

PENNINE HOUSING 2000

POLICY & PROCEDURES

GOVERNANCE

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1. Introduction

Pennine Housing 2000 aims to conduct its business in an open and accountable way with a clear decision making and delegation process and structures in place to ensure effective risk management. This policy demonstrates how the company and its Board strives to meet the high standards of governance, accountability and probity laid down in the National Housing Federation's Code of Governance (January 2000).

2. Membership and General Meetings

The following issues are dealt with in detail in articles 4 to 43 of the Articles of Association (see appendix 2):

- Admission of Members.
- Unincorporated associations.
- Corporations.
- Cessation of membership.
- Annual general meeting.
- Convening general meetings.
- Attendance, quorum, proceedings and voting at general meetings.

In addition to the above, it should be noted that successful applicants for membership must be at least 18 years old and must not be employees of the company. Benefits of membership include being able to attend and vote at the company's general meetings of its Members (including the Annual General Meeting) and receive copies of the Annual Report.

The Board of Pennine Housing 2000 reserves the right to reject any application for membership but will not do so without good reason.

Pennine Housing 2000 will publish its membership policy, publicise its general meetings and encourage a wide attendance.

3. Powers of the Company

Details of the powers of the company are outlined in clauses 4 and 5 of the Memorandum of Association.

4. The Board

4.1 The following information and issues are dealt with in detail in Articles 44 to 88 of the Articles of Association (see appendix 2):

- Size and composition of the Board.
- Appointment and removal/retirement of Board members, co-opted Board Members and the Chair and Vice Chair and of the Board.
- Disqualification of Board Members.
- Powers of the Board.
- Voting at Board Meetings.

- Indemnity for Board Members.

4.2 Selection of Tenant Board Members

Articles 50 to 52 of the Memorandum and Articles of Association deal with the appointment and retirement of Tenant Board Members. The Company will hold Elections for Tenant Board Members and will encourage tenant interest in Board membership. A procedure on how tenant interest is encouraged and the process to be followed in relation to Board elections for tenants is covered in a Tenant Board Member Election Procedure which is attached as Appendix 4.

4.3 Selection of Independent Board Members

Articles 53 to 57 of the Memorandum and Articles of Associations deal with the appointment and retirement of Independent Board Members. The process for recruiting new Independent Members is outlined below.

In general the Board should consider the balance of skills and experience brought by Independent Members. The Board may wish to prioritise one particular area of experience or skill and seek to appoint an Independent member to reflect this. This may be done by simply re-nominating a retiring Member (with his/her consent) or it may mean nominating a new external candidate.

4.3.1 Seeking an External Candidate

Ideally the decision to seek an external Independent candidate to replace a retiring member should be taken within plenty of time prior to the AGM. If a particular skill or area is sought recruitment should be focussed accordingly. Various methods of advertising the Board vacancy should be considered including targeting specific publications and/or using wider media. Whatever method of raising interest/awareness is used, the process should be open and transparent.

4.4 Achieving and Maintaining Representation on the Board

The company's equal opportunities policy states that Pennine Housing 2000 will strive to include representation from a full cross section of the community on the Board.

Encouragement shall be given to tenants of underrepresented groups to express interest in standing as a candidate for election to the Board. Active attempts shall be made to encourage interest from underrepresented groups in the wider community.

In terms of BME representation, for example, if a BME Member of the Board retires, every opportunity (through targeted advertising) will be given for members of the BME community to apply for the vacancy. This shall be done in conjunction with a wider advertising campaign dependent on the nature of experience/skill required to ensure that the opportunity to apply as a Board Member is open to all.

The following issue is dealt with in the company's Standing Orders (see appendix 1):

- Processes and conduct at Board meetings.

4.5 Terms of Reference

The Board is responsible for the overall control of the affairs of the company. This includes providing strategic direction and ensuring the aims and objectives of the company are met, monitoring the performance of all the company's functions, ensuring the financial viability of the company and overseeing the procurement of resources to enable the meeting of financial and other obligations. The Board oversees the company's compliance with statutory and regulatory requirements such as the 1985 Companies Act and the Housing Corporation's internal controls guidance.

4.6 Core Functions of the Board

- Define the core values and objectives of the company and ensure that policies and procedures are in place to achieve these objectives.
- Maintain overall control of the company's affairs.
- Monitor the performance, effectiveness and efficiency of the company's operations on a regular basis.
- Approve the annual budget, business plan and accounts, including rent setting.
- Establish and oversee a system for financial control including borrowing, treasury management, financial control mechanisms, and a framework for the identification and management of risk.
- Examine and approve new business development opportunities.
- Human Resources functions such payroll, training and development, health & safety

4.7 Specific Responsibilities of the Board

- Appoint (and if necessary dismiss) the Executive Director.
- Be involved in the appointment and dismissal of Directors.
- Approve new policies.
- Address any allegations or instances of fraud.
- Ensure the procurement of sufficient funding.
- Establish a process of delegation of powers to committees and panels, and the Executive Director.
- Approve Housing Corporation returns as appropriate.
- Review its own performance and effectiveness on an annual basis.

