

## YHN Board

Tuesday 19 May 2020 at 5.00 pm

Meeting to be held via Microsoft Teams

0203 4436279

Conference ID: 458 649 427#

Contact Officer: Andrew Baker-Daley  
Andrew.baker-daley@yhn.org.uk

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## AGENDA

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Page No

### Introduction Items

1. **Welcome and Apologies for Absence**
2. **Declarations of Interests**

To exclude the press and public during discussion of remaining agenda items because of the likely disclosure of confidential information. The definitions of what is considered confidential are contained within Section 16 of the Company's Standing Orders.

### Abri Trading Ltd.

- |    |                                   |              |
|----|-----------------------------------|--------------|
| 3. | <b>Minutes of 28 January 2020</b> | <b>1 - 4</b> |
| 4. | <b>Action list (private)</b>      | <b>5 - 6</b> |

### Main Business Items

- |    |   |                |
|----|---|----------------|
| 5. | <b>Covid-19 Strategic Impact Review</b> | <b>7 - 22</b>  |
| 6. | <b>NHF Code of Governance</b>           | <b>23 - 56</b> |

### Minutes/Action List/Forward Plan

- |    |  |                |
|----|--|----------------|
| 7. | <b>Minutes of 28 January 2020</b>              | <b>57 - 60</b> |
| 8. | <b>Confidential Minutes of 28 January 2020</b> | <b>61 - 70</b> |

9.	<b>Minutes of 24 March 2020</b>	<b>71 - 72</b>
10.	<b>Confidential Minutes of 24 March 2020</b>	<b>73 - 82</b>
11.	<b>Action List (public)</b>	<b>83 - 84</b>
12.	<b>Action List (private)</b>	<b>85 - 86</b>
13.	<b>Board Forward Plan</b>	<b>87 - 90</b>
14.	<b>Assurances from Committees/Groups</b>	<b>91 - 96</b>
	<ul style="list-style-type: none"><li>• Customer Service Committee 11 March (summary note)</li><li>• Health &amp; Safety Committee 8 April (summary note)</li><li>• Property Group 29 April (summary note)</li><li>• Health &amp; Safety Committee 6 May (update incorporated into Covid-19 Strategic Impact Review)</li><li>• Finance &amp; Performance Committee 12 May (update incorporated into Covid-19 Strategic Impact Review)</li><li>• Group Audit &amp; Risk Committee 14 May (update incorporated into Covid-19 Strategic Impact Review)</li></ul>	
15.	<b>Any Other Business</b>	
16.	<b>Date and Time of Next Meeting</b>	
	2 June 2020, timings TBC	



## To be first for housing

Your Homes Newcastle Board  
19 May 2020

TITLE	<b>National Housing Federation Code of Governance</b>
AUTHOR	Jill Davison - Company Secretary
COMPANY	<b>Your Homes Newcastle</b>
ACTION REQUIRED	For Approval
SUMMARY	This report confirms the self-assessment results of governance standards and activity against the National Housing Federation (NHF) Code of Governance, and seeks approval of a proposed compliance statement for inclusion in the annual report and financial statements.

STRATEGIC OBJECTIVES	3. Strong business fit for today, ready for tomorrow	
STRATEGIC RISK REGISTER	NUMBER & TITLE	<b>SR4:</b> Failure to deliver effective governance of the Group
	LIKELIHOOD	2 (unlikely)
	IMPACT	3 (moderate)
FINANCIAL / VALUE FOR MONEY IMPLICATIONS	N/A	
CUSTOMER IMPACT / VIEWS	N/A	
EQUALITY & DIVERSITY CONSIDERATIONS	N/A	

# Your Homes Newcastle

## National Housing Federation Code of Governance

### 1. Purpose of Report

- 1.1 This report confirms the self-assessment results of governance standards and activity against the National Housing Federation (NHF) Code of Governance, and seeks approval of a proposed compliance statement for inclusion in the annual report and financial statements.

### 2. Background Information

- 2.1 The Board adopted the NHF Code of Governance in February 2017. By adopting the code, there is a requirement to produce a statement of compliance against the provisions of the Code within the organisation's annual report and financial statements. The statement should include a reasoned declaration about any areas where they do not comply, following the principle of 'comply or explain'.

### 3. NHF Code of Governance

- 3.1 A RAG status self-assessment exercise has been conducted by the Governance Team using a checklist provided by NHF. Upon completion of the exercise, all areas were deemed compliant.

A copy of the checklist has been provided as appendix one.

- 3.2 Using the results obtained from the assessment exercise, the following statement is proposed:

*The Board have adopted the National Housing Federation Code of Governance – promoting board excellence for housing associations. An annual assessment is undertaken to review arrangements are clear and effective.*

*A compliance checklist exercise is conducted, which involves evaluation of the following areas:*

- *Constitution and composition of the Board*
- *Essential functions of the Board, including duties and responsibilities*
- *Board skills, renewal and review*
- *Conduct of Board and Committee business*
- *Audit and risk*
- *The Managing Director; working arrangements with the Board*
- *Conduct, probity and openness*

*Having reviewed the checklist, the Board are satisfied that high standards of corporate governance are being upheld and concluded that the YHN Group is compliant with all areas of the code.*

#### **4. Conclusion and recommendations**

- 4.1 Board are asked to approve the proposed NHF Code of Governance compliance statement for inclusion in the annual report and financial statements.

