



Your Homes
Newcastle



YHN Group Governance Framework

July 2023

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1 Introduction

1.1 The Your Homes Newcastle Group (**Group**) is formed of:

- Your Homes Newcastle (**YHN**)
- Leazes Homes Limited (**Leazes**)
- Abri Trading Limited (**Abri**)

1.2 The Group's legal and operational structure is set out in Schedule 1.

1.3 The Group operates the following boards:

- The YHN Group Board (with some YHN Group Board members acting as the directors of Abri);
- The Leazes Board.

1.4 The roles and responsibilities of the Boards are set out in section 3 of this Framework.

1.5 The Group is also supported by the following Group Committees, which carry out functions on behalf of all group members:

- Appointments Committee
- Audit and Risk Committee
- Customer Voice Group
- Finance and Performance Committee
- Health and Safety Committee

1.6 The Terms of Reference and remit of these committees is set out in the Schedules.

1.7 Task and Finish Groups may also be convened from time to time in order to scrutinise in closer detail specific subjects or areas of the business identified by the YHN Group Board and/or Leazes Homes Board.

1.8 This Framework describes the way in which the Group's boards and committees will operate and set out the standards by which the business of boards and committees within the Group will be managed and conducted. The overall purpose of this Framework is to ensure that the correct procedures are followed that, business of Boards/Committees is expedited both efficiently and effectively and that ultimately principles of good governance underpin our operations

1.9 Other key documents forming part of our overarching governance framework include:

- Those attached as Schedules to this Framework
- Group Financial Regulations
- Group members' articles and/or rules

- NHF Code of Governance 2020
- the YHN Group Board Member Code of Conduct 2022

1.10 **National Housing Federation 2020 Code of Governance**

The Group signs up to the National Housing Federation 2020 Code of Governance (referred to in this framework as "**the Code**"). The foundation of good governance is that there should be a balanced, diverse and effective board which leads and controls the organisation and complies with its legal requirements. The Code sets out four core principles as set out below.

Mission and value The board sets and actively drives the organisation's social purpose, mission, values and ambitions, and through these embeds within the organisation resident focus, inclusion, integrity, openness and accountability.	Strategy and delivery The board sets ambitions, plans and strategies which enable the organisation to fulfil its social purpose and remain viable and sustainable, and exercises demonstrable and effective oversight of its delivery
Board effectiveness The organisation is led by a skilled and diverse board which regularly reviews and capably manages its own performance and effectiveness and ensures that it complies with this code.	Control and assurance The board actively manages the risks faced by the organisation, and obtains robust assurance that controls are effective, that plans, and compliance obligations are being delivered, and that the organisation is financially viable.

This Framework has been structured around each of the four main principles of the Code.

1.11 **Compliance**

- 1.11.1 All board and committee members must get themselves familiar with this Framework and will be required to observe the Framework, and it will be the duty of each board and committee chair, the Secretary and the Group Managing Director to ensure that this Framework is complied with.
- 1.11.2 In addition to applying to boards and committees, this Framework will also apply to any other organisations forming part of the Group in the future, and to any working parties, steering groups or panels which may be established from time to time.
- 1.11.3 The Secretary will be responsible for making this Framework available to each board and committee member and for ensuring that they are made available electronically through the Group's agreed board information sharing platform.

1.12 **Review**

This Framework shall be reviewed every three years, or earlier if necessary (e.g. to meet any changes in regulatory or legislative requirements), by the Group Managing Director and the Secretary. Any changes shall be subject to the approval of the YHN Group Board before taking effect.

1.13 **Interpretation and commencement**

1.13.1 The interpretation of this Framework shall rest with the YHN Group Board Chair with advice and guidance from the Secretary. The ruling of the YHN Group Board Chair shall be final.

1.13.2 Nothing in this Framework supersedes the constitution of any member of the Group, which, in any area of conflict, shall always take precedence.

2 Mission and Values

The board sets and actively drives the organisation's social purpose, mission, values and ambitions, and through these embeds within the organisation resident focus, inclusion, integrity, openness and accountability.

2.1 Core Values

Our core values are at the heart of the business and are the principles and standards that influence the way we work and behave. They make a difference by giving us a sense of pride and belonging at work, and show we care and are committed to people and the work we do. Our core values are what will help us to achieve our organisational objectives and are instrumental to this governance Framework.

- **Be READY** – together we're prepared for anything
- **Be AMAZING** – we'll exceed expectations
- **Be REVOLUTIONARY** – to have courage and be bold
- **Be ENERGETIC** – making every day count

2.2 Conduct and probity

2.2.1 The Group aims to achieve the highest standards of conduct and probity in all its activities. In that respect. It will be expected that all board and committee members will act with the highest level of probity and transparency. Particular regard will be the need to declare and manage conflicts in line with this Framework.

2.2.2 Other Group Policies which support the Group's approach to probity are our Anti-Bribery, Fraud and Corruption and Whistleblowing Policies.

2.3 Fairness and diversity

Promoting principles of fairness and valuing diversity is something expected of our Boards and is enshrined in our Equality, Diversity and Inclusion Strategy. The principles of Equality and Diversity will be upheld and promoted at all times.

3 Strategy and delivery

The board sets ambitions plans and strategies which enable the organisation to fulfil its social purpose and remain viable and sustainable and exercises demonstrable and effective oversight of its delivery.

- 3.1 Our governance structure is intended to provide strong leadership for the Group, promoting its long-term sustainable success, ensuring the proper setting of purpose, strategy, values, culture and delivery across the Group.
- 3.2 This section sets out the roles and responsibilities sitting within the key areas of our governance structure. This section should also be read in conjunction with the Terms of Reference for committees and any delegations set out in the Schedules.
- 3.3 Our governance arrangements have also been written with a view to encapsulating the relationships specific within the Group as reflected in the intragroup and ring-fencing agreement between YHN and Leazes. Should there be any conflict between that document, this Framework and the articles or rules of the subsidiary companies, then articles and rules must take precedence. However, this Framework has been drafted to be consistent with the articles and rules as far as possible.
- 3.4 The boards within the Group have overall responsibility for their organisations. Whilst the boards may have delegated certain functions and responsibilities to committees, officers and staff, a board will always retain ultimate responsibility for actions taken

3.5 Role of the YHN Group Board

- 3.5.1 The YHN Group Board has overall responsibility for the Group as a whole. Its role is to set the overall vision, aims and objectives of the Group and to ensure that the subsidiaries are meeting these and keeping within the legal and moral obligations laid down by the YHN Group Board. In particular its role includes:
 - (a) setting and ensuring compliance with the Group's overall strategy, priorities, aims and objectives
 - (b) setting a positive culture, with strong customer focus
 - (c) ensuring that the Group operates effectively, efficiently and economically
 - (d) setting a committee structure and governance framework appropriate to the Group's requirements, approval of amendments to committee terms of reference
 - (e) providing oversight, direction and constructive challenge to the Group's Executive Team
 - (f) the appointment and, if necessary, the dismissal of the Group Managing Director
 - (g) satisfying itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication

- (h) establishing, overseeing and reviewing a framework of delegation and systems of internal control
 - (i) responsible for compliance with its legal and regulatory obligations
 - (j) establishing and approving a risk management strategy
 - (k) considering recommendations from the City Council and/or City Council Chief Executive or make recommendations to the City Council and/or City Council Chief Executive regarding action following receipt of reports of external auditors, external inspectorate and the Local Ombudsman;
 - (l) forming partnerships as necessary to facilitate the delivery of the objectives of Your Homes Newcastle;
 - (m) making arrangements for the discharge of any of Your Homes Newcastle's functions by another organisation;
- 3.5.2 Those YHN Group Board Members who are directors of Abri will also be responsible for acting as the board of Abri.
- 3.5.3 The YHN Group Board has reserved the following matters to itself which shall not be delegated:
- (a) Approving the YHN annual statement of accounts and annual reports
 - (b) Approving and adopting key strategies, policies, and business plans, including the YHN Group Business Plan/Strategy and YHN/NCC Annual Delivery Plan
 - (c) Responsibility for "major decisions" as defined in Schedule 9.
 - (d) Approving the Group budget
 - (e) Appointment of Group Board members
 - (f) Appointment of Chair (subject to written approval of NCC)
 - (g) Appointment of external auditors for the Group
 - (h) Appointment of the Group Company Secretary
 - (i) Changes to Terms of Reference for committees.

3.6 **Role of the Leazes Board**

- 3.6.1 The Leazes Board will be responsible for strategic leadership and oversight of delivery of services to the supported housing stock managed by the Group, including properties owned by the Leazes and properties managed by YHN. The Board will also be responsible for developing and implementing their vision for supported housing in addition to the vision for the Group. While part of the YHN Group structure, Leazes Board maintains independence via its Rules as a Community Benefit Society and seeks to maintain high standards of

governance through adoption of the National Housing Federation Code of Governance and an Intra Group Agreement with YHN.