4.8 Schedule of Significant Matters Specifically Reserved for the Board's Decision

- Expansion of the organisation's operations into new activities or geographic areas.
- Any decision to cease a material part of the organisation's operations.
- Changes to corporate structure, including the setting up of subsidiaries.
- Approval of resolutions to be put forward by the board at a general meeting.
- Changes to the structure, size and composition of the board.
- Approval of committee membership, including committee chairs and committee's terms of reference.

- Appointment or removal of any Member of the Board.
- Approval of key policies.
- Changes to the schedule of matters reserved for board decisions.

4.9 Board and Committee Decision Making

In case of dispute between board and committees, board decisions should take precedence. The chair of the audit committee has the right to report any such decisions to the external auditors after the decision at board about this proposed course of action. The chair of audit will be granted access to legal advice from the company's solicitors.

The Board has the powers on intervention in relation to its Committees in the case of

- an actual or anticipated breach of any statutory requirement of the Committee which has a material and adverse effect on its ability to conduct its business or meet its business plans and budgets,
- or in relation to acts or omissions likely to bring the Board or the Group into disrepute,
- or in any such other circumstances as the Board, acting reasonably, determines to be such as to make the exercise of its powers necessary or prudent.

4.10 Statement of Responsibilities

Each Board Member of Pennine Housing 2000 is required to sign a statement of Board Member responsibilities. These statements will be retained by the Company Secretary.

5 Chair of the Board

5.1 Essential Functions of the Chair

- Guide meetings through the items on the agenda and ensure that minutes are accurate and a complete record.
- Adjourn a meeting when required in line with the Memorandum and Articles of Association.
- Agree agendas of forthcoming meetings with the appropriate officer.
- Ensure the effective and efficient conduct of the business of the Board and general meetings.
- Ensure that all Members (in general meetings) and Board Members (in Board meetings) are given an opportunity to express their views before decisions are made.
- Develop an effective and constructive working relationship with the Executive Director and other senior officers.
- Ensure that the Executive Director is appraised on an annual basis.
- Ensure that the Board delegates sufficient authority to its committees and the Executive Director to carry out appropriate business.
- Ensure the Board receives professional advice as it is needed.
- Represent the company on appropriate occasions.

- Take decisions outside Board and committee meetings on matters of importance where action is required urgently and before the next meeting of the Board or its committees. Any such decisions or actions must be reported to the next quorate Board or Committee.
- If the Chair feels it appropriate he can discuss urgent issues with the Vice Chair and other Board members in taking decisions outside Board and Committee meetings. Again any such decisions or actions must be reported to the next quorate Board or Committee.

6. Committees - Terms of Reference and Delegations

6.1 General Principles

Composition

Members will be nominated by the Board. A Co-optee with relevant skills and experience may from time to time be asked by the Board to join the committees. Relevant officers will also attend. Meetings may be attended by other Board Members.

Frequency of Meetings

Quarterly plus any additional meetings as required. Audit Committee will meet not less than three times a year.

Review

The Board and committee's terms of reference and delegations will be reviewed on an annual basis.

6.1 Appointing Committee Members

The method for appointing committee members is as follows:

- A notice informing all Board Members for the need for committee nominations will be sent one month before the first meeting after the AGM.
- Nominations must be returned to the Board Administrator no later than two weeks before the first meeting after the AGM. Self nominations are acceptable and all currently serving committee members may be re-nominated.
- The two week time scale is important as this allows officers to contact any particular group of members if representation from this group is below the minimum for a particular committee. In this case, a further request for a nomination will be made. If none is forthcoming the vacancy shall be opened again to all Board Members.
- In cases where more nominations are received than places available, a secret ballot shall be carried out at the first meeting after the AGM.
- Running parallel to the membership nomination process will be the nomination process for chairs and vice chairs as outlined in the protocol.

6.2 The Structure and Membership of Committees

The Audit committees shall have a membership of 4 with 1 member from each of the 3 groups (local authority, tenants, independents).

Local Operations Committees (Sheffield) shall have no more than 12 members and shall reflect the composition as agreed in their terms of reference. Pennine Board will agree any changes to the composition of the committee

6.3 Selection of Committee Chairs and Vice Chairs

The Board should appoint a Chair and Vice Chair for Audit Committee. The local operations committees will appoint their own Chair and Vice Chair , both using the following process:

- Each Member may nominate him or herself or a fellow Member to stand as Chair or Vice Chair for one (or more) committees to which they belong. In instances other than self nominations, nominees must offer acceptance for the nomination to be deemed valid. The nomination process should take place at a designated Board Meeting with those Members unable to attend being given the opportunity to provide their nominations by post to the Company Secretary within 1 week.
- If only one valid nomination is received for Chair and Vice Chair for each of the committees, then these nominations should be accepted and appointment confirmed. In cases of more than 1 valid nomination being submitted, a vote will be held to determine the appointment. The vote will take the form of a secret ballot organised and overseen by the Company Secretary.