#### **Background Papers**

- None

#### **Contact Officer:**

If you have any questions about this report that you would like clarifying before the meeting, you can contact Jill Davison by telephone on 0191 278 8624 or email [jill.davison@yhn.org.uk](mailto:jill.davison@yhn.org.uk)

# NHF 2015 Code of Governance: Compliance Checklist 2019 - 2020

The Code of Governance	Compliance (Y/N) Comments:	Evidence:
<b>A. Compliance with this code</b>		
<b>Main requirement</b>		
Organisations which adopt this code must publish the <b>annual statement of compliance</b> with the code in their financial statements and make a reasoned statement about any areas where they do not comply	<p><b>YES</b></p> <p>Review of compliance with the Code is an identified item on the Board’s annual work plan.</p> <p>In accordance with the provisions of the Code, a “comply or explain” policy will be put in place.</p> <p>Financial Statements include an annual statement of compliance including a reasoned statement about any areas of non-compliance in accordance with section A1 (1) to (4) below.</p>	<p><b>Evidence:</b></p> <p>Annual Compliance checklist will be completed by the Governance Team and reviewed by the Board.</p> <p>A statement of the organisation’s compliance with the NHF Code is included in the Annual Financial Statements.</p> <p>Annual Financial Statements are published on the YHN Website.</p>
<b>Provisions</b>		
A1 Where a statement <b>of non-compliance</b> is needed it must:		
(1) be published in the organisation’s annual financial statements:	<p><b>YES</b></p> <p>As above</p>	<p><b>Evidence:</b></p> <p>As above</p>
(2) Be specific to the particular circumstances of the organisation;	<p><b>YES</b></p> <p>As above</p>	<p><b>Evidence:</b></p> <p>As above</p>

<p>(3) Explain why and how the principles of good governance are being upheld</p>	<p><b>YES</b></p> <p>Any non-compliance will be identified through the Annual Review process with the Board. The Statement of Compliance will;</p> <ul style="list-style-type: none"> <li>• Clearly set out the circumstances of the non-compliance and if necessary, proposed actions;</li> <li>• Timescales for any planned action; and</li> <li>• The proposed mechanism for reporting back on progress to Board</li> </ul>	<p><b>Evidence:</b> This will be evidenced through:</p> <ul style="list-style-type: none"> <li>• The Statement of Compliance included in the Financial Statements; and</li> <li>• Reporting back to Board on progress to remedy any areas of non-compliance</li> </ul>
<p>(4) Set out in summary any plans for the achievement of compliance with the Code.</p> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">Page 28</p>	<p><b>YES</b></p> <p>The Statement of Compliance published in the Financial Statements will summarise how any identified non-compliance is to be/being dealt with and associated timescales and responsibilities.</p> <p>Progress on addressing any non-compliance will be reported to the Board.</p>	<p><b>Evidence:</b> Details of the proposed approach to dealing with non-compliance will be set out in the Statement of Compliance.</p> <p>Reports will be submitted to Board on progress to address any identified non-compliance.</p>
<p>A2. Where the formal constitution of an organisation conflicts with this code, the constitution must take precedence.</p>	<p><b>YES</b></p> <p>No significant conflicts identified.</p>	<p><b>Evidence:</b> Articles of Association 2018</p>

## B. Constitution and composition of the Board

### Main requirement

The Board must be effective in the strategic leadership and control of the organisation and act wholly in its best interests. Board members must ensure that the interests of the organisation are placed before any personal interests.

**YES**

A framework is in place for monitoring conflict of interests: -

- Declaration of Interest is a standing item on Board and Committee agendas
- Declaration of Interest (DoI) forms for each Board member are held within Company Registers
- Board and Committee members are required to annually update DoI info held
- Articles of Association and Code of Conduct sets out requirements on Board members re: personal interests

Any declarations at meetings are recorded and if necessary Board or committee members are precluded from participating in relevant discussion/decisions. This is minuted.

**Evidence:**

Declaration of Interest records

Code of Conduct

Articles of Association

YHN Board/Committee minutes

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### Provisions

B1. The core purpose of the board is to determine the vision and strategy, direct, control and scrutinise an organisation's affairs. Where the organisation has staff operational management of the organisation must be delegated to them and the board must hold them to account.

**YES**

Two strategic away days are held with the YHN Board and Asfaleia Board.

Financial Regulations set out the roles and responsibilities of staff (Managing Director and Finance and Commercial Director).

Group Governance Handbook outlines purpose, vision, and the responsibilities of senior management and the Board.

**Evidence:**

4 June & 3 December Board away day

Group Governance Handbook

Business Strategy 2019-2022

Financial Regulations

Board Forward Plan

<p>B2. All members of the board, executive and non-executive, share the same legal status and have equal responsibility. Each must act only in the interests of the organisation and not on behalf of or representing any constituency interest or group. Board members must ensure that the interests of the organisation are placed before any personal interests, whether commercial or otherwise.</p>	<p><b>YES</b></p> <p>Under the Articles of Association all Members – independent and council - have the same legal status and responsibility.</p> <p>There are no Executive Board Members.</p> <p>The Code of Conduct requires all Board members to act in the best interest of the organisation.</p> <p>Articles set out restrictions on a Board Member in the event that they have a direct or indirect interest in a matter under discussion by the Board.</p>	<p><b>Evidence:</b> Articles of Association</p> <p>Code of Conduct</p> <p>Declaration of Interest is a standing item on all agendas</p> <p>Declaration of Interest records</p> <p>Annual review of Register of Interest information.</p>
<p>B3. It is for each organisation to decide on its best board composition; in the case of a subsidiary within a group, this may be a matter for the group parent company.</p>	<p><b>YES</b></p> <p>The Articles/Rules prescribe the composition on the Board.</p> <p>The appointment of Board Members is a matter for the Board itself (to fill a casual vacancy) followed by ratification of the appointment by its sole member – Newcastle City Council.</p> <p>Appointments are made following an open recruitment exercise.</p>	<p><b>Evidence:</b> Articles of Association</p> <p>Abri Trading Ltd. Articles of Association 2015</p> <p>Asfaleia Rules 2017</p>
<p>B4. Board members who are executive staff must be in a minority. Boards should have at least 5 members and no more than 12, including co-optees and any executive board members.</p>	<p><b>YES</b></p> <p>No executive staff are Board members.</p> <p>The new Articles of Association set a limit of not more than 12.</p>	<p><b>Evidence:</b> Articles of Association</p>
<p>B5. A majority of those present must be non-executive board members for a Board meeting to be quorate.</p>	<p><b>YES</b></p> <p>All Board members are non-executive members.</p>	<p><b>Evidence:</b> Articles of Association</p>