3.6.2 The Leazes Board has reserved the following matters to itself which shall not be delegated:

- (a) Approving Leazes Homes annual statement of accounts and annual reports
- (b) Responsibility for strategic leadership and oversight of delivery of services to the supported housing stock managed by the Group
- (c) Responsibility for developing and implementing the supported housing vision for the Group
- (d) Responsibility for the delivery of its business plan objectives, keeping to its budgets
- (e) Responsibility for strategy and investment decisions in relation to supported housing strategies
- (f) Responsibility for compliance with its legal and regulatory obligations
- (g) Responsibility for operation of the Group's policies and procedures; and
- (h) Responsibility for compliance with the YHN Group risk management strategy in respect of the Leazes business.
- (i) Responsibility for "major decisions" as defined in Schedule 9

3.7 **YHN Board Chair's key responsibilities**

- 3.7.1 Ensure the efficient conduct of the Board's business and of the Company's general meetings
- 3.7.2 To establish constructive working relationships with the Group Managing Director and the Executive Team and to attend meetings with the Group Managing Director on a regular basis
- 3.7.3 To represent Your Homes Newcastle and the Group at external public events and to meet with tenants on a regular basis
- 3.7.4 To take decisions (if any) delegated to the Chair with the advice of the Group Managing Director
- 3.7.5 To ensure that an annual review of the performance of the Group Managing Director is carried out
- 3.7.6 To ensure when a vacancy arises that the Group Managing Director is replaced in a timely and orderly fashion.
- 3.7.7 To meet with the subsidiary and committee Chairs on at least a quarterly basis to communicate group information

- 3.7.8 To act on disciplinary and other personnel matters concerning the Group Managing Director in accordance with the Group's personnel procedures
- 3.7.9 To liaise with the Group Managing Director on the strategic development and planning of Your Homes Newcastle, bringing such reports and recommendations to the Board for discussion and approval
- 3.7.10 To meet regularly with the Chief Executive, senior representatives and officials of the Council
- 3.7.11 To review the performance of individual Board members on an annual basis
- 3.7.12 To ensure that there is an appropriate learning and development programme for board members
- 3.7.13 To Chair the Appointments Committee

3.8 Vice Chairs' responsibilities

- 3.8.1 To assist and support the YHN Board Chair in fulfilling their duties and responsibilities
- 3.8.2 To deputise for the Chair in their absence
- 3.8.3 To assume responsibility for a particular area or interest agreed by the Board
- 3.8.4 To meet with the Chair and Group Managing Director as required in between Board Meetings
- 3.8.5 To undertake such other duties as may be delegated to them by the Board
- 3.8.6 To contribute to the appraisal of the YHN Group Board Chair
- 3.8.7 To review the performance of the Group Managing Director with the Chair and Appointments Committee

3.9 Subsidiary and Committee Chairs' responsibilities

- 3.9.1 All Board members of a subsidiary Board are responsible for managing and directing the affairs of the relevant subsidiary and have a fiduciary duty to act with due care, in good faith and in the best interests of the subsidiary.
- 3.9.2 It shall be the responsibility of the subsidiary and committee chairs to ensure:
 - (a) the efficient conduct of the board's/committee business
 - (b) that the board/ committee is fulfilling the responsibilities and functions given to it
 - (c) that there is appropriate and regular liaison with the YHN Group Chair as required
 - (d) that there is regular reporting back to the YHN Board and Leazes Board

- 3.9.3 The Chair of Leazes Homes Board will review the performance of individual Board members on an annual basis

3.10 **Executive Team responsibilities**

3.10.1 To support the board in:

- (a) setting strategy and standards
- (b) exercising financial management and control
- (c) business planning
- (d) monitoring of performance
- (e) business development.

3.10.2 The collegiate leadership and corporate management of the Group by:

- (a) Contributing to the development of the corporate strategy and strategic aims
- (b) Leading the development and maintenance of organisational culture that supports the delivery of business objectives
- (c) Developing appropriate and adaptable business systems
- (d) Establishing, delivering and critically appraising policies, systems and practice across all aspects of the Group's business (excluding those reserved for specific board or committee approval)
- (e) Managing and influencing colleagues' performance to ensure that expectations are clear, poor and mediocre performance is tackled and strong performance is recognised
- (f) Creating and implementing strategic and operational business plans
- (g) Ensuring that appropriate and consistent management and business controls are in place
- (h) Contributing to corporate governance by providing advice and guidance to the Group and subsidiary boards, committees and working groups
- (i) Ensuring that appropriate control systems are created and operating across the businesses
- (j) Managing the Group and ensure staffing resources are deployed in accordance with conditions of employment to maximise their contribution to the Group's objectives.

3.11 **Group Managing Director responsibilities**

3.11.1 It is expected that the Group Managing Director of the Your Homes Newcastle Group will fulfil the following essential duties:

- (a) act in the best interests of the Group by acting as the most senior executive of the Group on behalf of both YHN and Leazes
- (b) assist and advise the YHN Group Board in determining the Group's strategies, policies and business planning
- (c) manage the affairs of the Group in accordance with its vision, values and objectives, and the general policies and specific decisions of the YHN Group Board
- (d) draw the attention to matters that any board within the group should consider and decide
- (e) ensure that boards are given the information necessary to perform its duties and, in particular, that boards receive advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent
- (f) ensure that proper systems of financial control, risk assessment and risk management, and legal and regulatory compliance are established and maintained, and that regular reports on these are provided, at least annually, to the relevant board
- (g) supervise, with the guidance of the board chairs, the preparation of documents for consideration by the relevant board
- (h) support the chairs to ensure that the business of the board is properly conducted
- (i) ensure that relationships between the senior staff and the boards within the Group are positive and focus on the business of the Group
- (j) lead and manage the staff of the Group and ensure that their performance is appraised and
- (k) represent the Group as appropriate.

3.11.2 The Group Managing Director of the Your Homes Newcastle Group is the appointed/proper Officer for all purposes concerned with the local authority/registered provider landlord function under the Housing Act 1985 and in particular has delegated authority to authorise:

- (a) Notices of seeking possession under s83 Housing Act 1985 (for secure tenancies) and s128 Housing Act 1996 (for introductory tenancies) and notices to quit for other tenancies and licences of Council and non-Council dwellings, garages, garage sites and other land and premises
- (b) Institution of possession proceedings for such properties and sites

- (c) Eviction proceedings in all such cases
- (d) Institution of possession proceedings against any persons in unlawful occupation of Council/non-Council dwellings

3.11.3 The Group Managing Director of the Your Homes Newcastle Group is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to decisions of the Board or in any case where the Group Managing Director considers that such action is necessary to protect company interests

3.12 **Functions of the Company Secretary**

3.12.1 The Group has appointed a company secretary for the Group whose key responsibilities will be to:

- (a) assist and provide guidance (including to board and committee chairs) on the proper operation of and compliance with this Framework
- (b) ensure that Group governance arrangements are robust and reflect current legislation and best practice
- (c) provide support to ensure that boards and committees function effectively
- (d) facilitate good communication between the boards, committees, Executive Team and other stakeholders
- (e) take responsibility for the administration of the Group entities, for example: maintaining statutory books, organising board meetings and annual general meetings, preparing agendas and taking minutes
- (f) file necessary documents with appropriate registrars and Regulators
- (g) monitor changes in relevant legislation and the regulatory environment and take appropriate action
- (h) liaise with external regulators and advisers, such as lawyers and auditors
- (i) develop and oversee the systems that ensure the Group complies with all applicable codes, in addition to its legal, statutory and regulatory requirements
- (j) contribute to the promotion and maintenance of high standards of Board Member conduct
- (k) ensure proper access to information
- (l) assisting with individual board member review and board effectiveness reviews, and assist with identifying areas of development and learning need

- (m) providing advice on matters concerning this Framework, administration of the Group entities and matters relating to governance generally.

4 **Board effectiveness**

The organisation is led by a skilled and diverse board which regularly reviews and capably manages its own performance and effectiveness and ensures that it complies with this code.

4.1 **Appointment of board and committee members, recruitment and succession planning**

4.1.1 The YHN Group Board will be responsible for making sure that board/committee members across the group have the attributes and time needed to govern effectively, and that each member exercises independent judgement in doing so. When we refer to "board members" in this Section 4, the same principles and processes will also apply to committee members that are not board members (if there are any).

4.1.2 The YHN Group Board will agree and regularly review the Group's approach to recruitment, board composition and renewal based on an agreed statement of skills, qualifications and attributes and diverse backgrounds required: balancing the need for experienced members with the need for new thinking and independent challenge. YHN will discuss and agree the approach for the appointment of YHN board members with the Council.

4.2 **Process**

4.2.1 Board appointments will be made on merit subject to a formal and transparent procedure. An assessment of candidates will be made against the experience and skills required by the relevant board to ensure its long-term success and respond to the future challenges it faces. This will link into the annual board member appraisal process and three yearly governance effectiveness review process.

4.2.2 All board appointments across the group will be a function of the YHN Group Board, but the Board has delegated the following to the Appointments Committee:

- (a) Consideration of new candidates for appointment to any board or committee. The Appointments Committee will be responsible for making recommendations to the YHN Group Board, and the YHN Group Board will then make the ultimate decision on new appointments.
- (b) The reappointment of existing board and committee members at the end of their term in office will be a function of the Appointments Committee. Reappointment will be subject to satisfactory annual appraisal and subject to any skills gaps identified during that appraisal process and the three yearly externally validated effectiveness review.

4.2.3 The reappointment of board and committee Chairs will also remain a decision of the YHN Board following recommendation on reappointment by the Appointments Committee.

- 4.2.4 Each board member will be appointed for a fixed term of three years unless the YHN Board or Appointments Committee (as appropriate) has set a shorter term prior to the appointment. No fixed term shall be set which would cause the relevant individual to serve beyond six years continuous service save where it is agreed that circumstances exist where it would be in the best interest of the group (based on additional terms of no more than three, one-year fixed terms).
- 4.2.5 On initial appointment, board members will be sent an appointment letter and a contract for services and will be required to sign a copy of the contract and return it to the Secretary. The contract for services will specify their obligations.

4.3 **Evaluation of individual board members and overall board effectiveness review**

- 4.3.1 The Group is committed to a process of reviewing boards and their composition, and fully and rigorously appraising board members on a regular basis, as a means of ensuring that boards remain efficient and effective.
- 4.3.2 The YHN Board Chair will lead the annual evaluation process of all board members across the group. The YHN Group Board Chair will seek appropriate feedback including from stakeholders if appropriate.
- 4.3.3 The Leazes Board Chair will lead the annual evaluation process of Leazes board members. The Leazes Board Chair will seek appropriate feedback including from stakeholders if appropriate.
- 4.3.4 This exercise will take place alongside an annual review of overall board effectiveness across the Group, which will be externally facilitated every three years.
- 4.3.5 The individual evaluation process will feed into the re-appointment process at the end of individual terms of office. It will also be used to review skills, assess composition and identify any gaps.
- 4.3.6 The YHN Group Board Chair will undertake the evaluation of the Leazes Board Chair.
- 4.3.7 The YHN Group Board Vice Chair will lead the process for the evaluation of the performance of the YHN Group Board Chair.
- 4.3.8 Chairs of group committees will be responsible for the evaluation of committee effectiveness of their committees.

