THCH Chief Executive to advise Board Members outside of the formal structure of any action that may materially affect the reputation of the organisation.
- 3 The following general principles should be followed by staff:
  - 3.1 Any item requiring decision must be supported by a written report.
  - 3.2 This written report should state clearly:
    - a) the purpose of the report;
    - b) any recommendations or, if none, why the report is being presented;
    - c) any financial consequences (see below);
    - d) whether the recommendation conflicts with existing THCH policy or creates a precedent affecting other areas.
  - 3.3 Written reports should normally be sent out so that Board Members receive them seven days before a meeting. Where this is not possible, papers will include a draft report, and final reports should be dispatched so that Board Members receive them at least three days before. Items should not be tabled at Board or Committee meetings unless genuinely urgent, in which case a brief written report should be tabled which clearly states, amongst other things, why the item concerned could not be the subject of a normally circulated report.
  - 3.4 A schedule of all Board and Committee meetings will be prepared annually and distributed to Board Members. The timetable shall be drawn up so as to allow the necessary reporting between different Committees and from Committees to the Board.
  - 3.5 Board Members will receive written notice of each Board Meeting at least seven days before the date of the meeting. The notice will include the Agenda for the meeting and will normally include all written reports to be dealt with at that meeting (subject to 3.3 above).
  - 3.6 Authors of reports should ensure that the latter are adequately referenced and submitted to the Corporate Admin Manager in accordance with the agreed timetable.

- 3.7 The draft minutes of each meeting will be circulated to the Chair for approval within seven days of the meeting being held. The finalised minutes will be circulated to the members of the Board or relevant Committee and appropriate staff as soon as they are prepared.
- 3.8 Reports should be kept for at least seven years from the date of the meeting at which they are presented.
- 3.9 Where decisions arise between meetings, these should be dealt with by Chair's Action on the basis of a written report from the Chief Executive which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting. This report must form part of the papers to the next Board or relevant Committee meeting. The Chair may decide, on receipt of a request for Chair's Action, that a matter is sufficiently important to require a special Board meeting, in which case a meeting shall be called promptly.
- 3.10 In the event of an emergency occurring which needs a prompt decision and is not covered by the delegated authority specified within this document, the Chief Executive, after personal or telephone consultation with the Chair (or Vice-Chair in his/her absence), may take appropriate action as necessary. Any such action should be reported in writing to the next Board or relevant Committee meeting for ratification.
- 4 It is particularly important that reports identify clearly the financial consequences of the decision sought from the Board or Committee, etc. The assessment of financial consequences should include where relevant the following:
  - a) the impact on THCH's budget;
  - b) the impact on the Business Plan;
  - c) the impact on borrowing capacity and loan covenant ratios;
  - d) a Net Present Value calculation of the net income streams for any proposed initiative.
- 5 Where it is proposed to enter into any form of contract which differs from forms previously agreed by the Board, a solicitor's report (or a synopsis thereof) should also be provided to the Board or Committee.
- 6 If any Board Member has reason to complain about the conduct or efficiency of any employee (other than the Chief Executive), the member shall make known his/her complaint in writing to the Chair of THCH and the Chief Executive. The Chief Executive will investigate the complaint and inform the Chair of THCH and the complainant of the result of the investigation and of any steps which have been taken as a consequence of this. In the case of a complaint against the Chief Executive, the complaint shall be made to the Chair and the matter investigated by the Chair and Vice-Chair.

## **E OFFICERS**

- 1 Under its rules and the law, each association must have a Company Secretary, appointed by the Board, who may be a paid member of staff, a Board Member or some other suitable person.
- 2 The Board will also elect the following officers:
  - Chair
  - Vice Chair
  - Chair and Vice Chair of the Audit Committee
  - Chair and Vice Chair of the Service Delivery Committee
  - Chair and Vice Chair of the Finance & Development Committee
  - Chair and Vice Chair of the Personnel Committee
- 3 The Vice-Chair shall act for the Chair in his/her absence.
- 4 If the Company Secretary is a member of the Board, he or she may not be either Chair or Vice-Chair.
- 5 The Company Secretary is responsible for ensuring the maintenance of the following records at the Registered Office:
  - Register of members
  - Register of Board Members and Secretary
  - Disclosure of interests register
  - Minute books for the Board and all Committees
  - Chair's action register
  - Mortgages and charges register
  - Up to date copy of the Articles of Association
  - Tender Opening Book.
- 6 The Company Secretary is responsible for ensuring that all statutorily required returns are made on time to the Tenant Services Authority, Registrar of Companies and the Charities Commission.