<p>B6. The roles of Chair (and vice chair or senior independent director if there is one) of the board and main committee must not be held by an executive.</p>	<p><b>YES</b></p> <p>All Board members are non- executive.</p>	<p><b>Evidence:</b></p> <p>Articles of Association</p>
<p>B7. The Board must appoint a Company Secretary (or person with that function) with a clear accountability to the board, to advise it on compliance with the organisation's constitution, this code and other statutory or regulatory requirements particularly as relating to their position as board members, company directors, and/or charity trustees as applicable.</p>	<p><b>YES</b></p> <p>J Davison appointed as Company Secretary by Board January 2017 for the YHN Group.</p> <p>Governance Matters are a regular item on Board agendas.</p> <p>Advice is provided to Board members as and when required on a formal and informal basis.</p>	<p><b>Evidence:</b></p> <p>Companies House</p> <p>Board agenda packs and minutes of meetings.</p> <p>Board forward plan</p>
<p>B8. Organisations with shareholders who elect the board must review their policies for admission to shareholding membership on a regular basis with a view to supporting compliance with this code.</p>	<p><b>YES</b></p> <p>Articles of Association prohibit additional shareholders.</p>	<p><b>Evidence:</b></p> <p>Articles of Association</p>

## C. Essential functions of the Board

### Main Requirement

Each Board must be clear about its duties and responsibilities. These must be formally recorded and made available for all existing and potential Board members. Each Board must be headed by a skilled Chair who is aware of his or her duties as leader of the Board.

#### YES

On appointment YHN Board members/Asfaleia trustees are provided with a suite of documents:

- Articles of Association/Rules
- Code of Conduct
- Group Governance Handbook
- Business Strategy 2019-2022
- Declaration of Interest Form
- Information on member/Trustee's Roles and Responsibilities.

Members/trustees sign an Agreement for Services which outlines their duties and responsibilities in and out of the boardroom.

Formal induction sessions are conducted with members/trustees/chairs/YHN Executive Team.

Group Governance Handbook sets out Matters Reserved to Board.

Both Chairs covering the 2019-2020 financial year have extensive experience of leadership in both executive and non-executive roles.

#### Evidence:

Articles of Association/Rules

Code of Conduct

Group Governance Handbook

Business Strategy 2019-2022

Declaration of Interest Form

Member/Trustee's Roles and Responsibilities

Agreement for Services contract

<p>C1 The essential functions of the Board must be formally recorded. In addition to matters set out in law and in the organisation's constitution these will include as a minimum:</p>	<p><b>YES</b></p> <p>The essential functions of the Board are set out in the organisation's Articles of Association, Rules, Group Governance Handbook and Financial Regulations.</p>	<p><b>Evidence:</b></p> <p>YHN Articles of Association</p> <p>Abri Trading Articles of Association</p> <p>Asfaleia Rules</p> <p>Group Governance Handbook</p> <p>Financial Regulations</p>
<p>(1) Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success;</p>	<p><b>YES</b></p> <p>YHN Business Strategy and the delivery plan is approved by Board and monitored. The Board also hold two strategic away days per year.</p>	<p><b>Evidence:</b></p> <p>Business Strategy 2019-2022</p> <p>Delivery Plan</p> <p>Strategic away day agenda packs</p>
<p>Setting a positive culture with a strong customer focus;</p>	<p><b>YES</b></p> <p>Finance and Performance Committee receive quarterly updates, which are also reported to YHN Board and Asfaleia Board.</p> <p>At the 4 June strategic away day, Board received the results of a survey conducted with customers via the Institute of Customer Service. Transformation of customer service and next steps were discussed.</p> <p>The Customer Services Committee focuses specifically on complaints and customer engagement activities. The Committee engaged consultants in a "Think Big" project to ensure customer insight is used for service improvement and will be reported to Board.</p> <p>The Customer Services Committee receive an update on Board activity at every meeting and have an opportunity to view and</p>	<p><b>Evidence:</b></p> <p>Quarterly performance reports to F&amp;P Committee</p> <p>Finance and Performance Committee minutes</p> <p>Institute of Customer Service survey results</p> <p>Customer Service Committee agenda pack and minutes</p> <p>4 June Strategic away day agenda pack</p> <p>Repairs &amp; Maintenance customer feedback data</p>

	<p>comment on non-confidential reports.</p> <p>The Customer Services Committee meet annually with the Board at one of their strategic away days to discuss performance and opportunities. Most recently this was on 4 June as it had a customer service focused agenda.</p> <p>Repairs and Maintenance regularly seek customer satisfaction feedback and report to Finance and Performance Committee.</p>	
<p>(3) Ensuring the organisation operates effectively, efficiently and economically;</p> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">Page 34</p>	<p><b>YES</b></p>	<p><b>Evidence:</b> Annual financial statements</p> <p>Quarterly performance reports for Finance &amp; Performance Committee</p> <p>Minutes of Finance and Performance Committee presented to YHN Board and Asfaleia Board for information and assurance.</p> <p>Business Strategy 2019-2022</p>
	<p>Quarterly performance reports provide an opportunity for Finance and Performance Committee to challenge on key performance indicators.</p> <p>Business plan is annually reviewed and approved by Board.</p> <p>Both Finance and Performance Committee and the Board agree the annual budget in March as part of a business and financial planning process, starting in December.</p>	
<p>(4) Providing oversight, direction and constructive challenge to the organisation's chief executive and executives;</p>	<p><b>YES</b></p>	<p><b>Evidence:</b> Board Minutes (with actions)</p> <p>Managing Director Report to YHN Board</p> <p>Finance and Performance Committee agenda packs</p> <p>Group Audit and Risk Committee agenda packs</p> <p>Managing Director Contract of Employment</p> <p>Finance and Performance Committee minutes</p> <p>Board Forward Plan</p>
	<p>The Board meet eight times per year (six board meetings, two strategic away days) and annually agrees the cycle of meetings.</p> <p>The Managing Director submits a report to most Board meetings on key operational issues.</p> <p>Finance and performance is scrutinised in detail at the Finance and Performance Committee and is reported to the following YHN and Asfaleia Board.</p> <p>Group Audit and Risk Committee monitor both internal and external audit, and the Group Strategic Risk Register.</p>	