4.4 **Remuneration**

The YHN Group Board will be responsible for considering and determining levels of pay for board members across the Group, taking independent external advice and benchmarking when appropriate.

4.5 **Board Diversity**

Board diversity is an essential part of quality decision making. As part of any recruitment process, the YHN Group Board and the Appointments Committee will consider which

aspects of diversity are important in the context of the Group and will consider ways in which to access a more diverse pool of candidates to achieve greater diversity.

5 **Control and assurance**

The board actively manages the risks faced by the organisation, and obtains robust assurance that controls are effective, that plans, and compliance obligations are being delivered, and that the organisation is financially viable.

- 5.1 The YHN Group Board has responsibility for establishing a framework of prudent and effective internal controls and a system for the identification and management of risk to ensure the financial viability and probity of the Group. As part of the process the YHN Group Board decides the nature and extent of any key strategic risks the Group is willing to take.
- 5.2 The approach taken in managing risk is set out in the Group's Risk Management Strategy.
 - 5.2.1 The Audit and Risk Committee is responsible for overseeing the implementation of the risk management and internal controls framework and ensuring that an annual review of the effectiveness of the risk framework and controls is undertaken. There are procedures in place to quickly elevate concerns to the YHN Group Board, on emerging or crystallizing risks
 - 5.2.2 The Risk Management strategy is supported by this Framework, which clarity about where responsibilities lie within the Group and sets out the way that meetings will be administered to ensure effective decision making.
- 5.3 The YHN Group Board also has the responsibility for ensuring formal and transparent policies and procedures are established to ensure the independence and effectiveness of internal and external audit functions and its remit for undertaking this responsibility is detailed in the Audit and Risk Committee Terms of Reference.

6 Board procedures and working methods

6.1 Conduct at Board and committee meetings

All Group board members must observe the YHN Group Board Member Code of Conduct 2022 and any other arrangements put in place to assure good governance whenever they:

6.1.1 Conduct the business of the relevant group member

6.1.2 Act as a representative of the relevant group member organisation.

6.2 Attendance

6.2.1 The Secretary will keep a record of attendance and non-attendance at board and committee meetings.

6.2.2 Any board or committee member who has absented themselves (meaning not attended either in person or through a virtual meeting platform arranged for that purpose) from the number of meetings specified in the relevant Group members' constitutional document may be removed from office:

(a) In line with the articles of association of YHN, individuals must seek permission for any extended absence from board or committee meetings or risk removal if they are absent from 6 consecutive meetings or 60 percent of meetings in a 12-month period.

(b) In line with Leazes rules, Leazes board and committee members may be removed if they have absented themselves from three consecutive meetings in one rolling twelve-month period without special leave of absence from the Board.

6.2.3 Members who are unable to attend a board or committee meetings are expected to notify the Company Secretary and relevant board or committee chair as soon as they are aware that they will not be able to attend the meeting. Members who are unable to attend are encouraged to contact the Group Managing Director or relevant board or committee chair to make their views known on a particular report and ask that these are communicated to the meeting.

6.3 Quorums

6.3.1 The quorum for the YHN Group Board is four members: three independent members and one council member.

6.3.2 The quorum for the Leazes board is three, providing that employees of the group who may sit on that board are in the minority when forming the quorum.

6.3.3 The quorum for meetings of committees will be set out in relevant Terms of Reference.

6.3.4 The rules on the quorum apply not only at the start of a meeting, but also at any point during a meeting when the numbers present change as a result of board/committee members arriving late, leaving early, or declaring an interest.

- 6.3.5 The Secretary shall keep a note of attendance, including any changes, which take place during the meeting.
- 6.3.6 An inquorate meeting shall normally be terminated by the relevant board/committee chair, although it is possible to continue discussions on an informal basis. It is then open to that chair to call a special meeting to undertake the remaining business, or to defer consideration to the next scheduled meeting.

6.4 **Meetings, agenda and minutes**

- 6.4.1 Board and committees shall meet at such frequency as is required by their rules, articles or Terms of Reference.
- 6.4.2 Each year the Secretary shall (following consultation with the relevant board/committee) circulate a schedule of meetings for a twelve-month period.
- 6.4.3 All meetings will normally be summoned by the Secretary (on giving seven clear days' notice) who shall send to the relevant board/committee members written notice of the meeting and a copy of the proposed agenda.
- 6.4.4 A special meeting of a board or committee may be called at any time by the chair of the relevant board/ committee or by request in writing to the Secretary or any two board or committee members. The YHN Group Board Chair shall also have the power to call a meeting of any board or committee within the group. Where a chair or so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as s/he specifies, and in accordance with the relevant constitutional document.
- 6.4.5 Any individual board/committee member may request that an item be included on the agenda of a board or a committee. Items should normally be submitted to the Secretary at least 20 working days before the date of the meeting. The Secretary shall notify the relevant board/ committee chair of any items proposed through this route before the agenda is finalised. The chair of the relevant board or committee shall make the final decision as to inclusion of any item on the agenda.
- 6.4.6 At every meeting of a board or committee, the minutes of the last meeting (and any special meeting where time permits) shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the chair of that meeting.
- 6.4.7 Any matters which board/committee members may wish to raise under the 'Other Business' item on the agenda must be discussed with the chair prior to the beginning of the meeting and receive their approval to be raised at the meeting. Such items should be restricted to urgent matters or matters of great and immediate importance.
- 6.4.8 Any board or committee shall not, at any meeting, consider any minutes or reports which have not been in the hands of board or committee members for at least 24 hours before the meeting unless with the consent of not less than two thirds of those board or committee members present.

- 6.4.9 Any board or committee may adjourn any of their meetings to a date, time and place as may be agreed at the meeting, or as the relevant chair may later determine. When an adjourned meeting is resumed the proceedings will recommence at the point at which they were broken off.

6.5 Duration of meeting

Meetings should be for a maximum of two hours. Board or committee members would need to agree that a meeting can run for longer than two hours. Board and committee members and officers should contribute to the achievement of this two-hour objective. If the meeting runs over and it is agreed to adjourn, then remaining business will be dealt with at the next scheduled meeting or at a time and date set by the chair.

6.6 Withdrawal from meetings

Members of the Executive Team, the Secretary and, where applicable, staff, must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, performance, promotion, conduct, appointment, suspension, dismissal or retirement.

6.7 Voting

- 6.7.1 Subject to any provision in a Group members' rules or articles, every question to be decided at a meeting shall be determined by a majority of the votes of the board/ committee members present and eligible to vote on the question, with the relevant chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent board members are not permitted.
- 6.7.2 Not all decisions need to be taken by formal vote. The relevant chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. The chair would only call for a vote if either there was a clear expression of dissent, or it was a matter of particular significance (e.g. approval of the annual budget or accounts, or a decision to take legal action).
- 6.7.3 Should an individual board/ committee member of a meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held, or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting board/committee member shall have the right to have their disagreement recorded in the minutes, at their request.

6.8 Reconsideration of resolutions

- 6.8.1 No 'resolution' (i.e. any formal decision taken by the board/committee) may be rescinded or varied at a subsequent meeting of the board/committee unless its reconsideration appears on the agenda for that meeting. A resolution cannot, therefore, be overturned or varied simply as part of discussions of matters arising from previous minutes.

- 6.8.2 The subject matter must appear as a substantive item on the agenda and the fact that there is a proposal to vary or rescind a previous decision must be clearly indicated.

6.9 Committee Remit Protocol

- 6.9.1 Where a committee has identified concerns or matters that they consider should be further investigated, and this matter is not within their Terms of Reference, the relevant Lead Officer will be responsible for bringing this matter to the appropriate committee.
- 6.9.2 The Lead Officer of the committee making the request will present a report on their behalf to the appropriate committee.
- 6.9.3 This should be a brief document describing the issues that have arisen and what the Committee is being asked to do. It is the responsibility of the Lead Officer to write this report and to present to Committee.
- 6.9.4 The committee will decide what action it will take, and this will be reported back to the requesting committee. A schedule of remits between committees will be reported to YHN Group Board for information.

6.10 Public access to YHN Group Board meetings

The public may be present at YHN Group Board meetings to observe non-confidential matters and discussion. Intention to attend must be given to the Company Secretary no later than 48 hours before the start of the meeting. Members of the public are not permitted to remain present during discussion of sensitive or confidential items, therefore if public attendance is known to the Chair in advance, the agenda order will be amended to ensure all non-confidential matters are considered first. Classification of such items are outlined further at section 6.13.

6.10.1 Members of the public may ask questions of individual Board members or of the Board as a whole at ordinary meetings of the Board. Questions to the Board as a whole will be dealt with by the Chair.

6.10.2 The maximum period of time for dealing with questions from the public at any Board meeting shall be fifteen minutes.

6.10.3 Questions can only be asked if they have been notified to the Managing Director or Company Secretary, in writing, no later than 48 hours before the start of the meeting. Questions should include the name and address of the questioner.

6.10.4 The Managing Director or Chair will reject a question if it:

- a. Is not a matter which is the responsibility of Your Homes Newcastle
- b. Is defamatory, frivolous or offensive
- c. Is substantially the same as a question that has been asked at a Board meeting in the past six months
- d. Requires the disclosure of confidential information

6.10.5 Copies of all questions to be posed at the meeting will be circulated to the Board and members of the public attending the board meeting. People who pose rejected questions will be told why they were rejected.

6.10.6 Questions not dealt with in the 15 minutes allocated at Board meetings will be answered in writing.

6.10.7 Any member of the Board can move that a matter raised by a question should be referred to a Committee or the Managing Director. Once seconded, such a motion will be voted on without further discussion.

6.11 Procedures following meetings

6.11.1 Following a meeting of a board or committee, the Secretary shall draft minutes of that meeting within [five working days] of the date of the meeting.