## **F THE BOARD**

1 The Board has overall responsibility for THCH and delegates a number of responsibilities to its Committees, officers and staff. In delegating its responsibilities to its Committees, the Board expects members of its Committees to possess the relevant skills; and that members appointed to the Board with such specialist skills are expected to sit on the relevant Committee. However, it retains the ultimate responsibility for all actions taken in THCH's name. The role of the Board is to set the overall aims and objectives of THCH and to ensure that the organisation is meeting these and keeping within its legal and moral obligations. The Board is also responsible for ensuring the financial well-being of THCH.

2 The functions of the Board are as follows:

### **Strategy and Policy**

- 2.1 Setting the overall policy objectives of THCH and agreeing any amendments to these. This is undertaken through the consideration and approval of a Business Plan proposed to the Board by the Chief Executive and the individual service strategies.
- 2.2 Approving major strategies.
- 2.3 Agreeing THCH's response to the Tenant Service Authority's Performance Standards and keeping the implementation of these under regular review.
- 2.4 Annually, considering and agreeing the contents of the Tenant Service Authority's annual return (RSR Long).

### **Financial Management and Control**

- 2.5 Approving the budget and cash flow forecast.
- 2.6 Approving long term financial forecasts (including the Business Plan).
- 2.7 Receiving and considering a regular report on THCH's performance against key financial indicators and reviewing or agreeing any corrective action necessary, which is delegated to the Finance & Development Committee.
- 2.8 Acting in relation to any serious under-performance or any danger to THCH's financial security.
- 2.9 Entering into any significant risks outside delegated authority.
- 2.10 Approving the disposal of any assets with a written down value of over £1,000, which is delegated to the Finance & Development Committee.

- 2.11 Ensuring THCH's assets are protected including the maintenance of adequate insurance cover, which is delegated to the Finance & Development Committee.
- 2.12 Agreeing authorised signatories for Housing & Communities Agency certifications, which is delegated to the Finance & Development Committee.

### **Development**

- 2.13 Monitoring performance against THCH's development targets, which is delegated to the Finance & Development Committee.
- 2.14 Monitoring THCH's capital programme, in particular its performance against the agreed targets and the spending of Housing & Communities Agency allocations, ensuring that any necessary corrective action is being taken, which is delegated to the Finance & Development Committee.
- 2.15 Approval of major development programme commitments.
- 2.16 Agreeing procedures for the appointment of architects, surveyors and specialist professional services, which is delegated to the Finance & Development Committee.
- 2.17 Agreeing procedures for selecting building contractors and for procuring building works which is delegated to the Finance & Development Committee.
- 2.18 Agreeing design and specification standards, which is delegated to the Finance & Development Committee.

### **Borrowing**

- 2.19 Agreeing a borrowing strategy and methods for appraising the risks of privately financed development and overseeing the arrangement of private finance for development, which is delegated to the Finance & Development Committee.
- 2.20 Assessing the viability and the terms for the raising of finance by THCH, which is delegated to the Finance & Development Committee.
- 2.21 Considering and approving specific loans and the terms and conditions attached to those loans including without limitation the term, the interest rate, the related costs, the scheduled repayment and to consider and approve the terms and conditions of the loan agreements and security documentation required in relation to those loans.
- 2.22 Approving the creation of any fixed charges and/or floating charge by THCH and the terms and conditions of such fixed charges and/or floating charge to be given as security for the loans referred to above.

- 2.23 Authorising such loan agreements and security documentation under hand.
- 2.24 Authorising a Board Member or other specified persons to agree and execute any related notices, letters or documents and to perform all matters, acts and things which such persons in their absolute discretion deem to be necessary or desirable in connection or in relation to any loan or finance referred to above.