	<p>Chairs of both YHN and Asfaleia Board meet with the executive team in advance of meetings and remain in contact across the year via email and telephone.</p> <p>The Managing Director is directly accountable to Board under terms of employment.</p> <p>Issues requiring further work, are included in the Board forward plan and/or dealt with under 'Matters Arising' or 'Action List review' in the Board minutes.</p>	
<p>(5) The appointment and if necessary the dismissal of the chief executive;</p>	<p><b>YES</b></p> <p>The YHN Board are responsible for the appointment and/or dismissal of the Managing Director, referenced in Group Governance Handbook.</p> <p>Managing Director's contract of employment sets out terms of employment.</p>	<p><b>Evidence:</b></p> <p>Group Governance Handbook</p> <p>Managing Director Contract of Employment</p>
<p>Satisfying itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication;</p>	<p><b>YES</b></p> <p>Budget, annual accounts and financial statements are submitted, reviewed and endorsed by all three entities; YHN, Abri and Asfaleia Board.</p> <p>Group Audit and Risk Committee reviews the Annual Accounts in July prior to submission to YHN Board and member NCC.</p> <p>Finance and Performance committee scrutinises the budget prior to recommendation to the Board.</p> <p>The Business Strategy runs for four years and is monitored annually.</p> <p>Annual Delivery Plan is scrutinised by Finance and Performance committee before being recommended to Board.</p>	<p><b>Evidence:</b></p> <p>YHN Board minutes and agenda packs</p> <p>Abri Trading Board minutes and agenda packs</p> <p>Asfaleia Board minutes and agenda packs</p> <p>Group Audit and Risk Committee minutes and agenda packs</p> <p>Finance and Performance committee minutes and agenda packs</p> <p>Business Strategy 2019-2022</p> <p>Delivery Plan 2019-20</p>

	Reports come to YHN Board for approval of budget in March.	
(7) Establishing, overseeing, and reviewing a framework of delegation and systems of internal control; and	<b>YES</b>	<b>Evidence:</b> Financial Regulations
	Financial Regulations set out financial delegations.  Procedure for delegated decisions outlined in Group Governance Handbook.  Schedule of Board delegated decisions maintained centrally and updated.  Report on delegated decisions is presented to the Board quarterly as part of the Housing Investment Programme Update.	Group Governance Handbook  Schedule of approved Board Delegated Decisions  Board Agenda Packs
Page 36 (8) Establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the organisation.	<b>YES</b>	<b>Evidence:</b> Risk Management Strategy
	A YHN Group Strategic Risk Register is in place, which is updated and reported to each quarterly Group Audit and Risk Committee.  YHN Board approves the Group Strategic Risk Register in March of every year for the next financial year and reviews at the halfway point.  YHN Board undertook a full review of the Strategic Risk Register in 2019; a Risk Consultant from EY attended the Board away day in June, a risk strategy session was held early July, resulting in revised Strategic Risk Register, Framework and risk appetite statement being approved by Board in July.	Group Strategic Risk Register  Group Audit and Risk Committee minutes and agenda packs  YHN Board minutes and agenda packs – March 2019 & July 2019  4 June Board Away Day
C2. The Board must formally record a schedule of those essential functions and other significant matters which are specifically reserved for the Board's decision and which cannot be delegated.	<b>YES</b>	<b>Evidence:</b> Group Governance Handbook – Matters Reserved to the YHN Board
	The Group Governance Handbook details matters reserved to Board.	

C3. The Board of a parent organisation in a group structure must ultimately have the responsibility and the clear powers to direct and if necessary intervene in the governance of its subsidiaries	<b>YES</b>	<b>Evidence:</b> Articles of Association  Abri Trading Ltd. Articles of Association  Asfaleia Rules  Group Governance Handbook
	Articles of Association for YHN and Abri Board. Rules of Asfaleia Ltd  Group Governance Handbook outlines matters reserved.	
C4. The Board of a parent organisation must determine how and whether this code should apply to each of its subsidiaries.	<b>YES</b>	<b>Evidence:</b> Intragroup Agreement
	The Intragroup Agreement outlines the way in which subsidiaries act as outlined by the parent.	
C5. The constitutional relationship and arrangements between parent and each subsidiary must be formally recorded.	<b>YES</b>	<b>Evidence:</b> Intragroup Agreement  Governance Team statutory registers  Group Governance Handbook
	As above  Governance Team statutory registers  Group Governance Handbook	
C6. The board of the parent organisation must approve the group's plans and budgets and hold the subsidiary boards accountable for delivery of their objectives.	<b>YES</b>	<b>Evidence:</b> YHN Board agenda packs and minutes  Abri Trading minutes  Asfaleia Board agenda packs and minutes
	Asfaleia Ltd. meet to discuss and recommend budgets to which YHN Board approve.  Abri Trading Ltd. Budget is agreed with YHN Board as part of common purpose board arrangements but is formally approved by members of the subsidiary Board.	
C7. The chair is responsible for leadership of the board, and ensuring its effectiveness. The particular duties and responsibilities of the chair must be formally recorded.	<b>YES</b>	<b>Evidence:</b> Group Governance Handbook – Chair's Responsibilities/Vice Chair's Responsibilities  Chair job description
	Both Chair and Vice Chair responsibilities are outlined in the Group Governance Handbook.	

**D. Board skills, renewal and review**

**Main requirement**

<p>Recruitment to Board vacancies must be open and transparent and based on the board’s view of the skills and attributes required to discharge its functions. The Board must select or appoint new members objectively on merit and must undertake regular appraisals of its members and of the board as a whole.</p>	<p><b>YES</b></p>	<p><b>Evidence:</b>                  Previous adverts for vacancies.                   Chair/Board Member Person Specification                   Board Skills matrix                   Remuneration and Nominations Committee agenda packs and minutes                   Signed NCC appointment resolutions                   Chair/Board Member appraisals                   YHN Group Learning and Development Plan</p>
	<p>Board vacancies are advertised in an open and transparent manner, in local press, relevant media. Interviews are carried out by a panel that contains the Chair, representatives of the shareholder (NCC), and an external consultant, should they have been engaged to assist with the recruitment process.</p> <p>Recommended appointments are subject to approval by the Board, confirmed at a future Board meeting and ratified by NCC.</p> <p>A Board skills matrix outlines areas of strengths and weaknesses, this will be used to consider future appointments and reappointments by the Remuneration and Nominations Committee. It is also used for board member appraisals.</p> <p>Appraisals are carried out regularly for the Chair and Board Members.</p>	

<p>D1. Boards must have a strategy for their own renewal which is based on an agreed statement of the skills, qualifications and attributes required and balances need for experienced members with that for new thinking and independent challenge. This statement should be reviewed regularly and whenever the organisation is about to undertake new activities or become exposed to new risks.</p>	<p><b>YES</b></p>	<p><b>Evidence:</b>                  Board Skills matrix                   Board Learning and Development Plan                   Board Member Succession Plan</p>
	<p>The Board Learning and Development plan will be updated using feedback from the new Chair’s introductory meetings with Board members.</p> <p>The skills matrix will be updated following new members appointed 2019-2020.</p> <p>Board member succession plan</p>	