6.11.2 Once the minutes have been drafted and cleared by officers for accuracy they will then be placed on the agenda for the next board/ committee meeting.

6.11.3 Once the minutes of a meeting have been approved by the next meeting of that board/committee, and subject to what is said above about confidentiality, they will be made available electronically through the Group's agreed board information sharing platform.

6.12 Chair's action and urgency

6.12.1 Reference in this section to chair shall mean the relevant chair of a board or of a committee.

6.12.2 It may be necessary on occasion for a chair to act on behalf of a board or committee between meetings.

6.12.3 The circumstances under which a chair can act in this way include:

(a) routine action which would not have merited an agenda item and discussion at a board/committee meeting, for example routine documents

(b) agreeing to detailed aspects of implementation of matters already agreed by a board/committee.

6.12.4 Where an action does not fall into the above categories, where the Group Managing Director is satisfied that another delegation does not exist elsewhere, and where the Group Managing Director believes that the matter is significant to the Group then after consultation with the relevant chair or, in their absence two other board members/ committee members (as appropriate), the Group Managing Director and/or Chair may take appropriate action as necessary.

6.12.5 The Secretary shall keep a full record of all actions taken under these provisions, reporting to the appropriate board/committee as required.

6.12.6 If the Secretary has not been involved in a particular course of action, then the relevant chair or the Group Managing Director must ensure that s/he is given a full account of the action for the record.

6.13 Confidentiality

- 6.13.1 Board and committee members must comply with the terms of the YHN Group Board Member Code of Conduct 2022 and contract for services in relation to the treatment of confidential information.
- 6.13.2 Members of the public must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that sensitive information would be disclosed.
- 6.13.3 Sensitive information means:
- a) Information given to the YHN Group by another body on terms that forbid its public disclosure or information that cannot be publicly disclosed by Court Order.
 - b) Information relating to a particular employee, former employee or applicant to become an employee of the YHN Group, or a particular office-holder or former office holder or applicant to become an office holder of the YHN Group.
 - c) Information relating to any particular occupier, or former occupier of, or applicant for, accommodation managed by Your Homes Newcastle, Leazes Homes, or recipient of services provided by the YHN Group.
 - d) Information relating to the financial or business affairs of any particular person or organisation (other than the YHN Group).
 - e) The amount of any expenditure proposed to be incurred by the YHN Group under any particular contract for the acquisition of property, the supply of goods or services or the terms or proposed terms of any such contracts.
 - f) The identity of the YHN Group as the organisation offering any particular tender for a contract for the supply of goods or services.
 - g) Information relating to any consultations or negotiations or other discussions in connection with industrial relations.
 - h) Any instructions to counsel and any opinion of counsel (whether or not in connection with any proceedings) and any advice received.
 - i) Information obtained or action to be taken in connection with
 - a. Any legal proceedings by or against the YHN Group
 - b. The determination of any matter affecting the YHN Group
 - j) Any action taken or to be taken in preventing, investigating or prosecuting crime.
 - k) The identity of a protected informant.
 - l) Information related to business activity across the YHN Group that is deemed commercial.
- 6.13.4 Reports dealing with any of the issues listed above and therefore to be discussed in “closed” session of the Board will be treated as sensitive, labelled as such and will not be published publicly.

6.14 Conflicts of Interest

- 6.14.1 All board members have a duty to act in the best interests of the relevant organisation and board members must not generally put themselves in a position where there is a conflict between their personal interests and the duty they owe to the organisation. A similar duty will be expected of committee members whether or not they are also board members.
- 6.14.2 On appointment all board and committee members are expected to sign a declaration of interests which will be held with the statutory books by the Secretary. The declarations of interest will be reviewed by each relevant board member annually and updated as necessary.
- 6.14.3 Prior to appointment and during their term of office, board and committee members must declare any direct or indirect financial interest, including the nature and extent of such an interest, in:
- (a) the supply of work, or goods, to, or for, the purposes of the Group
 - (b) any contract, or proposed contract, concerning the Group
 - (c) any other matter relating to the Group.
- 6.14.4 In particular, board and committee members should also declare any interest relating to:
- (a) any financial interest, including the nature and extent of such an interest in the Group, including any interest of their spouse or partner and their own or their spouse/partner's close family
 - (b) any non-financial personal interest of board or committee membership, such as membership of other public bodies and institutions; trusteeship of a trust where the board or committee member, or other person closely connected with them, may be a beneficiary; or membership of a closed organisation.
- 6.14.5 Bearing the above in mind, all board/ committee members shall ensure that the Secretary at all times has a list of all other bodies in which they (or their spouse or partner and their own or their spouse/partner's close family) have an interest as:
- (a) a director or officer, or
 - (b) as a member of a firm, or
 - (c) as an official or elected member of any statutory body, or
 - (d) as the owner or controller of more than 2% of a company the shares in which are publicly quoted or more than 10% of any other company, or
 - (e) as the occupier of any property owned or managed by the Group.

- 6.15 The declaration of interest is normally the responsibility of the individual board/committee member. However, if the Secretary, on the basis of information in the Register of Interests, has reason to believe a board/committee member has a financial or personal interest that may need to be declared, s/he should draw this to the attention of the chair of the relevant board/committee concerned (preferably before the meeting).
- 6.16 The management of conflicts of interest shall be dealt with in accordance with the relevant Group member's rules or articles, and where a material interest arises this may require individual board or committee members to absent themselves from the decision-making process. Requirements in relation to conflicts of interest are covered in:
- 6.16.1 Articles 25, 26, and 30 of the Your Homes Newcastle Articles of Association
- 6.16.2 Rules D14 – 23 of Leazes' Homes rules
- 6.16.3 Article 16 and 17 of the Abri Trading Limited Articles of Association.
- 6.17 The declaration of an interest by a board/ committee member during the course of the meeting shall be recorded in the minutes.
- 6.18 A board/committee member shall not be deemed to have an interest for the purpose of this Framework simply because they are a board/committee member of another Group entity and no declarations in that respect need to be made.
- 6.19 **Expenses**
- Board/committee members may be reimbursed for expenses properly incurred in attending meetings and in the performance of other duties. Such expenses are claimed under any procedures agreed by the YHN Group Board from time to time. Guidance notes and claim forms are available from the Company Secretary.
- 6.20 **Execution of document and application of seals**
- 6.20.1 The application of a seal for any member of the group who use a seal shall be authenticated by the signature of one board member authorised either generally or specially by the relevant board for that purpose and the Secretary.
- 6.20.2 YHN and Abri may also execute documents either by:
- (a) two board members signing, or
- (b) one board Member and the Secretary signing or
- (c) one board member signing in the presence of a witness.
- 6.20.3 Leazes may also execute documents either by:
- (a) two board members signing, or
- (b) one board member and the Secretary signing.
- 6.20.4 The Secretary is responsible for the safe custody of seals, which must be kept in a secure fire-proof cabinet.
- 6.20.5 A seal register shall be kept by the Secretary.

6.21 **Complaints**

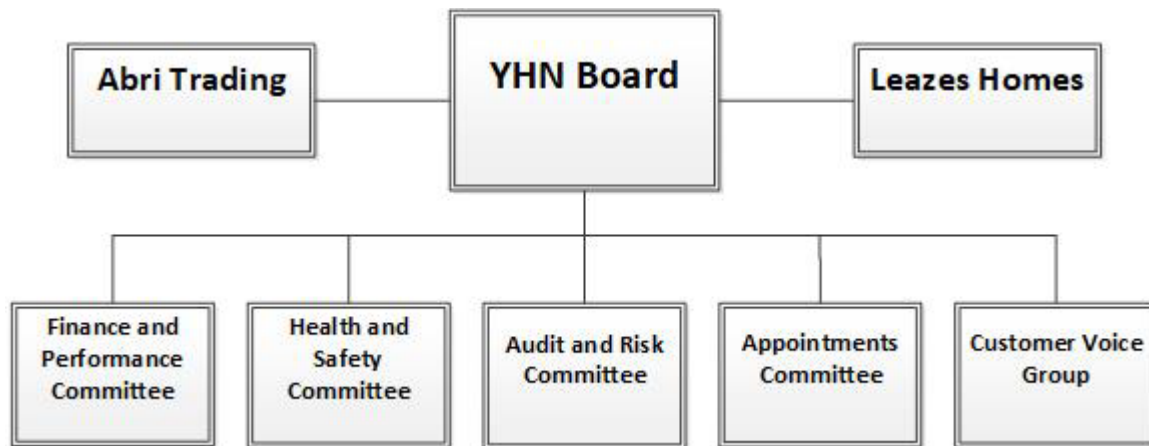
- 6.21.1 A complaint against a board or committee, or an individual board or committee member, shall be addressed to the Secretary who shall deal with the matter in the first instance. The response to such a complaint will include details of the process to be followed.
- 6.21.2 A complaint against the Secretary will be forwarded to the Group Managing Director and chair of the YHN Group Board. Again, the response to such a complaint will include details of the process to be followed.
- 6.21.3 A complaint against the YHN Group Chair shall be dealt with by the Chief Executive of the Council together with the YHN Group Board Vice Chair with the support of the Secretary with communication of the process to be followed being given.

6.22 **Suspension of Framework**

- 6.22.1 A proposal to suspend one, or more, of the provisions of this Framework may be agreed by the YHN Group Board, but not the board of any subsidiary without the consent of the YHN Group Board.
- 6.22.2 This provision does not allow for any suspension which, if agreed, would contravene the constitution of any member of the Group.

Schedule 1

Group Structure Overview - legal and operational structure of the Group



Your Homes Newcastle

Your Homes Newcastle Limited is a private company limited by guarantee (company number: 05076256). Newcastle City Council is the sole member of YHN. YHN was incorporated in 2004 as an ALMO of Newcastle City Council. YHN as the ALMO, is responsible for all the core landlord services. YHN operates under a 10-year management agreement for Newcastle City Council which is due to expire in 2026.