### **Personnel**

- 2.25 Setting salaries for the Senior Management Team posts following review by the Personnel Committee, and that the setting of salaries for all other posts, is delegated to the Personnel Committee.
- 2.26 Approving changes in THCH's staff establishment, which is delegated to the Personnel Committee.
- 2.27 Acting in accordance with THCH's disciplinary procedure where required, which is delegated to the Personnel Committee.
- 2.28 Acting in accordance with THCH's grievance procedure where required, which is delegated to the Personnel Committee.
- 2.29 Overseeing THCH's staff pension arrangements, which is delegated to the Personnel Committee.
- 2.30 Overseeing THCH's relations with any trades union or other staff representative body, which is delegated to the Personnel Committee.
- 2.31 Setting and overseeing the implementation of staff training and development policies, which is delegated to the Personnel Committee.

### **General Management**

- 2.32 Creating or delegating authority to Committees or other Board Member bodies.
- 2.33 Agreeing amendments to standing orders, delegated authority and authorised signatories for all bank accounts.
- 2.34 Removing Board Members in accordance with clause 37 of the Articles of Association.
- 2.35 Formation and oversight of estate-based organisations, which is delegated to the Service Delivery Committee.
- 2.36 Public relations and marketing policy, which is delegated to the Service Delivery Committee.

- 2.37 Appointment of solicitors, bankers and auditors.
- 2.38 Out of court settlement of legal claims by or against THCH (other than items specifically delegated to staff).
- 2.39 Appointing or dismissing the members of the Senior Management Team.
- 2.40 Setting expenses policy for Board Members.

### **3 Conduct of Board and Committee Meetings**

- 3.1 Once the Board has made its decisions on overall policy, the monitoring of these functions may be delegated to Committees, the Chief Executive or Board Working Groups. The Board's role thereafter will be to receive periodic reports (as it decides) on the operation of the policy. Regular monitoring will be carried out by the Senior Management Team or the relevant Committee etc.
- 3.2 A copy of all Committee papers and minutes will be available at all THCH's offices for inspection by Board Members and the public on request. Minutes of Committee meetings will be approved as a true record at the next quorate meeting of that Committee, not at Board meetings.
- 3.3 The papers for each Board meeting will include a single side of A4 summary from each Committee.
- 3.4 Committee papers will not be routinely circulated to Board Members or discussed by the Board. Board Members may give notice to the Secretary that they wish to raise a matter dealt with by a Committee on the agenda for the Board.
- 3.5 The Board will meet at least four times a year as an ordinary meeting. Special meetings may be called as required by the Chair or Company Secretary, or by other members in accordance with the Articles of Association.
- 3.6 The agendas for each ordinary Board meeting will at a minimum include:
  - a) Apologies for absence.
  - b) Minutes of last meeting or any previous meeting without approved minutes (for accuracy).
  - c) Matters arising from the minutes not covered elsewhere on the agenda.
  - d) Summaries from each Committee.

- e) Chair's action (if any).
  - f) Outstanding Action
  - g) Area Resident Board Summaries
  - h) Latest Performance Summary
  - i) Any other business & Issues raised by Board Members (subject to the comments made in D2.3 above).
- 3.7 Residents or their representatives may attend Board Meetings and Committee Meetings as observers (excluding confidential items) and may speak at the discretion of the Chair, as set out in paragraph 3.8 below. Other observers may attend Board Meetings and Committee Meetings (excluding confidential items). The Board reserves the right to suspend contributions from the floor, or to adjourn to an alternative meeting place, if it considers that conduct of Board business is being unduly disrupted by observers.
- 3.8 Residents or their representatives can ask the Chief Executive for a deputation to be heard by the Board. Any request for a deputation to the Board will be discussed with the Chair and if the Chair approves the request, the deputation can choose up to two speakers who will be able to address the Board up to a combined maximum of 15 minutes. The Board Members present will then be able to ask any relevant questions to the deputation.
- 3.9 Items of a confidential nature due to factors such as commercial sensitivity or where individuals are identified within the report; will be heard in a closed session of the Committee with only THCH Board Members, THCH New Homes Board Members, co-opted Committee Members and THCH Officers present.
- 4 Reports and Minutes of Board and Committee meetings (excluding confidential items) will be made available to staff and residents at each THCH Office. Board papers (except confidential items) will be sent to all JARB Members.