Duration of service

Each Chair and Vice Chair shall be appointed for a period of one year. This process should be carried out annually as described above with existing Committee Members being able re-nominate themselves. (Chairs, Vice Chairs and substitutes appointed prior to the company's first AGM will continue in their positions until the 2nd AGM).

Vacancies during the year

If for whatever reason a vacancy for Chair or Vice Chair becomes available during the course of the year, the aforementioned nomination and appointment process shall be followed.

Absence of the Chair or Vice Chair

If the Chair is absent at a meeting, the meeting will be chaired by the Vice Chair. If the Vice Chair is also absent, the committee shall appoint a Member present to chair the meeting.

6.4 Selection of substitute Committee Members

To help ensure the quorum is achieved for each and every meeting and provide the opportunity for all Board Members to be involved in committee decision making, a list of substitute Committee Members should be created and maintained for each committee.

The role of the substitute Committee Member

A designated substitute Committee Member would fill the place of any absentee Committee Member. S/he would have full voting rights at the meeting(s) s/he attends.

Selecting substitute Committee Members

A “pool” of substitutes should be created for Audit committee. Attendance for meetings out of this pool should be by mutual agreement or rotation. It will be the role of the officer who organises the committee meeting to invite a substitute to attend.

Board Members should be given the opportunity to volunteer as substitutes at a designated Board meeting. (All Members absent from this meeting shall be informed of this opportunity by post). A list of substitutes shall be taken and maintained by the Board Administrator. The list should be reviewed on an annual basis or more frequently if required by the Board. Members may request that they be removed from or added to the list at any time but it is hoped that Members remain on the list for at least 12 months.

Quorum

Three Members of the committee unless the Board sets a different number.

6.5 Local Operations Committees (Sheffield)

Role

To role of the local committees in Sheffield will be to oversee and make decisions on activities relating to delivery of the major works programme, setting service standards, agreeing local policies, delivering estate services, repairs service, monitoring housing management services and monitoring the business plan and budgets.

Terms of Reference and delegations

Housing management and lettings:

- Review housing management (general needs, supported), policies and consider any necessary changes or updates.
- Agree a Local Lettings policy and monitor its operation
- Establish rent arrears and voids targets and monitor performance in relation to these targets.
- Identify targets for allocations, transfers and monitor performance against these targets.

- Consider ways of enhancing tenant involvement in all appropriate areas of the company's operations and review major tenant information issues.
- Agreeing a tenant involvement strategy
- Monitor the performance of the company in providing a quality housing management service.
- Monitoring performance on estate management
- Agree strategies an antisocial behaviour and monitor performance
- Agreeing strategies for community safety

Development:

- Agreeing any proposed development programme
- Selection and monitoring of contractors and consultants
- Set criteria for approval of contractors, consultants and suppliers and review and approve the list every 3 years.
- Advise the Board on priorities for bids for development work from funding bodies.
- Set and monitor the annual development programme.
- Ensure compliance with appropriate legislative and funding authority requirements regarding the company's development activities.

Maintenance:

- Agree policies and standards on responsive repairs and monitoring performance against these.
- Set targets and monitor performance of property maintenance functions, including day to day repairs, cyclical and planned works programmes, major repairs and improvements.
- Approve general specifications, standards and work programmes.
- Agree the implementation and monitoring of the investment programme

Community development and regeneration:

- Agreeing a community development and regeneration strategy
- Consider ways in which the company can contribute to the wider social, physical and economic regeneration of Calderdale by working in partnership with tenants, residents, community groups, local and national statutory and voluntary agencies.

General:

- Agreeing and monitoring a risk management strategy
- Setting service standards
- Tenancy agreement and enforcement
- Reviewing PR and marketing strategies for local issues
- Reviewing and agreeing strategies for promoting equality and diversity issues

Finance:

- Monitor the business plan
- Budget setting and monitoring
- Rent setting

6.7 Audit

Role

To oversee company's auditing responsibilities to ensure that financial control systems are operational and that operational practices follow best practice.