YHN is an Arm's Length Management Organisation ('ALMO') set up and solely owned by Newcastle City Council ('NCC'). YHN was created on 1 April 2004 and is one of the largest ALMOs in the country. YHN manages over 26,000 council homes and around 2,200 tenanted homes for other organisations.

YHN is constituted by their Articles of Association.

Leazes Homes Limited

Leazes Homes Limited is a community benefit society registered with the Financial Conduct Authority (registered number 8692). It joined the group in 2021. Its board members together with YHN as Group parent are the shareholders. It is an exempt charity and a registered provider of social housing. A large proportion of its stock designated as supported housing, providing homes for people with care and support needs. Joining the YHN Group in August 2021, Leazes Homes is responsible for developing and implementing the supported housing vision for the Group and taking strategic leadership and oversight of the supported housing provision, which includes support and progression, employability, Housing Plus and safeguarding services.

Leazes Homes is constituted by their Rules of Association.

Abri Trading Limited

Abri Trading Limited is a private company limited by shares (company number: 09772167). Your Homes Newcastle is the majority shareholder and parent company of Abri Trading Limited. Abri Trading Limited was constituted as a separate subsidiary company to facilitate the commercial activities undertaken in the business. Abri Trading Limited is responsible for the external trade of Newcastle Furniture Services and Palatine Beds.

Abri Trading Limited is constituted by their Articles of Association.

Legal names

The Group operates different business names such as Palatine and Newcastle Furniture Service, but there are specific circumstances in which the 'legal name' is required to be used instead of or in addition to the 'business name':

It is the responsibility of the Secretary to ensure compliance with all legal requirements.

Membership

Companies and community benefit societies are required to have a group of members/shareholders. The following section lists the members/shareholders of each of the group entities.

Your Homes Newcastle - company limited by guarantee

Newcastle City Council is the sole member of Your Homes Newcastle and is listed in the register of members. The Articles of Association state that no person other than the Council shall be admitted to membership of the organisation. The liability of the member is limited.

Leazes Homes Limited – community benefit society

Leazes' Homes rules state that its shareholders are YHN together with the board members of Leazes Homes (except any that are co-optees or employees). No other person shall be admitted as a shareholder. Board members become shareholders when they become a board member and cease to be a shareholder when they cease to be a board member. The liability of shareholders is limited.

Abri Trading Limited – company limited by shares

Your Homes Newcastle is the majority shareholder (four) of Abri Trading Limited and is listed in the register of members. Newcastle City Council is also a shareholder, holding one non-voting share. The liability of the shareholders are limited.

The Articles of Association state that the directors may not exercise any power to allot shares or to grant rights to subscribe for any shares in the company unless they are authorised by ordinary resolution of the shareholder(s), Your Homes Newcastle.

Organisational Structure

The Group is a large organisation with around 650 members of staff. A large number of our staff work in housing management and support services positions, but we also have people working in business support roles to ensure that the business runs smoothly. We operate in four distinct organisational directorates:

Housing Services

Our Housing Services division provides strategic and operational responsibility for all central, neighbourhood and citywide functions related to the day to day management of tenancies and care and support of our customers, including repairs and maintenance.

Assets and Development

Our Assets and Development Services division incorporates the services that client the improvement of the housing assets which the Group manage. This includes planned maintenance and investment, new build, Health and Safety Compliance, and our commercial activity which includes Newcastle Furniture Service and Palatine Beds.

Finance, ICT and Risk

Our Finance and Commercial division incorporates Finance, Performance, Risk, Information Governance, Projects and ICT Services.

Insight and Engagement

Our Insight and Engagement division provides support to the business, and includes Communications & Marketing, Customer Insight and Engagement, Policy, and Corporate Governance. The service also has oversight of our service level agreements with NCC who provide our Human Resources and Organisational Development.

Management Structure

The operational day to day running of the organisation is delegated to the Group Managing Director and the Executive Team. The Group Managing Director and Executive Team are not members of the Board.

Group Managing Director

Responsible for all management, operational and non-major decisions regarding all key functions of the Group. Also has strategic and operational responsibility for Business Support. [The Group Managing Director is the most senior officer reporting to Leazes.]

Group Director Housing Services

Strategic and operational responsibility for all central, neighbourhood and Citywide functions directly related to the quality day to day repairs, maintenance and management of NCC's tenancies and the successful care and support of YHN's customers.

Group Director Assets and Development

Ensures the Group makes the optimum use of its assets in planning and delivery of investment in stock. Also has responsibility for health & safety and for the operational delivery of the commercial trading side of the business; Newcastle Furniture Service and Palatine Beds.

Group Director Finance, ICT and Risk

Strategic and operational responsibility for the resources functions which support the rest of the business, finance and performance.

Additionally, there is a lead officer for Leazes who is responsible for leading the organisational aspects of Leazes business.

Schedule 2

Appointments Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 to consider and agree all re-appointments to the group boards
- 1.2 to consider and make recommendation to the YHN Group Board on all group board appointments
- 1.3 to consider and agree overall remuneration of the Group Managing Director and any award under the remit of the Market Supplement Policy, following an annual review of their performance
- 1.4 to consider and make recommendations on the appointment of the Executive Team including the Group Managing Director
- 1.5 to consider recommendations presented by the Group Managing Director on the structure of the Executive Team. To ensure transparency, scrutiny and challenge for the decisions made by the Group Managing Director

2. Delegations

The committee will carry out the following duties on behalf of the YHN Group Board, Leazes Homes Board and Abri Trading Board:

- 2.1 Regularly review the structure, size, composition and balance of skills, knowledge, experience and diversity of the group boards and make recommendations to the YHN Group Board with regard to any changes, giving due regard to the outcomes of the annual Board evaluation and appraisal process
- 2.2 Identify and nominate candidates to fill group board vacancies as and when they arise, for the approval of the YHN Group Board, following the YHN Group Recruitment and Succession Policy
- 2.3 Agree the re-appointment of any group board members at the conclusion of their specified term of office, having due regard to their performance and ability to contribute to the Board in the light of the knowledge, skill and experience required and report the decision to the relevant group board
- 2.4 Satisfy itself with succession planning and talent development initiatives that processes and plans are in place with regard to both Board and senior appointments, in particular the Chair and Group Managing Director

- 2.5 Consider and make recommendations concerning any matters relating to continuation of office of any Board member at any time including the suspension or termination of service
- 2.6 Identifying the need, specifying the criteria and terms of reference for selecting, appointing and ensuring the oversight of any consultants who advise the committee
- 2.7 Determine the overall remuneration of the Group Managing Director, including potential award of a market supplement within the terms of the Market Supplement policy. The Committee will make its decision after taking into consideration the annual performance appraisal. Committee will look at sector benchmarking including remuneration packages of other ALMOs, relevant Boards and pay scales of Newcastle City Council's Executive Management Team
- 2.8 The recruitment of the Group Managing Director is a joint responsibility of both YHN and Newcastle City Council. The panel overseeing this process will involve the Chair, nominated Committee Members, a representative of the Council, and if appropriate, a relevant external person e.g. recruitment consultant. The Committee will then recommend the appointment of the Group Managing Director to the YHN Group Board.
- 2.9 Other:
- review the terms of reference on an annual basis and recommend any necessary changes to the YHN Group Board,
 - be provided with appropriate and timely training both in the form of induction for new members and on ongoing basis for all members,
 - ensure compliance with all relevant law
 - give due consideration to the National Federation of Housing Code of Governance and the Regulator of Social Housing standards,
 - have access to sufficient resources in order to carry out duties, including access to the Company Secretary for assistance if required,
 - authorised to obtain, at the company's expense, external legal or other professional advice on any matters within its terms of reference

3. Matters reserved for YHN Group Board

- 3.1 Amendments to the committee terms of reference
- 3.2 The appointment or removal of Group board members
- 3.3 The appointment or dismissal of the Group Managing Director

4. Responsibility of committee members

- 4.1 Committee members will be expected to prepare themselves for meetings by reading the committee papers in advance. Where committee members are unable to attend a meeting, they should notify the Committee Chair, lead officer and Governance Officer as soon as possible, and forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice. The Committee Chair will monitor attendance at their Committee and will seek to understand reasons of non-attendance by members.
- 4.2 Committee members will be expected to take and seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes, and by increasing their knowledge of YHN group and issues effecting the sector

5. Reporting

- 5.1 Minutes of the Committee meetings will be submitted to the YHN Group Board and Leazes Homes Board for information and the lead officer will present any areas that require Board attention
- 5.2 The Chair will report to the YHN Group Board on decisions taken by the Committee, to make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed
- 5.3 Where there are matters that (a) require YHN Group Board/Leazes Homes Board approval under delegations and/or (b) matters that have arisen during the course of the Committee's work and require YHN Group Board's approval, these should be reported to YHN Group Board/Leazes Homes Board as needed

6. Membership

- 6.1 Membership of the Committee will consist of:
- The Chair and Vice Chair of the YHN Group Board
 - The Chair of Leazes Homes Board
 - Two other Chairs from the remaining formal YHN Group committees, selected on a rotational basis
- 6.2 The Chair of the YHN Group Board will chair meetings of the Committee
- 6.3 The Committee will appoint a Vice Chair from within the current membership
- 6.4 The Company Secretary will act as Secretary to the Committee

- 6.5 The Group Managing Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary, except when the remuneration of the Group Managing Director is under discussion

7. Frequency of Meetings

- 7.1 The Committee will meet at the request of the Chair and as necessary but is not expected to need to meet more than twice a year. There might be a requirement for additional ad hoc meetings for the committee to consider new appointments
- 7.2 Where appropriate, the Committee may determine the format of their meetings as either in person or online

8. Quorum

- 8.1 The quorum necessary for the transaction of business at meetings of the Committee will be three members.
- 8.2 In the absence of the Committee Chair and Vice Chair, the remaining members present shall elect one of themselves to chair the meeting, which will proceed provided that a quorum of three is achieved. If a quorum is not achieved, the meeting can proceed for discussion only and decision making is not permitted

9. Lead Officer

- 9.1 The Lead Officer for the Committee is the Company Secretary

10. Agenda Dispatch and Minuting of Meetings

- 10.1 A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and minute meetings of the Committee
- 10.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication
- 10.3 Notices, agendas and supporting papers will be sent in electronic form by default, however accommodations will be made for reasons of inclusion, such as printing larger text papers for sight impaired members

Schedule 3

Audit and Risk Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 to monitor the integrity of the YHN Group financial statements and announcements
- 1.2 provide assurance and challenge to ensure that there are proper systems and allocations of responsibility in key areas of the YHN Group;
 - Internal audit;
 - External audit;
 - Internal control system;
 - Risk Management framework.