## **G AUDIT COMMITTEE**

- 1 The purpose of the Audit Committee is to:
  - 1.1 ensure that satisfactory internal audit operates within THCH both in terms of the efficiency of its operations and the minimisation of fraud and embezzlement;
- 2 The functions of the Audit Committee are as follows:
  - 2.1 reviewing the draft audited accounts and the auditors management letter, and discussing changes and concerns with the auditors;
  - 2.2 conducting an annual risk assessment of THCH;
  - 2.3 agreeing the objectives, scope and timing of internal audit work covering probity, compliance and efficiency issues;
  - 2.4 receiving reports on internal control, deciding upon additional actions required and monitoring implementation of improvements;
  - 2.5 reviewing all cases of fraud detected and the measures taken to prevent recurrence;
  - 2.6 reporting to the Board annually on internal control;
  - 2.7 reviewing the appointment, remuneration, plans and performance of the external auditors;
  - 2.8 reviewing matters of standards and ethics.
  - 2.9 reviewing the key performance indicators quarterly.
- 3 The Audit Committee shall have a minimum of three members. At least one member shall be an Ordinary or Council nominated Board Member.
- 4 Quorum for Committee Meetings shall be three Committee Members, including at least one ordinary Board Member or Co-opted Committee Member. If a motion is carried at a Committee Meeting as a result of the votes of the Co-opted members, any Board Member can be asked that the recommendation be reviewed by the Board at the time of the vote being taken.
- 5 All persons appointed by THCH to carry out internal audits or investigations of possible or actual fraud, and THCH's external auditors, have the right of direct access to the Committee.
- 6 The Director of Finance will act as Lead Officer to the Committee.
- 7 The Audit Committee will meet at least three times a year.

- 8 The Audit Committee can co-opt up to 2 additional Committee Members.
9. The Chair of the Audit Committee will annually review with the Director of Finance the correspondence between THCH and the auditors. This will be reported on, annually to the Audit Committee.
10. The Chair of the Audit Committee will arrange to discuss the agenda and reports with the Director of Finance before reports are dispatched.
- 11 Residents or their representatives can ask the Director of Finance for a deputation to be heard by the Audit Committee. Any request for a deputation to the Audit Committee will be discussed with the Chair and if the Chair approves the request, the deputation can choose up to two speakers who will be able to address the Audit Committee up to a combined maximum of 15 minutes. The Committee Members present will then be able to ask any relevant questions to the deputation.
- 12 Items of a confidential nature due to factors such as commercial sensitivity or where individuals are identified within the report; will be heard in a closed session of the Committee with only THCH Board Members, THCH New Homes Board Members, co-opted Committee Members and THCH Officers present.

## **H SERVICE DELIVERY COMMITTEE**

- 1 The purpose of the Service Delivery Committee is to ensure that within policy and financial constraints THCH:
  - 1.1 uses its property stock effectively and efficiently;
  - 1.2 provides high quality services to residents;
  - 1.2 maintains its property to a high standard;
  - 1.4 contributes effectively through its community regeneration strategy to the economic and community development of the area it serves.
  - 1.5 agree all internal policies in relation to the area of work of the Director of Housing.
- 2 The functions of the Services Delivery Committee are as follows:
  - 2.1 Ensuring THCH complies with the commitments made in the Consultation Document and the Tenant Services Authority's Assured Resident's Charter;
  - 2.2 Ensuring THCH complies with the Tenant Services Authority's Social Housing Standards and other regulatory guidance, including guidance on the achievement of best value;
  - 2.3 Agreeing, establishing and monitoring policies and procedures for the allocation, letting, and management of THCH's housing stock.
  - 2.4 Agreeing and overseeing and keeping under review THCH's tenancy and other agreements to occupy.
  - 2.5 Agreeing and overseeing THCH's policy for resident information, involvement, consultation and participation.
  - 2.6 Agreeing and overseeing THCH's strategy for community development, and monitoring the outputs and outcomes of the strategy.
  - 2.7 Monitoring key performance indicators of housing management and maintenance, for example, income collection, voids and maintenance response times.
  - 2.8 Actively seeking the views of residents on ways of improving service delivery, keeping abreast of best practice and reviewing ways in which services can be continuously improved and developed.
  - 2.9 To oversee the development and delivery of repairs and maintenance programmes.