Terms of Reference and delegations

- Appoint both the external and internal auditors, subject to ratification at the Annual General Meeting.
- Discuss the nature and scope of the audit with the external auditor before the audit commences.
- Review the annual financial statements considering:
 - Any material changes in accounting policies and practices.
 - Major judgmental areas.
 - Material adjustments resulting from the audit.
 - The quality of the company's financial forecasting and budget information.
 - Compliance with accounting standards.
 - Compliance with legal and Housing Corporation requirements.
 - The annual strategic audit plan.
- Discuss problems and reservations arising from any interim and final audit and any matters the external auditors may want to discuss (in the absence of management if necessary).
- Review the internal audit programme, considering major findings of internal audit investigations and the management's response.
- Ensure co-operation and co-ordination between internal and external auditors.
- Keep the effectiveness of internal control systems under constant review.
- Review the external auditor's management letter and management's response and submit it to the Board for consideration.
- Consider other topics as required.
- The committee shall be appointed by the Board.
- Meetings will be held not less than three times a year. The external and internal auditors or the Group Director of Corporate Services or Chief Executive may request a meeting if they consider one to be required.
- The Group Director of Corporate Services and a representative of the internal and external auditors shall normally attend meetings. However, the committee may meet with the external auditors without any officers or the internal auditors being present. In addition the opportunity is available at each Audit Committee for the Committee to meet with Internal Auditors without officers present.
- The committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to demand any information it needs from any employee or Board Member. All employees are required to co-operate with any request made by the committee.
- The committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

- The Secretary will circulate the minutes of the committee meetings to all the members of the Board. The Board will discuss the work of the audit committee once a year, based on a formal report by the committee's chair.
- The company's external auditors shall appraise the performance of the audit committee on an annual basis.

6.8 Other Committees and Panels

Disciplinary Appeals Panel

Role

- To consider disciplinary appeals. The panel meets as required and consists of 3 Board Members nominated by the Board.

Complaints Panel

Role

- To consider stage 2 complaints in accordance with the company's complaints policy. The panel meets as required and consists of 3 Board Members as nominated by the Board and a Director.

Schedule 1 Exemptions Panel

Role

- To consider the granting of Schedule 1 (Housing Act 1996) exemptions. The panel meets as required and consists of 3 Board members nominated by the Board.

7 Executive Director

7.1 Essential Duties

- Act in the best interests of the company.
- Manage the affairs of the company in accordance with the directions from the Board.
- Assist the Board in establishing and reviewing policies.
- Draw the Board's attention to any matter it should consider and respond to.
- Ensure that the Board is in receipt of all the information it needs to execute its duties and keep the company in a strong financial position.
- Ensure that adequate systems of control are established and maintained.
- Supervise, with the guidance of the Chair, the preparation of documents for consideration by the Board.
- Help the Chair ensure that the business of the Board is properly conducted.
- Lead and manage the staff of the company and ensure that their performance is appraised.
- Represent the company on occasion.

8 Openness

The company is committed to acting in an open and accountable way in relation to its tenants, local communities and partner organisations. Generally, information about the company, its policies and procedures, its areas of operation, the way it is managed, its Board and employees and minutes of Board meetings should be made available unless there are reasons of confidentiality. These instances are outlined in more detail in the Confidentiality Policy.

The Board will publish an annual report of the company's activities and performance. This report should include details of the following:

- The housing stock.
- Rent levels.
- Those housed by the company.
- The company's finances.
- Recruitment and selection procedures for Board Members.
- Information about Board Members and senior staff including their qualifications, experience and dates of appointment.
- Remuneration of senior staff.

9 Conduct and Probity

9.1 Conduct

Board Members should at all times uphold the integrity of the company. They must not become involved or be seen to endorse any activity which may bring the company into disrepute. This includes but is not limited to illegal, immoral, racist or other discriminatory activities.

A Tenant Board Member being in serious breach of his/her tenancy agreement also constitutes a situation, which threatens the integrity of the company.

In terms of conduct at Board and committee meetings, Members should act in a constructive and courteous way at all times.

Board Members who are in breach of the requirements outlined in the Governance Policy, Standing Orders and Memorandum of Articles of Association risk being removed from the Board.

Where the Board seeks to remove a Member under Article 60.6 of the Memorandum and Articles of Association, s/he must be given the opportunity to attend the Board meeting where the removal resolution is to be considered. The Member in question has the right to comment on or offer an explanation for the circumstances that have given rise to the removal resolution. Once this right has been afforded, the resolution may be put to the Board, whose decision is final.

Board members are required to visit company offices on Board or service related issues. Wherever possible visits should be made by appointments, although it is recognised that this is not always possible. Tenant Board Members obviously have separate arrangements for dealing with their own personal service issues.

9.2 Declaration of Interests

- Board Members' private or personal interests must not influence their decisions and they must not use their position to obtain personal gain of any sort or gain for friends, family, associates etc.
- If, during any Board meeting or sub-committee meeting, an item arises in which a Board Member could be regarded as having an interest, the Board Member must declare this interest and withdraw from the meeting for the duration of the item unless asked to remain by the Chair/Vice Chair.
- In circumstances where a Board Member or his/her family member, friend, associate etc. could in theory receive a personal or business benefit as a consequence of any of the company's activities, the Board Member must make a declaration of interest. This declaration will be recorded in a register, held by the Company Secretary and be open to public scrutiny.