2. Delegations

The committee will carry out the following duties on behalf of YHN Group Board, Leazes Homes Board and Abri Trading Board:

Financial Statements

- 2.1 Monitor the integrity of the financial statements of the Group and any formal announcements relating to the company's financial performance, reviewing significant financial reporting judgements contained in them
- 2.2 Review the narrative included in the Strategic Report and Directors Reports, to be recommended to the YHN Group Board and Leazes Homes Board for approval

Internal Controls

- 2.3 Review the Group's internal financial controls and the internal control and risk management framework
- 2.4 Ensure that the Group has a robust risk management framework in place that is reviewed annually
- 2.5 Quarterly review of the Group Strategic Risk Register
- 2.6 Annual review of the Gifts and Hospitality register in relation to compliance with applicable policy and with the register of sales and purchase contracts to provide assurance of probity and transparency throughout the organisation

- 2.7 Monitor the Group's policies on fraud, whistleblowing and bribery, anti-corruption and anti-fraud arrangements
- 2.8 Review and approve the Annual Assurance Statement to Newcastle City Council
- 2.9 Develop and implement policy on Group Business Continuity

Internal Audit

- 2.10 Review and agree the Group internal audit work programme
- 2.11 Review and monitor management's response and progress on the implementation of recommendations made by the internal auditors to address system weaknesses and improve internal controls
- 2.12 Monitor and review the effectiveness of the internal audit function

External Audit

- 2.13 Monitor and review the effectiveness of the external audit function
- 2.14 Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements
- 2.15 Recommend to the YHN Group Board and Leazes Homes Board the appointment, remuneration and terms of engagement of the external auditor
- 2.16 Develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm
- 2.17 Other:
 - review the terms of reference on an annual basis and recommend any necessary changes to the YHN Group Board,
 - be provided with appropriate and timely training both in the form of induction for new members and on ongoing basis for all members,
 - ensure compliance with all relevant law,
 - give due consideration to the National Federation of Housing Code of Governance and Regulator of Social Housing standards,
 - have access to sufficient resources in order to carry out duties, including access to the Company Secretary for assistance if required,
 - authorised to obtain, at the company's expense, external legal or other professional advice on any matters within its terms of reference

3. Matters reserved for YHN Group Board

- 3.1 Amendments to the Committee terms of reference
- 3.2 Appointment of External Auditors

- 3.3 Approval of the YHN Group Directors' Report and Financial Statements
- 3.4 The following matter will be reserved for the Abri Trading Board –
Approval of the Abri Trading Ltd Annual Reports and Financial Statements
- 3.5 The following matter will be reserved for the Leazes Homes Board –
Approval of the Leazes Homes Annual Report and Financial Statements.

4. Responsibility of committee members

- 4.1 Committee members will be expected to prepare themselves for meetings by reading the committee papers in advance. Where committee members are unable to attend a meeting, they should notify the Committee Chair, lead officer and Governance Officer as soon as possible, and forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice. The Committee Chair will monitor attendance at their Committee and will seek to understand reasons of non-attendance by members
- 4.2 The Committee must be satisfied that all figures presented to members and the outside world will stand up to scrutiny and can be relied upon. This requires Committee members not only to understand the financial statements and how they are made up, but also to challenge the Group Director Finance, ICT and Risk and external auditors as draft accounts are produced
- 4.3 Committee members will be expected to take and seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes, and by increasing their knowledge of YHN group and issues affecting the sector
- 4.4 Committee members will take responsibility for seeking assurance on matters of compliance
- 4.5 As per the National Housing Federation Code of Governance, the Committee Chair, with the Committee, will lead an annual evaluation of Committee effectiveness and how business is conducted, including:
- Composition
 - Terms of reference
 - Agendas, reports and communications
 - Decision making

5. Reporting

- 5.1 Minutes of the Committee meetings will be submitted to the YHN Group Board and Leazes Homes Board for information and the lead officer will present any areas that require Board attention
- 5.2 Where there are matters that (a) require YHN Group Board/Leazes Homes Board approval under delegations and/or (b) matters that have arisen during the course of the Committee's work and require YHN Group Board's approval, these should be reported to YHN Group Board/Leazes Homes

Board as needed

- 5.3 There will be a minimum of twice-yearly reports to each Board on Risk. Any changes to the strategic risk register will be reported to the YHN Group Board or Leazes Homes Board as appropriate. Specific risk management items, where appropriate and necessary, will be reported more frequently

6. Membership

- 6.1 The membership of the Committee, including the Chair, will be up to six members from the YHN Group Board and Leazes Homes Board
- 6.2 The nominated Chair will be an independent member of the YHN Group or Leazes Homes Board and not a council appointed member or the Chair of the YHN Board
- 6.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair, in discussion with the Leazes Homes Chair, for agreement by the YHN Group Board
- 6.4 The Committee will appoint a Vice Chair from within the current membership
- 6.5 The Chair of YHN Group Board, Chair of Leazes Homes Board and the Group Managing Director shall have a standing invitation to attend meetings where necessary/appropriate

7. Frequency of Meetings

- 7.1 The Committee will meet quarterly and otherwise as required to align appropriately with financial reporting and audit cycles. The date and time of Committee meetings will be agreed by the Committee members where possible at least six months in advance of the meeting dates
- 7.2 Outside of the formal meetings, The Chair will maintain a dialogue with key individuals involved in the company's governance, including the Chair of the YHN Group Board, the Chair of Leazes Homes Board, the Group Managing Director, the Group Director Finance, ICT and Risk, the external audit lead partner and the Head of Internal Audit
- 7.3 Where appropriate, the Committee may determine the format of their meetings as either in person or online

8. Quorum

- 8.1 The quorum for the transaction of business at meetings of the Committee will be three members
- 8.2 In the absence of the Committee Chair and Vice Chair, the remaining members present shall elect one of themselves to chair the meeting, of which will proceed provided that a quorum of three is achieved. If a quorum is not achieved, the meeting can proceed for discussion only and decision making is not permitted

9. Lead Officer

- 9.1 The Lead Officer for the Audit and Risk Committee is the Group Director Finance, ICT and Risk, who will be supported at Committee meetings by their reporting officers as and when appropriate and necessary. The Lead Officer will nominate an Officer to co-ordinate the agenda and reports for each Committee meeting on their behalf

10. Agenda Dispatch and Minuting of Meetings

- 10.1 A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and minute meetings of the Committee
- 10.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication
- 10.3 Notices, agendas and supporting papers will be sent in electronic form by default, however accommodations will be made for reasons of inclusion, such as printing larger text papers for sight impaired members

Schedule 4

Customer Voice Group

1. Purpose

The purpose of the Group will be:

- 1.1 To strengthen the customer voice by increasing the level of influence the customer voice has on YHN decision making.
- 1.2 To reflect and respond to the changes in government regulation requiring housing providers platforms to listen to and act on the customer voice
- 1.3 To understand the customer experience and represent the customer body not individual concerns
- 1.4 To feed the customers' voice into the YHN and Leazes Homes Boards
- 1.5 To ensure that customer views are acted upon as well as being listened to
- 1.6 To evidence that any changes implemented have improved the customer experience

2. Delegations

The Group will carry out the following duties on behalf of the YHN Group Board, Leazes Homes Board and Abri Trading Board:

- 2.1 Receive customer insight from engagement activities, satisfaction, complaints and performance data and ensure it is acted on and drives decisions
- 2.2 Monitor customer satisfaction and service performance information and commission insight and engagement projects where performance is an area of concern
- 2.3 Ensure that the YHN and Leazes Boards have the appropriate information to ensure decisions affecting customers are informed by the customer voice
- 2.4 Understand the Tenant Satisfaction Measures and how these will be used to help customers hold YHN to account and improve services
- 2.5 In line with recommendations from the Social Housing White Paper, customers will co-produce the engagement offer and increase their involvement with YHN on a meaningful level
- 2.6 Undertake training opportunities across available networks

- 2.7 Assess whether service improvements are making a difference to the customer experience
- 2.8 Feed back to the wider customer base on how the customer voice has been listened to and acted on.

3. Matters reserved for YHN Group Board

- 3.1 Amendments to the Group terms of reference
- 3.2 Approval of any strategies and plans
- 3.3 Approval of budgets

4. Responsibility of Group members

- 4.1 Group members will be expected to prepare themselves for meetings by reading any papers in advance. Members unable to attend a meeting are expected to give their apologies in advance and communicate their views to the Chair and YHN officers on items presented for consideration, with a minimum of 24 hours' notice
- 4.2 YHN officers and/or the Chair will maintain communications with members absent from meetings for reasons of welfare and input
- 4.3 Group members will be expected to take and seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes, and by increasing their knowledge of YHN group and issues affecting the sector
- 4.4 Group members will be expected to attend joint sessions with the YHN Group board members to feedback customer voice relating to customer service and projects undertaken by the Group
- 4.5 Group Members will be expected to attend a periodic appraisal meeting with the Engagement Team to discuss successes, contribution, and opportunities for development and training

5. Reporting

- 5.1 A summary of the Customer Voice Group meeting will be submitted to the YHN Group Board and Leazes Home Board for information.
- 5.2 Where there are matters that (a) require YHN Group Board/Leazes Homes Board approval under delegations and/or (b) matters that have arisen during the course of the Committee's work and require YHN Group Board's approval, these should be reported to YHN Group Board/Leazes Homes Board as needed

6. Membership

- 6.1 The Group will be made up of a representative group of NCC/Leazes Homes tenant members, one of whom will be nominated as Chair, and also include
- A nominated member of the YHN Group Board
 - One NCC tenant representative from Housing Scrutiny
- 6.2 The Group will consider nominations and vote to appoint Chair and Vice Chair roles biannually
- 6.3 The Chair of YHN Group Board, Chair of Leazes Homes Board and the Group Managing Director shall have a standing invitation to attend meetings where necessary
- 6.4 Members will be expected to meet the eligibility criteria in their application to join the group and for the duration of their membership of the Group.