- 3 The Service Delivery Committee shall have a minimum of four members, at least two of whom shall be Resident or Leaseholder Board Members. It shall also comprise at least one Local Authority Board Member and one Other Board Member.
- 4 The Service Delivery Committee can co-opt up to 2 additional Committee Members.
- 5 Quorum for Committee Meetings shall be three Committee Members, including at least one ordinary Board Member or Co-opted Committee Member. If a motion is carried at a Committee Meeting as a result of the votes of the Co-opted members, any Board Member can be asked that the recommendation be reviewed by the Board at the time of the vote being taken.
- 6 The Director of Housing will act as Lead Officer to the Committee.
- 7 The Service Delivery Committee will meet at least four times a year.
8. The Chair of the Service Delivery Committee will arrange to discuss the agenda and reports with the Director of Housing before reports are dispatched.
- 9 Residents or their representatives can ask the Director of Housing for a deputation to be heard by the Service Delivery Committee. Any request for a deputation to the Service Delivery Committee will be discussed with the Chair and if the Chair approves the request, the deputation can choose up to two speakers who will be able to address the Service Delivery Committee up to a combined maximum of 15 minutes. The Committee Members present will then be able to ask any relevant questions to the deputation.
- 10 Items of a confidential nature due to factors such as commercial sensitivity or where individuals are identified within the report; will be heard in a closed session of the Committee with only THCH Board Members, THCH New Homes Board Members, co-opted Committee Members and THCH Officers present.

## **I FINANCE & DEVELOPMENT COMMITTEE**

- 1 The purpose of the Finance & Development Committee is to:
  - 1.1 provide a means of detailed review of the financial performance and activities of THCH;
  - 1.2 commission studies into the efficiency and value for money of THCH's activities, review the results and propose action to the Board.
  - 1.3 agree all internal policies in relation to the area of work of the Director of Finance.
  - 1.4 maintain the existing stock to a high standard and the develop new schemes and:
  - 1.5 meet its commitments to residents and the expectations of its funders and regulators in delivering its capital works programmes;
  - 1.6 co-ordinate the planning of works and repairs programmes to minimise duplication, waste, and disruption to residents;
  - 1.7 maximise resident input into design and specification decisions, both at THCH wide policy level, and in relation to local and individual choices
  - 1.8 contribute effectively through the implementation of its works programmes to the sustainable regeneration of the area
  - 1.9 ensures consistency and equity of approach in the planning and implementation of capital works and repairs programmes between the three community areas.
  - 1.10 agree all internal policies in relation to the area of work of the Director of Development.
- 2 The functions of the Finance & Development Committee are:
  - 2.1 To regularly review financial performance;
  - 2.2 To review treasury management and the recommendation of new loans to the Board;
  - 2.3 To review and recommend to the Board the annual capital and revenue budget and business plan;
  - 2.4 To report to the Board annually on treasury management for the previous year and the next year
  - 2.5 Agreeing and overseeing THCH's policy for Information Technology.

- 2.6 To approve the Rent Setting Policy as part of its consideration of the Annual Budget;
- 2.7 To agree the development and implementation of THCH's capital works programmes, taking account of the views of residents and professional guidance, as appropriate;
- 2.8 To agree the design and specification standards that THCH should adopt, and to ensure that these standards are achieved;
- 2.9 To oversee the selection of contractors and consultants from Construction Line and/or the Journal of the European Union (OJEU) in accordance with Financial Regulations;
- 2.10 To oversee arrangements for procuring works and materials, in accordance with Financial Regulations;
- 3 The Finance & Development Committee will have a minimum of four members, at least two of whom shall be Resident or Leaseholder Board Members. It shall also comprise at least one ordinary Board Member.
- 4 The Finance & Development Committee can co-opt up to 2 additional Committee Members.
- 5 Quorum for Committee Meetings shall be three Committee Members, including at least one ordinary Board Member or Co-opted Committee Member. If a motion is carried at a Committee Meeting as a result of the votes of the Co-opted members, any Board Member can be asked that the recommendation be reviewed by the Board at the time of the vote being taken.
- 6 The Director of Finance & the Director of Development will act as Joint Lead Officers to the Committee.
- 7 The Finance & Development Committee will meet at least four times a year.
8. The Chair of the Finance & Development Committee will arrange to discuss the agenda and reports with the Director of Development and the Director of Finance before reports are dispatched.
- 9 Residents or their representatives can ask the Director of Development or the Director of Finance for a deputation to be heard by the Finance & Development Committee. Any request for a deputation to the Finance & Development Committee will be discussed with the Chair and if the Chair approves the request, the deputation can choose up to two speakers who will be able to address the Finance & Development Committee up to a combined maximum of 15 minutes. The Committee Members present will then be able to ask any relevant questions to the deputation.