9.3 Gifts and Hospitality

Members should not place themselves under an obligation that might influence, or be perceived to influence, the conduct of their duties. Members should not accept personal gifts with an above nominal monetary value, or hospitality, if it could be seen as a way of exerting improper influence over the company's decisions.

Consequently, the receipt of gifts and hospitality are subject to restrictions and any that are accepted must be declared and recorded by the Company Secretary.

9.4 Gifts

Members should not, under any circumstances, accept cash or personal gifts with an above nominal monetary value. Items such as pens or calendars etc. may be accepted.

Any gift which is offered to a Board Member but is intended for the company rather than an individual should be referred to the Chair of the Board who will decide if this gift can be accepted. The Chair must be certain that in accepting any gift, this can not be seen as a way of exerting improper influence over the company. The Chair will decide how any company gifts should be distributed. An acceptable method would be an annual raffle of such gifts amongst staff. A full record of all company gifts should be recorded.

Personal gifts may not be solicited under any circumstances.

9.5 Hospitality

Hospitality can only be accepted if it is of a modest nature such as a working lunch or a general invitation to attend a company sponsored event.

Members should not accept any hospitality which is lavish in nature, such as free travel, hotel accommodation, free or subsidised holidays etc.

Hospitality should not be accepted if it implies any form of obligation to the individual or organisation who offers it.

No hospitality can be accepted if it likely to affect the impartiality of the Board Member in carrying out the company's business.

Hospitality from a firm in the process of bidding or tendering for work can only be accepted with the consent of the Chair of the Board.

All hospitality accepted should be recorded in the hospitality register.

9.6 Whistle-blowing

Board Members have a duty to report the following:

- Any breaches of company policies or procedures.
- Any actions which might bring the company into disrepute.
- Any instances of actual or potential fraud or misuse of the company's assets.
- Any instances of bullying or harassment.

Contact should be with Chief Executive or Chair of the Board (Geoff Butler - tel 01422 373559). If it is inappropriate to contact the above, Members should contact the Trans Pennine Group Chair (Bob Metcalfe – tel 01422 362330). If it is inappropriate to contact the above, Members should contact the company's Internal Auditors (Beever and Struthers - tel 0161 8324901) for independent advice.

All allegations will be treated in confidence. No action will be taken against a person making allegations of dishonesty, harassment, breaches of policy or fraud if they subsequently transpire to be unfounded, as long as they were made in good faith. Allegations will be dealt with under the Dealing with Allegations Policy.

Instances of fraud should be recorded on the "notification of fraud" form, available from the Company Secretary. Once completed this should be returned to the Executive Director.

10 Equality

Pennine Housing 2000 is committed to equal opportunities and will strive to uphold and promote this principle in all areas of its work and in its dealings with tenants, customers, partners, housing applicants and staff.

The Board will ensure that the company, the Board itself and all employees adhere to the company's Equal Opportunities policy at all times and that the company conducts its business in accordance with the principles outlined within it.

11 Review and Consultation

This policy will be reviewed every 2 years and in doing so the views of relevant stakeholders will be taken into account.

12 Responsibility

Responsible Board	Pennine Housing 2000
Policy Development and Monitoring	Pennine Housing 2000
Implementation	Group Director of Corporate Services (Company Secretary)

Appendix 1 - Standing Orders

1.1 Definition of Terms

- (i) For the purpose of these Standing Orders, the term 'Board Member' refers to Board Members and/or to Committee Members and "Member" refers to members of the company.

1.2 These Standing Orders amplify but do not override the Memorandum and Articles of Association of the Company

1.3 Time, Place and Frequency of Meetings

- (i) Meetings of the Board for the transaction of business shall be held at least four times per calendar year.
- (ii) The Annual General Meeting shall be held in the month of September at a time and place to be decided by the Board.
- (iii) Dates and times of committee meetings shall be determined by the committees unless set by the Board.

1.4 Order of Business

- (i) Order of business at every Board meeting shall be:
 - (a) receipt of apologies for absence;
 - (b) approval as a fair record of the minutes of the previous meeting;
 - (c) receipt and approval of any committee reports (if appropriate) from meetings held since the last meeting;
 - (d) officers' reports;
 - (e) other business.
- (ii) Quorum for meetings shall be as follows:
 - (a) Board meetings - four Members to include one Tenant Board Member, one Local Authority Board Member and one Independent Board Member;
 - (b) Committee meetings - three Board Members of the relevant committee or as set by the Board;
 - (c) EGMs and AGMs - four Members.