7. Frequency of Meetings

- 7.1 The group will meet at least four times a year. The date and time of group meetings will be agreed by the group members.
- 7.2 It is acknowledged that it may be necessary to arrange meetings between scheduled meetings to progress activities and projects which contribute to the work plan of the group.

8. Quorum

- 8.1 The quorum for making decisions at meetings of the Group will be the Chair or Vice Chair and two other members.

9. Lead Officer

- 9.1 The Assistant Director of Customer Insight and Engagement is the lead officer for YHN Customer Voice group. Officers reporting to the Assistant Director will provide support in meetings and as and when appropriate and needed. The Customer Insight and Engagement Team will be responsible for co-ordinating the agenda and taking and distributing notes of meetings.

10. Agenda Dispatch and Minuting of Meetings

- 10.1 A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and minute meetings of the Group
- 10.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication
- 10.3 Notices, agendas and supporting papers will be sent in electronic form by default, however accommodations will be made for reasons of inclusion, such as printing larger text papers for sight impaired members

Schedule 5

Finance and Performance Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 Establish a performance framework which enables YHN Group to proactively manage its financial and operational performance and ensure value for money
- 1.2 Undertake detailed scrutiny of in-year financial performance and medium-term financial plans
- 1.3 Provide assurance to the Board regarding progress against the NCC Delivery Plan targets set annually

2. Delegations

The Committee will carry out the following duties on behalf of the YHN Group Board, Leazes Homes Board and Abri Trading Board:

- 2.1 Review and monitor the in-year group financial position (revenue and capital) against budget
- 2.2 Review and monitor the delivery of service reviews and transformation projects, including the use of the Transformation Budget
- 2.3 Review and monitor progress against the delivery of YHN investment activities
- 2.4 Review and monitor commercial activities
- 2.5 Review key financial health indicators, including cash flow and working capital
- 2.6 Where financial performance falls below target, review and challenge action plans to improve the financial standing of the YHN Group
- 2.7 Review and scrutinise the development of the medium-term financial plan, including stress testing
- 2.8 Review and monitor in-year performance against the key performance indicators and, where necessary, scrutinise supporting operational performance information
- 2.9 Where performance falls below target, review and challenge actions plans to improve poor performance

- 2.10 Review performance of the group against Housemark and other national benchmark information
- 2.11 Monitor and oversee any review or changes to the NCC Management agreement and review the development of the annual NCC Delivery Plan
- 2.12 Other:
- review the terms of reference on an annual basis and recommend any necessary changes to the Board,
 - be provided with appropriate and timely training both in the form of induction for new members and on ongoing basis for all members,
 - ensure compliance with all relevant law
 - give due consideration to the National Federation of Housing Code of Governance and Regulator of Social Housing standards,
 - have access to sufficient resources in order to carry out duties, including access to the Company Secretary for assistance if required,
 - authorised to obtain, at the company's expense, external legal or other professional advice on any matters within its terms of reference

3. Matters reserved for YHN Board

- 3.1 Amendments to the committee terms of reference
- 3.2 Approving the annual statement of accounts
- 3.3 Approving the Management Agreement and Delivery Plan
- 3.4 Approving the Budget

4. Responsibility of Committee members

- 4.1 Committee members will be expected to prepare themselves for meetings by reading the committee papers in advance. Where committee members are unable to attend a meeting, they should notify the Committee Chair, lead officer and Governance Officer as soon as possible, and forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice. The Committee Chair will monitor attendance at their Committee and will seek to understand reasons of non-attendance by members
- 4.2 Committee members will be expected to take and seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes, and by increasing their knowledge of YHN group and issues affecting the sector

- 4.3 As per the National Housing Federation Code of Governance, the Committee Chair, with the Committee, will lead an annual evaluation of Committee effectiveness and how business is conducted, including:

- Composition
- Terms of reference
- Agendas, reports and communications
- Decision making

5. Reporting

- 5.1 Minutes of the committee meetings will be submitted to the YHN Group Board and Leazes Homes Board for information and the lead officer will present any areas that require Board attention
- 5.2 Where there are matters that (a) require YHN Group Board/Leazes Homes Board approval under delegations and/or (b) matters that have arisen during the course of the Committee's work and require YHN Group Board's approval, these should be reported to YHN Group Board/Leazes Homes Board as needed
- 5.3 Specific financial or performance issues, where appropriate and necessary, will be reported more frequently

6. Membership

- 6.1 The membership of the Committee, including the Chair, will be up to six members of the YHN Group Board and Leazes Homes Board
- 6.2 The nominated Chair will be an independent member of the YHN Group or Leazes Homes Board and not a council appointed member
- 6.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair, in discussion with the Leazes Homes Chair, for agreement by the YHN Group Board
- 6.4 The Committee will appoint a Vice Chair from within the current membership.
- 6.5 The Chair of YHN Group Board, Leazes Homes Chair and the Group Managing Director shall have a standing invitation to attend meetings where necessary

7. Frequency of Meetings

- 7.1 The Committee will meet quarterly and otherwise as required to align appropriately with financial reporting. The date and time of Committee meetings will be agreed by the Committee members where possible at least six months in advance of the meeting dates
- 7.2 Outside of the formal meetings, The Chair will maintain a dialogue with key individuals involved in the company's governance, including the Chair of the YHN Group Board, the Chair of Leazes Homes Board, the Group Managing Director and the Group Director Finance, ICT and Risk

- 7.3 Where appropriate, the Committee may determine the format of their meetings as either in person or online

8. Quorum

- 8.1 The quorum necessary for the transaction of business at meetings of the Committee will be three members
- 8.2 In the absence of the Committee Chair and Vice Chair, the remaining members present shall elect one of themselves to chair the meeting, of which will proceed provided that a quorum of three is achieved. If a quorum is not achieved, the meeting can proceed for discussion only and decision making is not permitted

9. Lead Officer

- 9.1 The Lead Officer for the Finance and Performance Committee is the Group Director Finance, ICT and Risk, who will be supported at Committee meetings by their reporting officers as and when appropriate and necessary. The Lead Officer will nominate an Officer to co-ordinate the agenda and reports for each Committee meeting on their behalf

10. Agenda Dispatch and Minuting of Meetings

- 10.1 A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and minute meetings of the Committee
- 10.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication
- 10.3 Notices, agendas and supporting papers will be sent in electronic form by default, however accommodations will be made for reasons of inclusion, such as printing larger text papers for sight impaired members

Schedule 6

Health and Safety Committee

1. Purpose

The purpose of the Health and Safety Committee will be:

- 1.1 To support delivery of the YHN Group's business plan and to mitigate risks associated with health and safety in the Strategic Risk Register
- 1.2 To discuss systems, procedures and safeguards relating to health and safety at work in the organisation (including Repairs & Construction Services workforce as part of Single Point of Leadership arrangements) and to recommend appropriate actions to YHN Group Board, its subsidiaries and/or management. This includes:
 - Compliance assurance
 - General health and safety updates
 - Annual consideration of the Health and Safety Policy, to comment and recommend to YHN Group Board for approval
 - Issues raised at local health and safety forums
 - Organisational training activity
 - Work inspections in conjunction with Unions
 - Best practice/changes in legislation
- 1.3 To discuss systems, procedures and safeguards relating to the safety of tenants and customers occupying homes or properties owned or managed by the YHN Group, including changes to the legislative framework governing YHN Group services
- 1.4 To provide assurance and challenge to YHN Group Board, its subsidiaries and/or management to ensure that there are proper systems and allocations of responsibility in key areas of the organisation for health and safety

2. Delegations

The Committee will carry out the following duties on behalf of the YHN Group Board, Leazes Homes Board and Abri Trading Board:

- 2.1 Receive general health and safety updates, including monitoring of quarterly statistics covering accidents, incidents, near misses and Potential Risk Indicators (PRI)
- 2.2 Annually review the YHN Health and Safety Policy and to recommend its approval to the YHN Group Board
- 2.3 Receive updates and issues discussed at local health and safety forums
- 2.4 Receive updates on organisations training activity
- 2.5 Receive updates on work inspections in conjunction with Unions
- 2.6 Receive updates on best practice/changes in legislation

- 2.7 Monitor compliance with statutory health safety obligations, both in respect of workforce and tenant safety
- 2.8 Review and consider YHN Group's strategy and approach to legislative changes affecting the employment of its workforce or the delivery of its services to tenants
- 2.9 Other:
- review the terms of reference on an annual basis and recommend any necessary changes to the YHN Group Board,
 - be provided with appropriate and timely training both in the form of induction for new members and on ongoing basis for all members,
 - ensure compliance with all relevant law,
 - give due consideration to the National Housing Federation Code of Governance and Regulator of Social Housing Consumer Standards
 - have access to sufficient resources in order to carry out duties, including access to the Company Secretary for assistance if required,
 - authorised to obtain, at the company's expense, external legal or other professional advice on any matters within its terms of reference

3. Matters reserved for YHN Group Board

- 3.1 Amendments to the Committee terms of reference
- 3.2 Approval of the Health and Safety Policy

4. Responsibility of committee members

- 4.1 Committee members will be expected to prepare themselves for meetings by reading the committee papers in advance. Where Committee members are unable to attend a meeting, they should notify the Committee Chair, lead officer and Governance Officer as soon as possible, and forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice. The Committee Chair will monitor attendance at their Committee and will seek to understand reasons of non-attendance by members
- 4.2 Committee members will be expected to take and seek opportunities to enhance their effectiveness through participation in induction courses, training and development programmes, and by increasing their knowledge of YHN group and issues affecting the sector
- 4.3 As per the National Housing Federation Code of Governance, the Committee Chair, with the Committee, will lead an annual evaluation of Committee effectiveness and how business is conducted, including:
- Composition
 - Terms of reference
 - Agendas, reports and communications
 - Decision making