<p>D2. Maximum tenure must be agreed for all non-executives which must in total be nine years or fewer, composed of two or more consecutive terms of office. This maximum tenure must apply to all board member service with an organisation or its predecessors or its subsidiaries</p>	<p><b>YES</b></p> <p>Members are appointed on 1/2/3 year terms and will step down and (where applicable) submit for re-election in rotation to satisfy requirements of Article 17 of the Articles of Association.</p> <p>NCC Nominees are appointed by the shareholder. The Governance Team are to ensure nine years are not exceeded as per the NHF Code of Governance.</p>	<p><b>Evidence:</b></p> <p>YHN Board and Asfaleia Board agenda packs and minutes</p> <p>Articles of Association</p> <p>Board Member Succession Plan</p>
<p>D3. Where a member comes to the end of an individual term of office and is eligible for reappointment, this must be subject to consideration of the member's appraised performance and skills and to the wider needs of the board at that time.</p>	<p><b>YES</b></p> <p>Individual Board Member appraisals were conducted June 2019, considering skills matrix information, attendance committee chair feedback and performance of their duties.</p> <p>Remuneration and Nominations Committee review statements of support for YHN Group members eligible for reappointment and will make recommendations to YHN Board.</p>	<p><b>Evidence:</b></p> <p>Board Skills matrix</p> <p>Statements of Support</p> <p>Remuneration and Nominations Committee agenda packs and minutes</p> <p>Chair's recommendation included in appointment report to Board</p> <p>YHN Board appointment reports and minutes</p>
<p>D4. A member who has left the board after serving the maximum tenure must not be reappointed for at least one full term of office.</p>	<p><b>YES</b></p> <p>The Articles state that a board member cannot upon leaving return until one term has passed (three years).</p> <p>Company Secretary to monitor re-appointments to ensure this requirement is met.</p>	<p><b>Evidence:</b></p> <p>Articles of Association</p>

<p>D5. In considering its composition and renewal, the board must have regard to the need for a board which includes people from diverse backgrounds and with diverse attributes, to help ensure healthy debate and challenge and a range of perspectives.</p>	<p><b>YES</b></p> <p>YHN operates an open and transparent recruitment process for the YHN Group. The Board, subsidiaries and committees are represented by members (including customers) with a range of skills and experiences.</p> <p>The skills matrix will be updated following new members appointed 2019-2020.</p> <p>The YHN Group still retains customer involvement via the Customer Services Committee.</p>	<p><b>Evidence:</b></p> <p>Board member recruitment is openly advertised through a range of media.</p> <p>Board skills matrix</p> <p>Group Governance Handbook</p>
<p>D6. Where the board members are elected by a wider shareholding membership, the organisation must support its shareholders so they can play an informed role in the election of board members.</p>	<p><b>N/A</b></p> <p>N/A</p>	<p><b>Evidence:</b></p> <p>N/A</p>
<p>D7. Where the organisation's constitution provides for one or more board members to be nominated or directly elected, the organisation must ensure that those coming forward bring skills and experience that meet the needs of the Board and that they are fully aware in advance of the responsibilities that they will undertake. New board members must not be appointed without undergoing a due selection and assessment process to establish their suitability.</p>	<p><b>YES</b></p> <p>Nominations from the City Council follow a selection process which takes into consideration skills and experience.</p>	<p><b>Evidence:</b></p> <p>NCC City Council meeting minutes</p>

<p>D8. So they can discharge their duties all new board members must receive a properly resourced induction and ongoing learning and development during their tenure.</p>	<p><b>YES</b></p> <p>All new board members and trustees receive a formal induction with the Governance Team. During this process it is identified if any members or trustees require training or development in specific areas.</p> <p>The 2019 Board and Committee calendar included briefing/training sessions across the year to further member knowledge.</p> <p>The new Chair (appointed January 2020) has held introductory meetings with members and has identified areas for learning and development, outlining next steps in a board report presented March 2020. This will be incorporated into a new learning and development plan for 2020.</p>	<p><b>Evidence:</b></p> <p>Formal Induction session held with each new Board member or trustee.</p> <p>Information contained in induction pack for new members/trustees.</p> <p>Board Member Learning &amp; Development Plan</p> <p>2019 Board and Committee calendar</p> <p>24 March YHN Board report and minutes</p>
<p>D9. A full and rigorous appraisal process for individual members of the board and its committees, including the chairs. Must be carried out at least every two years.</p>	<p><b>YES</b></p> <p>All members and trustees receive an appraisal with the Chair of their respective forum.</p> <p>YHN will support the Chair/s in aiming to complete appraisals annually.</p>	<p><b>Evidence:</b></p> <p>Board member appraisal reports 2019</p> <p>The Chair will make recommendation to Board via Remuneration and Nominations Committee in relation to any proposed re-appointment, based on latest available appraisal results.</p>
<p>D10. If the organisation is paying board members it must ensure that it has an objective mechanism for establishing payment levels. This will normally be the responsibility of a committee responsible for remuneration, using independent advice and benchmarking as required.</p>	<p><b>YES</b></p> <p>Independent Remuneration Panel at NCC agree levels of pay for YHN Board and Asfaleia Ltd (excluding council nominees).</p> <p>Articles of Association outline payment terms to Board Members.</p>	<p><b>Evidence:</b></p> <p>NCC Independent Remuneration Panel reports</p> <p>Articles of Association</p>

D11. Payment to non-executive board members must be:	<b>YES</b>	<b>Evidence:</b> See D11 (1) to (5) below
	See D11 (1) to (5) below	
(1) Permitted by law and by the organisations own constitution;	<b>YES</b>	<b>Evidence:</b> Records of expenses forms  Articles of Association/Asfaleia Rules specify the circumstances in which benefits/payments may be passed to members and trustees.
	Board members and trustees receive payment for their duties, in addition they are permitted to claim travel expenses and any other subsistence expenses when they attend events in their capacity as a non-executive director e.g. conferences.  Records of expenses forms are authorised by the Company Secretary.	
(2) In the best interest of the organisation;	<b>YES</b>	<b>Evidence:</b> See D 1 above
	See D 1 above	
(3) Reasonable and proportionate to the organisation's size, complexity and resources;	<b>YES</b>	<b>Evidence:</b> See D1 above
	See D 1 above	
(4) Linked to the carrying out of the specified duties of the post, against which performance must be reviewed;	<b>YES</b>	<b>Evidence:</b> Board member/trustee appraisals 2019
	Performance is reviewed as part of the annual Board member/trustee appraisal process.	
(5) Fully disclosed on a named basis in the organisation's annual financial statements	<b>YES</b>	<b>Evidence:</b> Annual report and financial statements
	Board member/trustee payment is disclosed in the annual report and financial statements.	