1.5 Rules of Debate

- (i) Speakers shall wait until called and shall address the Chair. If two or more persons wish to speak, the Chair shall decide the order.
- (ii) A speaker shall restrict himself/herself to the matter under debate, a personal explanation, or a point of order.
- (iii) A speaker may speak on a point of order or in personal explanation and shall have the right to be heard. A point of order shall relate only to an alleged breach of a Standing

Order.

- (iv) The Chair's ruling on a point or on the admissibility of a personal explanation shall not be open to discussion.

1.6 Conduct at Meetings

- (i) Should any person misconduct himself/herself by persistently disregarding the ruling of the Chair, or by irregular behaviour which obstructs committee and/or Board business, the Chair may issue a warning to that person that they risk being removed from the meeting. If the person persists in misconducting himself/herself the Chair (or any Board/Committee Member) may:
 - (a) either put a motion that the person in question leaves the meeting - which can be determined without second or discussion ; or
 - (b) request the adjournment of the meeting at the discretion of the Chair.
- (ii) A clear record of events including the misconduct complained of, warnings given and result of the vote shall be maintained.

1.7 Record of Attendance

Every Board Member or other Member on attending a Board or committee meeting shall have his or her name recorded, and attendance will be reported to the Board periodically.

1.8 Interest of Members of Staff in Contracts and Other Matters

- (i) Any Board Member or officer or employee of the Company may not have any interest in any contract which the Company is entering into or may enter into, that is contrary to the provision of section 7 and schedule 1 of the Housing Act 1996 (or any replacement legislation).
- (ii) Board Members, Committee Members, officers or employees of the company may not accept gifts of any value from tenants or contractors or anybody with whom the company conducts business. Gifts of nominal value should be entered in a register to be kept by the Secretary.
- (iii) The Company's use of the permitted exemptions relating to section 7 and schedule 1 of the Housing Act 1996 will be reported to the Board.

1.9 Canvassing of and Recommendations by Board and/or Committee Members

- (i) Canvassing of members of the Board or any committee directly or indirectly, for any appointment with the company, shall disqualify the candidate concerned.
- (ii) A Board Member shall not solicit for any purpose any appointment with the company, but this shall not preclude a Board Member from supplying a written testimonial of a candidate's ability etc., to accompany the candidate's application.

1.10 Relatives of Members of Staff

- (i) A candidate for appointment who knows that he/she is related to a Board Member or member of staff, shall be asked to disclose this fact in making his/her application.
- (ii) The above Standing Order shall be referred to in the application form.

1.11 Authority of Board and/or Committee Members

- (i) No Board Member shall either orally or in writing, enter into any contract or order on the Company's behalf unless duly authorised to do so by the company.
- (ii) No Board or Committee Member shall hold himself/herself out as having the authority to commit the company to any contract or order without such authority.

1.12 Standing Committees

- (i) The following shall be standing committees of the Company:
 - (a) Local Operations Committees (as appropriate)
 - (b) Audit.
- (ii) Minimum and maximum numbers of each committee shall be determined by the Board annually.

1.13 Confidentiality

Any Board Member, staff member or other person attending a company meeting shall respect the confidentiality of certain items or papers presented, and decisions made. Certain non-Board Members (as determined by the Board) shall be asked to leave any meeting during the discussion of private and confidential items.

1.14 Unfinished Business

If due to an excessively long meeting the full business of the Board/committee is not able to be completed, the meeting may stand adjourned if the majority of the Board Members so wish.

1.15 Urgent Matters

The Executive Director, after consultation with the Chair of the Board or the Chair of the appropriate committee, shall have power to deal with matters of an urgent nature. These must then be reported to the next appropriate meeting for ratification. This Standing Order shall apply where the Executive Director is of the opinion that an urgent matter requires a decision before the next scheduled Board or committee meeting.

1.16 Agenda

The Secretary shall prepare for the Board and committees, an agenda of matters to be considered. Business not on the agenda may be raised at the meeting with the Chair's prior consent. Agendas shall be sent out during the week prior to the relevant meeting.

1.17 Suspension of Standing Orders

In order to enable expediency, it may occasionally be necessary to suspend certain Standing Orders. This may be done at any Board meeting.

1.18 Variation and Revocation of Standing Orders

These Standing Orders may be added to, varied or revoked, if so proposed and seconded at a meeting of the Board.

1.19 Interpretation of Standing Orders

The ruling of the Chair as to the construction or application of any of these Standing Orders, or any Board or committee proceedings, shall not be challenged at any meeting of the Board, save in the case of manifest error.

Appendix 2 - Wisewood, Wadsley and Loxley Terms of Reference

PENNINE HOUSING 2000

POLICY & PROCEDURES

**Wisewood, Wadsley and Loxley
Operations Committee – Terms
of Reference**

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1. Introduction

- 1.1 The purpose of this policy is to clearly define the role and responsibilities of the Wisewood, Wadsley and Loxley Operations Committee and its members. This includes guidance on how the Operations Committee will be formed, and specific terms of reference for the Committee.