5. Reporting

- 5.1 Minutes of the Committee meetings will be submitted YHN Group Board and Leazes Homes Board for information and the lead officer will highlight any areas that require Board attention
- 5.2 Where there are matters that (a) require YHN Group Board/Leazes Homes Board approval under delegations and/or (b) matters that have arisen during the course of the Committee's work and require YHN Group Board's approval, these should be reported to YHN Group Board/Leazes Homes Board accordingly
- 5.3 The YHN Group Board will receive an annual health and safety report containing a summary of health and safety related performance for the financial year ended. Specific items, where appropriate and necessary, will be reported more frequently

6. Membership

- 6.1 The membership of the Committee, including the Chair, will be up to six members of the YHN Group Board and Leazes Homes Board
- 6.2 The nominated Chair will be an independent member of the YHN Group or Leazes Homes Board and not a council appointed member
- 6.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair, in discussion with the Leazes Homes Chair, for agreement by the YHN Group Board
- 6.4 The Committee will appoint a Vice Chair from within the current membership
- 6.5 YHN officer representation will comprise appropriate personnel including from the following group (who may not attend each meeting):
 - Group Director Assets and Development
 - Assistant Director of Property Services
 - Building Safety Manager
 - Compliance Manager
 - Compliance Officer
- 6.6 The Chair of YHN Group Board, Leazes Homes Chair and Group Managing Director shall have a standing invitation to attend meetings where necessary
- 6.7 The Chair of the Committee may invite specialists or officers (such as Tyne and Wear Fire and Rescue Service and Newcastle City Council) to discuss specific matters where their advice/expertise is required

7. Frequency of Meetings

- 7.1 The Committee will meet quarterly as a minimum, or otherwise as required whereby business items emerging throughout the year necessitate discussion and/or approval. The date and time of Committee meetings will be agreed by the Committee members where possible at least six months in advance of the meeting dates
- 7.2 Outside of the formal meetings, the Chair will maintain a dialogue with key individuals involved in the company's governance, including the Chair of the YHN Group Board, the Chair of Leazes Homes Board, the Group Managing Director, and the Group Director Assets and Development
- 7.3 Where appropriate, the Committee may determine the format of their meetings as either in person or online

8. Quorum

- 8.1 The quorum for the transaction of business at meetings of the Committee will be three members
- 8.2 In the absence of the Committee Chair and Vice Chair, the remaining members present shall elect one of themselves to chair the meeting, of which will proceed provided that a quorum of three is achieved. If a quorum is not achieved, the meeting can proceed for discussion only and decision making is not permitted

9. Lead Officer

- 9.1 The Lead Officer for the Health and Safety Committee is the Group Director Assets and Development, who will be supported at Committee meetings by their reporting officers as and when appropriate and necessary. The Lead Officer will nominate an Officer to co-ordinate the agenda and reports for each Committee meeting on their behalf

10. Agenda Dispatch and Minuting of Meetings

- 10.1 A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and minute meetings of the Committee
- 10.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication
- 10.3 Notices, agendas and supporting papers will be sent in electronic form by default, however accommodations will be made for reasons of inclusion, such as printing larger text papers for sight impaired members

Schedule 7

Task and Finish Group – Terms of Reference

1. Purpose

- (a) To scrutinise in closer detail specific subjects or areas of the business identified by the YHN Group Board and/or Leazes Homes Board
- (b) To ensure that all the relevant issues are identified and dealt with
- (c) To act as a forum for debate on potential courses of action
- (d) To consider good practice and/or innovation identified elsewhere
- (e) To ensure that appropriate action is taken, and the impact evaluated; and
- (f) To report back to the YHN Group Board and/or Leazes Homes Board at regular intervals and at the end of the time-limited project

2. Membership

Membership of a Task and Finish Group will typically comprise but not be limited to:

- a) Two YHN Group Board Members
- b) At least one representative of Leazes Homes
- c) May also include, one expert critical friend

When appropriate the following may also be asked to send representatives to participate in membership of the Task and Finish Group:

One Council nominee (officer or Councillor)

3. Principles of operation

- a) The Task and Finish Group's first meeting will set out the required end result and will identify key milestones
- b) The date and time of the group meetings will be agreed by the group members at the first meeting
- c) A working group of Officers will carry out the tasks as directed by the group
- d) The Officer group will be cross-divisional and will represent a portfolio area of expertise which is specific to the area being scrutinised by the group

- e) The group will be empowered by the YHN Group Board and Leazes Board, where something needs to be done, to do it without referring such matters/requests to the YHN Group Board and/or Leazes Board for approval
- f) The group will not get embroiled in operations but will oversee them
- g) Group members will be required to commit time to understand the issues under consideration and therefore add value to the subject in question
- h) The group will give the Lead Officer(s) clarity about the content and periodicity of progress reports and the frequency of meetings
- i) Meetings of the group will be formally minuted
- j) The quorum for meetings of the group will be two YHN Group Board members
- k) The findings of the group will be reported to the YHN Group Board, Leazes Board and/or a Committee for information

Schedule 8

Delegations and Authorities

1.1 Major decisions

1.1.1 Major decisions are:

- (a) any decision in relation to Your Homes Newcastle's function which results in the incurring of expenditure, which is significant, having regard to the Your Homes Newcastle's budget for the service or function to which the decision relates; OR
- (b) any decision that is likely to have a significant impact on two or more electoral wards within the Council.

1.1.2 The threshold for "significant expenditure" (under (a) above) is £100,000.

1.1.3 In order to ensure that the Board has sufficient oversight of:

- (a) significant changes to an approved budget; and/or
- (b) any unbudgeted investments and/or related expenditure

1.1.4 The following delegations are effective:

(a) **Approved Budget**

- i Where there is an approved budget, for example, as set out in the investment programme (i.e. the Board has approved the revenue or capital budget), a delegated decision from a member of the Management Team is sufficient approval to proceed with the planned expenditure.
- ii Where there is an approved budget but there is a 'significant change' to the proposed expenditure (i.e. cost increase) any additional expenditure should be approved by the Board. A 'significant change' has been defined as a change where expenditure exceeds 10% of the original budget. In order to avoid Board having to approve 'minor' changes to budgets a de minimus level has been set at £100k variance (i.e. Board will be asked to approve changes above 10% which equates to more than £100k) unless the change is deemed to potentially have a significant positive or negative impact in environmental, physical, social or economic terms and is considered by the Management Team worthy of the Board's consideration.

- iii Where costs exceed 10% of budget but the actual expenditure is less than £100k, Management Team will have the authority to approve the additional expenditure. The additional spend will be recorded via the delegated decision process which is reported to Board as an information item at each Board meeting.

(b) **Unapproved Budget**

- i The Board will have authority to approve capital or revenue spend where no budget has been previously agreed for values of £100k or above; and
- ii Management Team will have the authority to approve capital or revenue spend where no budget has been previously agreed for a value of under £100k

1.1.5 The definitions are qualified by the following:

- (a) Decisions that are a direct consequence of implementing a major decision will not, in themselves, be "major". An example is the delivery of individual Capital schemes already agreed by NCC as part of the annual Investment Programme.
- (b) Decisions to bid for sums over £100,000 are not included, provided that expenditure is agreed within the budget and complies with the policies of Your Homes Newcastle.
- (c) "Significant impact on two or more wards" means any decision which is likely to have a significant positive or negative impact in environmental, physical, social or economic terms on people living or working in communities in two or more Council wards.
- (d) Any decision involving the making of a grant or loan to any organisation or individual will require the approval of the Board, unless it is less than £10,000 or in accordance with a policy already approved.

1.1.6 Because of the cycle of Board meetings, it is possible to need to make urgent major decisions ahead of the next Board meeting. In this event, an urgent major decision will be made as follows:

- (a) The Group Managing Director of Your Homes Newcastle will prepare a report in the format of a Board report for the Chair of Your Homes Newcastle, who will then approve the major decision, subject to approval by at least one other Board member, who should be the Vice Chair of the Board or the Chair of a Committee of the Board.

- (b) The full report and the decision of the Chair and other Board member(s) should then be reported to the next available Board meeting for information or circulated immediately under exceptional circumstances.

Specific delegations

1.2 Staffing Conditions

1.2.1 The Group Managing Director will be responsible for appointing, managing, disciplining and dismissing all employees within the Group subject to complying with:

- (a) employment policies and conditions of service;
- (b) any appropriate schemes or arrangements laid down by the Group Board; and
- (c) any directions that may be issued from time to time by the Group Board.

1.2.2 The following matters must be dealt with by the Group Board:

- (a) agreeing personnel policies, other than minor or technical changes to existing policies which do not affect the underlying principles of the policies; and
- (b) changes to staffing levels or organisational structures that have an additional cost of £100,000 a year or more or where there is no budget provision unless in either case the change is incidental to a key decision taken by the Board.

1.2.3 The following matters must be dealt with by the Group Managing Director or their delegated officers in consultation with Newcastle City Council's Head of Operational HR

- (a) authorising payments of honoraria that exceed £2,000 in the case of any one employee or in circumstances that are not covered by the policy guidelines.
- (b) reviewing and authorising changes to departmental structures and establishments where there is a cost of less than £100,000 in a financial year and there is budget provision.
- (c) determining applications from employees for their post to be re-graded.

- (d) authorising payments for employees in the case of early retirement, voluntary redundancy and redeployment.
- (e) authorising the creation of additional temporary posts for more than six months, where budget provision exists.
- (f) authorising requests for leave which are either not covered by a policy or which exceed the limits in the relevant policy.
- (g) paying compensation to employees for pain and suffering incurred by them as a result of assault and/or harassment and/or attacks by animals whilst undertaking their duties and responsibilities.