- 10 Items of a confidential nature due to factors such as commercial sensitivity or where individuals are identified within the report; will be heard in a closed session of the Committee with only THCH Board Members, THCH New Homes Board Members, co-opted Committee Members and THCH Officers present.

## **J PERSONNEL COMMITTEE**

- 1 The purpose of the Personnel Committee is to:
  - 1.1 provide a means of detailed review of the human resources activities of THCH;
  - 1.2 act as an appeals panel, under the THCH Disciplinary Code
  - 1.3 agree all internal policies in relation to the area of work of Human Resources.
- 2 The functions of the Personnel Committee are as follows:
  - 2.1 regular review of human resources performance indicators;
  - 2.2 agree and review human resources policies and procedures;
  - 2.3 meet as necessary to consider any appeals made under the disciplinary code;
  - 2.4 conducting an annual staff risk assessment of THCH;
  - 2.5 agree the job descriptions and person specifications for posts within the organisation.
  - 2.6 agree and reviewing the remuneration of officers of the organisation.
  - 2.7 recommend the remuneration of the Senior Management Team to the Board.
- 3 The Personnel Committee shall have a minimum of three members. At least one member shall be an Ordinary Board Member, and one member the Chair of the Board, as the Committee will review the remuneration of the Chief executive, and this is a requirement of G3 (1) of the NHF Code of Governance. Another requirement of G3 (1) of the NHF Code of Governance is that the Personnel Committee should not be Chaired by the Chair of the Board.
- 4 Quorum for Committee Meetings shall be three Committee Members, including at least one ordinary Board Member or Co-opted Committee Member. If a motion is carried at a Committee Meeting as a result of the votes of the Co-opted members, any Board Member can asked that the recommendation be reviewed by the Board at the time of the vote being taken.
- 5 The Chief Executive will act as Lead Officer to the Committee.
- 6 The Personnel Committee will meet at least four times a year.

- 7 The Personnel Committee can co-opt up to 2 additional Committee Members.
- 8 The Chair of the Personnel Committee will arrange to discuss the agenda and reports with the Human Resources Manager before reports are dispatched.
- 9 Residents, staff or their representatives can ask the Human Resources Manager for a deputation to be heard by the Personnel Committee. Any request for a deputation to the Personnel Committee will be discussed with the Chair and if the Chair approves the request, the deputation can choose up to two speakers who will be able to address the Personnel Committee up to a combined maximum of 15 minutes. The Committee Members present will then be able to ask any relevant questions to the deputation.
- 10 Items of a confidential nature due to factors such as commercial sensitivity or where individuals are identified within the report; will be heard in a closed session of the Committee with only THCH Board Members, THCH New Homes Board Members, co-opted Committee Members and THCH Officers present.

## **K THE SENIOR MANAGEMENT TEAM**

- 1 The Senior Management Team has corporate responsibility through the Chief Executive for the overall formulation and implementation of THCH's policies and procedures.
  - 1.1 The purpose of the Senior Management Team is to:
    - 1.1.1 assist the Chief Executive in the formulation and implementation of strategic policy initiatives which will advance the aims and objectives of THCH;
    - 1.1.2 ensure that the policies set by the Board are put into practice efficiently and in a co-ordinated way;
    - 1.1.3 advise and report to the Board and Committees in an accurate and co-ordinated way;
    - 1.1.4 identify and resolve inter-departmental problems;
    - 1.1.5 communicate effectively with staff, both to keep them informed of decisions and to obtain their contribution to decision making;
    - 1.1.6 ensure that THCH's performance is monitored and that corrective action is taken (where within delegated authority) or recommended to the Board;
    - 1.1.7 develop annual plans (in accordance with guidelines approved by the Board) and programmes for THCH's activities and to monitor their effectiveness and efficiency;
    - 1.1.8 provide leadership and support to second tier management;
    - 1.1.9 co-ordinate preparation of the agenda and papers for Board and Committee meetings.
    - 1.1.10 act as a Risk Assessment Panel.
  - 1.2 The Senior Management Team comprises the following staff:
    - Chief Executive
    - Director of Finance
    - Director of Housing
    - Director of Development
  - 1.3 The Chief Executive chairs Senior Management Team meetings. In the Chief Executive's absence, meetings will be chaired by a member of the Team nominated by the Chief Executive. Votes will not be taken at Senior Management Team meetings unless requested by the Chief Executive.
  - 1.4 The Senior Management Team is a means by which the Chief Executive manages THCH and seeks to gain agreement and/or commitment to