**E. Conduct of board and committee business**

**Main requirement**

The Board must act effectively, making clear decisions based on timely, accurate information. Committees may be established where the board determines that they will provide expertise and enable it to deliver effective governance and manage risk.

**YES**

The Board hold eight meetings per year; six of which cover regular business, two are dedicated to looking at strategy in the form of an away day.

The Board agree to a Board and Committee calendar annually.

Each forum agrees to their own work plan and any ad hoc amendments.

Agenda and papers issued one week in advance of meetings. Any supplemental items are clearly identified when the agenda is issued.

Board and Committee agenda packs are held by the Governance Team electronically and in hard copy formats.

Framework in place to allow decisions to be made outside of regular meetings due to timing issues.

**Evidence:**

Articles of Association

Board calendar of meetings.

Agenda and papers issued minimum one week in advance of meetings. Any supplemental items are clearly identified when the agenda is issued.

Board and Committee agenda packs are held in the Official Minute Book.

Minutes (with Actions) held in the Official Minute Book.

Board and Committee work plans are regularly updated regularly.

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E1. The Board must have formally recorded terms of reference to ensure its conduct is transparent, effective and in the interests of the organisation.

**YES**

The Group Governance Handbook outlines terms of references for Board and Committees. The handbook is updated at least annually by the Company Secretary.

**Evidence:**

Group Governance Handbook (last amended 2019)

<p>E2. Board and Committee meetings should wherever possible be based on full agendas and clearly presented and accurate documents circulated to members well in advance of meetings. Decisions and the main reasons for them must be recorded in the meeting minutes.</p>	<p><b>YES</b></p> <p>Agenda packs are issued on week prior to meetings.</p> <p>Agendas and supporting reports are reviewed in advance at Board pre-meetings with Chairs of Boards and Committees.</p> <p>All Board and Committee meetings are fully minuted to reflect key discussions and resulting decisions. Minutes are also drafted with specific actions identified against responsible officer.</p> <p>Board and Committee agenda packs are held by the Governance Team electronically and in hard copy.</p>	<p><b>Evidence:</b></p> <p>Board and Committee agenda packs held in the Official Minute Book (OMB).</p> <p>Minutes of Board and Committee Meetings held in the OMB.</p>
<p>E3. Urgent decisions between Board meetings must be taken in accordance with proper, formally recorded and predetermined arrangements.</p>	<p><b>YES</b></p> <p>Delegated decisions process in place to allow decisions to be made outside of regular meetings.</p> <p>Decisions taken between meetings are communicated to all members.</p>	<p><b>Evidence:</b></p> <p>Group Governance Handbook</p> <p>Electronic folders containing previous full Delegated Decisions report and Director approvals</p> <p>Minutes of Board meetings</p> <p>Email communications to members</p>
<p>E4. All Boards and Committee must consider annually their effectiveness and how they conduct their business, including:-</p>	<p><b>YES</b></p> <p>Findings of Governance review recommendations was discussed at the Board away day 14 December 2018. Comments from members as part of feedback were considered by the Governance Team and Governance Review Task and Finish Group (Board members) January – May 2019.</p> <p>On 4 June the YHN Group were presented with a final recommendation report from the task and finish group, covering a variety of governance issues including meetings, shaping of agendas, performance, risk, learning and development. Recommendations were approved and an action</p>	<p><b>Evidence:</b></p> <p>YHN Away Day 14 December 2018 – findings of 2016 governance review recommendations implementation</p> <p>Jan - May 2019 Governance Review Task and Finish Group Agenda packs, minutes and action plan</p> <p>4 June 2019 YHN task and finish group final summary Board report, group structure report and minutes</p> <p>15 October 2019 – Chairs meeting report on group structure</p> <p>24 October 2019 Asfaleia Board – Future of Asfaleia report and</p>

	<p>plan created.</p> <p>The chairs agreed to the creation of a task and finish group to consider the dissolution of the charitable subsidiary Asfaleia. A summary report was presented to Board on 24 March 2020, with a final report to follow later in 2020.</p> <p>The new Chair has held introductory meetings with members and has identified areas for learning and development in a board report presented March 2020. This will be incorporated into a new learning and development plan for 2020</p>	<p>minutes</p> <p>November 2019 – February 2020 – Asfaleia working group reports and minutes</p> <p>24 March 2020 YHN Board Asfaleia working group summary report</p> <p>24 March 2020 YHN Board Chair’s Board development report</p> <p>Board Learning and Development Plan</p>
<p>(1) their governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation</p> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">Page 45</p>	<p><b>YES</b></p> <p>The following are periodically reviewed or when prompted by organisational change:</p> <ul style="list-style-type: none"> <li>• Articles of Association</li> <li>• Rules</li> <li>• Standing Orders</li> <li>• Group Governance Handbook</li> </ul> <p>The Board reviewed their group structure on 4 June 2019.</p>	<p><b>Evidence:</b></p> <p>Articles of Association</p> <p>Asfaleia Rules</p> <p>Standing Orders</p> <p>Group Governance Handbook</p> <p>4 June 2019 YHN Board Group Structure report and minutes</p>
<p>(2) the timing and frequency of meetings;</p>	<p><b>YES</b></p> <p>Agreed by Board at their September meetings, the Board and Committee calendar is planned out across the year to align with reporting arrangements e.g. availability of quarterly finance and performance data.</p> <p>The Board reviewed their timing of meetings and their frequency on 4 June 2019.</p>	<p><b>Evidence:</b></p> <p>Board and Committee Calendar submitted to YHN Board annually</p> <p>4 June 2019 YHN task and finish group final summary Board report and minutes</p>
<p>(3) the format of agendas, papers, minutes and communications;</p>	<p><b>YES</b></p> <p>The Board reviewed their arrangements regarding agendas, papers, minutes and communications on 4 June 2019.</p>	<p><b>Evidence:</b></p> <p>4 June 2019 YHN task and finish group final summary Board report and minutes</p>