2. Formation of the Operations Committee

- 2.1 Size and Composition of the Operations Committee.

The Operations Committee should be made up in the following way:-

12 members in total

3 Tenants from Wisewood
1 Tenant from Loxley
1 Tenant from Wadsley
2 Residents
2 Council Representatives from Sheffield City Council
3 Independent Representatives

- 2.2 Selection of Committee Members

Members of the committee will be appointed in the following way:-

Category	Elected by
Tenant Members	Tenants
Resident Members	Residents
Council Representatives	Nominated by Sheffield City Council
Independent Representatives	Selected by Tenant and Resident Members and Council Nominees

3. Elections

- 3.1 All tenant and resident positions on the Operations Committee are subject to nomination and election once every 3 years.
- 3.2 The first elections for the Operations Committee will be held within 12 months of the date of transfer.
- 3.3 Elections will subsequently be held every 12 months thereafter in respect of the tenant/resident positions. The tenants/residents will retire from the Operations Committee on the following basis:

Year 1 of cycle: Wisewood Tenant/Loxley Tenant/Wadsley Tenant
Year 2 of cycle: Wisewood Tenant/ WWL Resident

Year 3 of cycle: Wisewood Tenant/ WWLResident

The date of retirement of each committee member will be determined on appointment. In respect of the tenant and resident representatives this will be done by ballot.

3.4 Prior to elections taking place, an advertising process will be carried out requesting nominations for the relevant positions on the Operations Committee. In the event of more people being nominated than there are places available, a ballot will be held. Should a ballot not be necessary, the person nominated will be declared as being elected unopposed.

3.5 In the event that there are no nominations received from eligible applicants for a particular position, then the Operations Committee may consider nominations from other applicants. An election will be held if there are more nominations received than there are places available on the Committee.

4. Independent Members

4.1 Independent members will be recruited to the Operations Committee via a process of nominations. Consideration will be given to the balance of skills and experience brought by Independent members to the Committee when considering any such appointments.

4.2 Independent members will serve on the Operations Committee for a period of 3 years. At the end of this period they may be reappointed at the invitation of the Operations Committee. In the event of a vacancy the procedure in 4.1 will be adopted.

5. Council Nominees

5.1 Members nominated by Sheffield City Council will serve on the Operations Committee for a period as determined by Sheffield City Council.

6. Frequency of Meetings

6.1 Meetings will be held at a frequency to be agreed by the Operations Committee; however this will not be not less than once every 3 months.

6.2 Initially meetings will be held every 2 months.

7. Forming a Quorum

7.1 Meetings will be held at the frequency specified above, however in order for the meeting to be quorate, a minimum of 5 members must be in attendance.

7.2 In the event that a meeting is not quorate, no formal decisions will be taken at that meeting, and will instead be referred to the next meeting. Should the following meeting again fail to reach a quorum for attendance then any decisions which are required to be taken, which have been referred from an earlier meeting, may be agreed upon at the discretion of the Chair.

8. Role of the WWL Local Operations Committee

8.1 The Operations Committee for Wisewood, Wadsley and Loxley will be responsible for overseeing and making decisions on the following areas:-

- The delivery of the major works programme
- Setting service standards
- Agreeing local policies
- The delivery of estate services
- The delivery of the repairs service
- Monitoring housing management services
- Monitoring the business plan and budgets

8.2 Delegated Authority

The Board of Pennine Housing 2000 will delegate its authority either in whole or in part to the Local Operations Committee in the following areas:-

- Agreeing a Local Lettings Policy, and monitoring its operation.
- Setting rent arrears targets and monitoring performance against these.
- Performance monitoring on other areas of housing management.
- Agreeing a tenant involvement strategy.
- Monitoring performance on estate management.
- Agreeing any proposed development programme.
- Agreeing policies and standards on responsive repairs and monitoring performance against these.
- Setting service standards.
- Agreeing a community development and regeneration strategy.
- Agreeing strategies on anti-social behaviour and monitoring performance against these.
- Agreeing the implementation and monitoring of the investment programme.
- Monitoring the business plan for Wisewood, Wadsley and Loxley
- Budget setting and monitoring.
- Rent setting.
- Tenancy agreement and enforcement.
- Agreeing and monitoring a risk management strategy.
- Reviewing PR and marketing strategies for local issues.
- Reviewing and agreeing strategies for promoting equality and diversity issues.
- Selection and monitoring of contractors and consultants.
- Agreeing strategies for community safety.

9. Conduct and Probity

- 9.1 Members of the Wisewood, Wadsley and Loxley Operations Committee will be subject to the requirements outlined in section 9 of Pennine Housing 2000's Governance Policy.