- decisions and recommendations. The Senior Management Team is empowered to determine its own working methods.
- 1.5 The Senior Management Team meets at least two-weekly and may meet more frequently if required by the Chief Executive. The Chief Executive will prepare the agenda but any Senior Management Team member has the right to put items on the agenda.
  - 1.6 Decisions of the Senior Management Team within the parameters of existing policy may be implemented forthwith. Matters requiring new policies or major revisions to existing policy will be referred to the Board or relevant Committee.
  - 1.7 The boundaries of the Senior Management Team's responsibilities are as set by the Business Plan and other strategies which have been approved by the Board or relevant Committee.
  - 1.8 Alternately, the meetings of the Senior Management Team shall deal with:
    - 1.8.1 Key indicators of THCH's performance.
    - 1.8.2 Policy issues.
    - 1.8.3 Management Accounts
    - 1.8.4 Risk Assessment
    - 1.8.5 IT Issues
    - 1.8.6 Personnel Issues
    - 1.8.7 Audit reports
    - 1.8.8 Post Contract Review Reports on an exception basis
  - 1.9 The Chief Executive will ensure that minutes are kept of all Senior Management Team meetings and that these are circulated to all Senior Management Team members, within one week of the relevant meeting.

## **L POWERS DELEGATED TO SENIOR STAFF**

### **1 Introduction**

1.1 For the efficient and effective management of THCH, the Board has delegated certain powers to senior staff to make decisions (including financial commitments) within policies agreed by the Board or Committees.

1.2 Authority to commit expenditure is defined in THCH's Financial Regulations. Other authority is specified in this section by postholder. The authorities specified herewith may not be delegated to subordinate staff without the approval of the Board.

### **2 Responsibilities of senior staff**

#### **2.1 Chief Executive**

The Chief Executive is permitted to:

- a) enter into contracts for:
  - i. the purchase of land or property pursuant to a decision of the Board;
  - ii. revenue expenditure or the forgoing of income within budget or other limits set by the Board;
  - iii. employment of staff within the agreed establishment and terms and conditions of employment;
- b) sign all certifications required by Tenant Services Authority procedures (except for those which expressly require another signatory e.g. a Board Member);
- c) act as Company Secretary unless otherwise agreed by the Board;
- d) take disciplinary action against staff in accordance with THCH's procedures;
- e) within the objectives of the Business Plan agreed by the Board and the policies and procedures of THCH, enter into non-contractually binding negotiations with any organisation or individual to undertake activities pursuant to those objectives;
- f) enter into nominations agreements pursuant to the decision of the Board;
- g) enter into service level agreements with other bodies;
- h) make formal representations to the auditors on behalf of THCH;
- i) sign collateral warranties;

- j) sign building contracts of a contract sum of less than £200,000 on schemes approved by the Board (other building contracts also requiring the signature of a Board Member and the Secretary);
- k) enter into leases and agreements to lease pursuant to the decisions of the Board (if not required to be executed as a Deed);
- l) exercise the delegated authorities of the members of Senior management Team in the absence of the postholder.

## **2.2 Director of Finance**

The Director of Finance is permitted to:

- a) act as Alternate Secretary in the absence of the Company Secretary;
- b) make investments in accordance with statute, the Memorandum and Articles and policies and procedures agreed by the Board;
- c) sign employment contracts within the agreed establishment and terms and conditions of employment;
- d) take disciplinary action against staff in accordance with THCH's procedures;
- e) act as an authorised signatory for Tenant Services Authority certifications;
- f) make formal representations to the auditors on behalf THCH;
- g) exercise the delegated authorities of the Chief Executive, the Director of Housing and the Director of Development in the absence of the postholders.