(4) their collective performance as a decision-making body;	<b>YES</b>	<b>Evidence:</b> 4 June 2019 YHN task and finish group final summary Board report and minutes
	Board reviewed their collective performance on 4 June 2019.	
(5) their compliance with this code and their legal duties.	<b>YES</b>	<b>Evidence:</b> Annual Board Self-Assessment  4 June 2019 YHN NHF Code of Governance Board report and minutes
	Annually in May/June the YHN Board receive a report which contains a review of compliance with the code.	
(6) There must be a formal review of these matters at least every three years to ensure best practice and that documentation is compliant with the latest legislation and regulations.	<b>YES</b>	<b>Evidence:</b> See E (1) to (5) above
	See E (1) to (5) above	
E5. The Chair of the Board must not chair the committee responsible for remuneration, nor that responsible for audit.	<b>YES</b>	<b>Evidence:</b> An NCC Independent Remuneration Panel consider Board remuneration.  Remuneration and Nominations Committee Terms of Reference
	The Chair does chair the Remuneration and Nominations Committee, but the Committee does not consider Board Member remuneration.  The Chair does not chair the Group Audit and Risk Committee.	
E6. Paid staff of an organisation must not be members of committees responsible for nominations, remuneration, audit or risk.	<b>YES</b>	<b>Evidence:</b> Committee Terms of References
	No paid members of staff are members of committees.	

E7. Each committee must have formally recorded terms of reference approved by the board and must report regularly to the board on its work and the exercise of any delegated authority it has been given.	<b>YES</b>	<b>Evidence:</b> Group Governance Handbook
	<p>Terms of references for Committees are contained within the Group Governance Handbook.</p> <p>Each committee aims to assess their terms of reference annually and submit to Board for approval.</p> <p>Review of terms of references have started from January 2020.</p> <p>Members of YHN Board and Asfaleia sit on committees and feedback regularly to their respective boards on progress. In addition, the draft minutes of committees are presented to the Board for information with a brief cover report outlining key discussions and decisions.</p>	<p>Committee Terms of References</p> <p>YHN Board agenda packs and minutes</p>

## F. AUDIT AND RISK

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### Main requirement

The board must establish a formal and transparent arrangement for considering how the organisation ensures financial viability, maintains a sound system of internal controls, manages risk and maintains an appropriate relationship with its auditors.	<b>YES</b>	<b>Evidence:</b> Group Audit and Risk Committee Work plan
	<p>Group Audit and Risk Committee is established as a sub-committee of the Board and meets quarterly.</p> <p>Group Governance Handbook sets out matters reserved to the Committee.</p> <p>The Board regularly reviews the Business Strategy, including risk.</p> <p>External auditors are annually appointed. External audit consider internal controls.</p> <p>Annual work plan for Internal audit is agreed by the Committee covering key business issues.</p> <p>The Committee annually reviews auditors' performance.</p>	<p>Group Audit and Risk Committee Agenda Packs held in the official minute book.</p> <p>Group Audit and Risk Committee minutes are referred to Board for Information.</p> <p>Group Audit and Risk Committee annually reports to Board.</p> <p>Group Governance Handbook</p> <p>YHN Board agenda pack and minutes</p>

	The Committee have responsibility for monitoring risk management via the Group Strategic Risk Register.	
F1. There must be effective internal controls and appropriate systems for business assurance so that the board can have confidence in the information it receives.	<p><b>YES</b></p> <p>Internal audit plan sets out key business areas for review each year.</p> <p>External Audit looks at Internal Controls.</p> <p>Financial Regulations are in place.</p> <p>Performance reporting to Finance and Performance Committee on key business areas.</p>	<p><b>Evidence:</b></p> <p>Internal audit plan</p> <p>External audit annual report</p> <p>Financial regulations</p> <p>Quarterly performance reports to Finance and Performance Committee.</p>
F2. The organisation's external auditors must be independent and effective.	<p><b>YES</b></p> <p>The performance of the External Auditors is annually reviewed by Group Audit and Risk Committee and the appointment of External Auditors is considered annually by the Board.</p>	<p><b>Evidence:</b></p> <p>Report to Group Audit and Risk Committee (July each year) on External Auditor's performance.</p> <p>Annual report to YHN Board on External auditor appointment.</p>
F3. All but small non-developing organisations must have a committee primarily responsible for audit and arrangements for an effective internal audit function. Other organisations must make effective arrangements for discharging these functions.	<p><b>YES</b></p> <p>Group Audit and Risk Committee is established as a sub-committee of Board.</p> <p>NCC's Internal Audit section are appointed to perform the internal audit function for the organisation. The Internal Audit plan is annually agreed and the Committee receives reports against progress.</p> <p>The performance of Internal Audit is annually reviewed by the Committee in July.</p>	<p><b>Evidence:</b></p> <p>Governance Framework</p> <p>Group Audit and Risk Committee agenda Packs</p> <p>Group Audit and Risk Committee minutes</p> <p>Group Audit and Risk Committee Work plan</p>