10. Openness

- 10.1 Pennine Housing is committed to acting in an open, accountable and transparent way in relation to its tenants, local communities and partner organisations.
- 10.2 Meetings of the WWL Operations Committee will be open to the public who may attend and contribute to any discussions at the discretion of the Chair of the Committee.
- 10.3 Any items which are deemed to be confidential in nature in accordance with the Confidentiality Policy may require the public meeting to be closed to enable the items to be discussed by the members of the Operations Committee only.

11. Equality

- 11.1 Pennine Housing 2000 is committed to equally opportunities and will strive to uphold and promote this principle in all areas of its work and in its dealings with tenants, customers, partners, housing applicants and staff.
- 11.2 The WWL Operations Committee will ensure that all employees and the committee itself adhere to the company's Equal Opportunities Policy at all times and that the committee conducts its business in accordance with the principles outlined within it.

12. Review of Policy

- 12.1 This policy will be reviewed every 3 years and will take into account any changes to the Governance structure of Pennine Housing and the Trans-Pennine Housing group.

13. Responsibility

Responsible Committee	Board
Policy Development and Monitoring	WWL Operations Committee
Implementation	Operations Manager (Sheffield)

GOVERNANCE POLICY
APPENDIX 4 (18 June 2007)
TENANT BOARD MEMBER ELECTION PROCEDURE

1. Background

Pennine Housing 2000 encourages tenant interest in Board Membership. Within the Memorandum and Articles of Association (sections 50 to 52) it outlines that elections shall be held for Tenant Board Members.

Currently there are 4 tenant board members and each of these members is elected from within a distinct geographical area (Central Halifax, North Halifax, Upper Valley and Lower Valley). Tenant Board Members are elected for a 3 year period and stand down at the end of that period.

There are however some tenants who are ineligible to stand as a tenant board member. These are:

- Senior employees of Calderdale MBC (those who could potentially influence business dealings with the company in their local authority role)
- If you are a partner of someone in the above category
- If you are a Councillor or the partner of a Councillor in Calderdale
- Anyone who is an employee, director, manager or company secretary of a company under the control of the local authority
- Anyone who is or has been a Councillor or senior manager of the local authority within the past four years
- If you are an undischarged bankrupt
- If you are currently serving a prison sentence
- If you are in serious breach of your tenancy agreement
- If you are subject to a court order disqualifying you from serving as a Board member of a company
- Someone who has been a director of a company which has gone into insolvent liquidation
- Someone who has been convicted of a serious criminal offence
- Someone who has mental health problems and is either admitted to hospital under the Mental Health Act 1983, or has a court order made relating to the illness or has to appoint someone to look after their property or other affairs.

2. Advertising the Vacancy and Encouraging Interest

Within the Pennine Housing 2000 Governance Policy, it is clear that the Board wishes to encourage tenant interest in Board Membership. To advise tenants of the vacancy, and to encourage interest from tenants, it is suggested that the following steps are to be taken. These are indicative only, and a decision on whether they are all used will be taken on an annual basis, or as and when an election is required.

a) Area Committees are to be advised of the wish to elect a Tenant Board member

b) An advert may be placed in local newspapers including the Halifax Evening Courier, Hebden Bridge Times, and Todmorden News publicising the vacancy and asking for expressions of interest.

c) A notice similar to this advert will be placed in all relevant communal areas, e.g. sheltered schemes, high rise blocks, etc.

d) A notice will be sent to all appropriate Tenants and Residents Associations, and to the Tenants Federation.

e) A letter and notice will also be sent to all Tenant Company Members who live in the appropriate area. If requested by the Board, it may also be appropriate to write to ALL tenants in the appropriate area informing them of the forthcoming election of a Tenant Board Member.

Publicity and paperwork surrounding the election will clearly state that the company does not favour any one candidate, but favours all candidates equally.

Tenants interested will be initially asked to contact Board Administrator Margaret Holt by an agreed date. At that stage they will be asked to complete a simple form which requires two other tenants to nominate them.

3. What happens next ?

The way forward will depend on how many tenants express an interest in becoming a Board Member. If there is more than one then we will organise an “awareness session” to let tenants interested know what is involved in

becoming a Board Member, and get the chance to meet officers and other Board Members – including Tenant Board Members. If possible tenants will also get a chance to visit a Pennine Housing 2000 Board Meeting.

For all those interested we will then hold an election amongst all tenants within the appropriate area. The dates for the election will depend partly on the availability of Electoral Reform who will carry out the Election on our behalf but is likely to be in either May or June.

4. Timetable

The timetable for the election needs to fit with the company's Annual General Meeting (AGM) which is held in September each year. To ensure adequate time is available to plan and hold the election and to ensure that candidates and indeed all tenants are aware of the timescales involved, it is intended that the election process will start in April each year and that the election will be held and in June each year.

In the case of a mid term vacancy the Board will decide on the timescales in line with section 52 of the Memorandum and Articles of Association.