## **2.3 Director of Housing**

The Director of Housing is permitted to:

- a) make or authorise lettings in accordance with the lettings policy;
- b) choose and authorise the letting of property on a shortlife basis to agencies in accordance with agreed policies and terms;
- c) authorise refund of overpaid rents or Housing Benefit payments;
- d) sign employment contracts within the agreed establishment and terms and conditions of employment;

- e) take disciplinary action against staff in accordance with THCH's procedures;
- f) set service charges within the agreed policy;
- g) authorise payments under the Housing & Communities Agency's home ownership incentive scheme(s);
- h) act as an authorised signatory for Housing & Communities Agency certifications;
- i) select referral agencies within the agreed policy;
- j) enter into Housing Benefit service level agreements with local authorities and other service level agreements as authorised by the Chief Executive;
- k) appoint consultants within the terms and procedures agreed by the Board.
- l) exercise the delegated authorities of the Chief Executive, Director of Finance and the Director of Development in the absence of the postholders.

#### **2.4 Community Housing Managers**

The Community Housing Managers are permitted to:

- a) make or authorise lettings in accordance with the lettings policy;
- b) authorise the issuing of Notices of Intention to Seek Possession and Notices to Quit, the issuing of Court proceedings and application for Bailiff's Warrant, all in accordance with agreed policy;
- c) authorise decoration allowances and compensation payments within the agreed policy;
- d) issue the agreed forms of tenancy and other agreements to occupy;
- e) implement THCH's approved disciplinary procedures;

#### **2.5 Director of Development**

The Director of Development is permitted to:

- a) sign agreements for the erection or use of hoardings on development sites for advertising;
- b) grant wayleaves to public utilities and statutory bodies;

- c) enter into contracts for the provision of aids and adaptations for disabled residents where fully funded by Social Housing Grant;
- d) sign employment contracts within the agreed establishment and terms and conditions of employment;
- e) take disciplinary action against staff in accordance with THCH's procedures;
- f) act as an authorised signatory for Homes & Community Agency certifications;
- g) select referral agencies within the agreed policy;
- h) appoint consultants within the terms and procedures agreed by the Board.
- i) exercise the delegated authorities of the Chief Executive, Director of Finance and the Director of Housing in the absence of the postholders.

### **3 Legal Action**

- 3.1 Legal action may be initiated by the Senior Management Team in the following cases:
  - 3.1.1 Action for possession under the provision of the Housing Act 1988 (as amended by the Housing Act 1996) against assured residents, and action against other residents/residents who are in breach of their tenancy.
  - 3.1.2 Action against squatters.
  - 3.1.3 Actions to remedy lease breaches including actions for forfeiture.
  - 3.1.4 Planning Appeals - subject to cost estimates having been discussed by Senior Management Team.
  - 3.1.5 Action to determine the employment of a contractor in the event of non-performance in accordance with the terms of a building contract and any further action necessary in bankruptcy or failure of the contractor.
  - 3.1.6 Action against adjoining owners who are undertaking work that threaten THCH's property.
  - 3.1.7 Action arising out of insurance claim being pursued by THCH's insurers.
  - 3.1.8 Action against employees or former employees for sums paid or advanced under a contract of employment.

- 3.2 Any legal action taken by THCH outside of the terms of paragraph 3.1 above must be agreed by the relevant Board or Committee.
- 3.3 The Senior Management Team will decide which of the above matters should be delegated to a specified Executive Director or Manager with prime responsibility for the activity which is to be subject of legal action.
- 3.4 Action to recover loss or expense suffered by THCH arising out of latent defects resulting from negligence or contractual default by a contractor developer or consultant will only be initiated by agreement of the Senior Management Team.
- 3.5 A commercial view of the risk arising from any legal action should be kept under review through seeking regular advice from a legal adviser acting on THCH's behalf.
- 3.6 In the case of legal action being initiated against THCH, no communication on the matter may be sent by any officer or employee of THCH to any other person outside THCH. All communication should be directed through the appropriate legal adviser unless direct communication is authorised by the legal adviser representing THCH. All such advice should be reported to a member of the SMT.