<p>F4. The committee responsible for audit must bring independent scrutiny and challenge to provide the board with assurance, and exercise oversight of the internal and external audit functions.</p>	<p><b>YES</b></p> <p>Terms of reference for Group Audit and Risk Committee outline that members will:</p> <ul style="list-style-type: none"> <li>• Monitor the integrity of the company's financial statements and announcements</li> <li>• Provide assurance and challenge to ensure that there are proper systems and allocations of responsibility in key areas of the organisation via internal audit, external audit, internal control systems and risk management framework</li> </ul>	<p><b>Evidence:</b></p> <p>Group Audit and Risk Committee minutes</p> <p>Group Audit and Risk Committee agenda packs</p> <p>YHN Board minutes</p> <p>Committee update reports to YHN Board</p>
<p>F5. The committee responsible for audit must meet regularly and its minutes must be available to all members of the board. The reasons for the decisions taken must be recorded in the minutes and presented to the board for noting or endorsement.</p>	<p><b>YES</b></p> <p>Group Audit and Risk Committee meets quarterly.</p> <p>Committee minutes are referred to next available Board meeting for information and Audit Committee Chair updates the Board on any key points covered using a report template.</p>	<p><b>Evidence:</b></p> <p>Group Audit and Risk Committee Work plan</p> <p>Group Audit and Risk Committee minutes</p> <p>YHN Board agenda packs</p> <p>Asfaleia Board agenda packs</p>
<p>F6. The Committee must be able to meet with the external auditors without executives or other paid staff being present at least once a year.</p>	<p><b>YES</b></p> <p>Group Audit and Risk Committee members are given the opportunity to meet with external auditors at their July meeting.</p>	<p><b>Evidence:</b></p> <p>Group Audit and Risk Committee minutes note the moment at which officers vacate the room for a discussion between the auditors and the Committee</p>
<p>F7. The chair of the committee responsible for audit must be either a member of the Board or have clear arrangements for reporting to the Board.</p>	<p><b>YES</b></p> <p>The Chair of Group Audit and Risk Committee is a member of the YHN Board (Approved September 2017).</p>	<p><b>Evidence:</b></p> <p>Board Minutes September 2017</p>

<p>F8. The voting members of the committee responsible for audit must not include the Chair of the board or any executives.</p>	<p><b>YES</b></p> <p>Membership of Group Audit and Risk Committee does not include the Board Chair or any executive.</p>	<p><b>Evidence:</b></p> <p>Group Governance Handbook - membership</p>
<p>F9. The board must identify and regularly review the individual and combined material risks faced by the organisation and make plans and strategies to mitigate and manage them effectively.</p>	<p><b>YES</b></p> <p>On behalf of the Board, Group Audit and Risk Committee reviews and monitors the Group Strategic Risk Register.</p> <p>The Group Strategic Risk Register is discussed and approved at March YHN Board meetings and reviewed later in the year.</p> <p>Minutes of the Group Audit and Risk Committee are given to the YHN Board with an update from the Chair.</p>	<p><b>Evidence:</b></p> <p>Group Audit and Risk Committee agenda and reports packs</p> <p>Group Audit and Risk Committee and YHN board minutes</p>
<p>F10. The board must retain overall responsibility for risk management and determine the organisation's tolerance of risk. The board may delegate the detailed scrutiny and evaluation of risk to the committee responsible for audit, or to another committee.</p>	<p><b>YES</b></p> <p>Matters reserved to the Board include approving the Strategic Risk Register and Risk Management Framework.</p> <p>Scrutiny takes place at the committee whereby the minutes are referred to next available Board meeting for information and Audit Committee Chair updates the Board on any key points covered using a report template.</p> <p>Members of YHN Board and Asfaleia sit on Group Audit and Risk Committee and feedback regularly to their respective boards on progress. In addition, the draft minutes are presented to the Board for information with a brief cover report outlining key discussions and decisions.</p>	<p><b>Evidence:</b></p> <p>Group Audit and Risk Committee agenda and reports packs</p> <p>Group Audit and Risk Committee and board minutes</p> <p>YHN Board agenda packs and minutes</p> <p>Asfaleia Board agenda packs and minutes</p>

## G. The Chief Executive

### Main Requirement

There must be clear working arrangements between the board and the chief executive and clear delegation of authority	<b>YES</b>	<b>Evidence:</b> Managing Director Contract of Employment  Financial Regulations  Group Governance Handbook
	The Managing Director's terms of employment contract set out the working arrangements with the Board.  Financial Regulations  Group Governance Handbook	
G1. The Chief Executive must be clear about the essential duties of the role and have clarity over his or her legal responsibilities, delegated authority and relationship with the Board	<b>YES</b>	<b>Evidence:</b> Managing Director Contract of Employment  Financial Regulations  Group Governance Handbook – Managing Director and Management Team Responsibilities/Functions and Responsibilities of Managing Director
	See above	
G2. Like all other employees, the chief executive must have a written, signed contract of employment; the board must consider whether it should be reviewed at least every three years	<b>YES</b>	<b>Evidence:</b> Managing Director Contract of Employment
	Contract of employment has been in place since June 2016.	
G3. Periods of notice more than six months and other provisions for material payments to be made or benefits granted in the event of the contract being terminated must be specifically approved by the Board with the reasons for the decisions clearly minuted.	<b>YES</b>	<b>Evidence:</b> Managing Director Contract of Employment
	Provisions for notice, termination arrangements etc. are set out in the MD's contract of employment, approved by the Board.	

G4. The Board must delegate to a committee responsibilities that include the oversight of the appraisal of the chief executive and making a recommendation to the Board on the chief executive's remuneration. The committee must not include any executive members of the board.	<b>YES</b>	<b>Evidence:</b> Remuneration and Nomination Committee Terms of Reference  Remuneration and Nominations Committee minutes  Remuneration and Nominations Committee reports to YHN Board  Group Governance Handbook
	Remuneration and Nominations Committee will review and agree on an annual basis the level of remuneration of the Managing Director.	
G5. The Chief Executive's remuneration must be disclosed in the annual financial statements in accordance with the applicable Statement of Recommended Practice (SORP)	<b>YES</b>	<b>Evidence:</b> Annual Financial Statements
	The Managing Director's salary is disclosed in the Annual Accounts and Financial Statements.	

**ESG Conduct, Probity and Openness**

**Main Requirement**

Organisations must maintain, and be seen to maintain, the highest ethical standards of probity and conduct. Boards must operate in an open and transparent manner, having dialogue with and accountability to tenants and other key stakeholders.	<b>YES</b>	<b>Evidence:</b> <ul style="list-style-type: none"> <li>• YHN Business Strategy 'Destination 2022'</li> <li>• E&amp;D Strategy</li> <li>• Finance Strategy</li> <li>• Health and Safety Policy</li> <li>• Procurement Framework</li> <li>• Asset Management Strategy</li> <li>• Income Management Strategy</li> <li>• Social Value Commitment</li> <li>• Code of Conduct</li> <li>• Anti-Bribery and Corruption Policy</li> <li>• Modern Slavery Statement</li> </ul> Board papers published on website  Annual Report and Financial Statements
	The organisation has a number of policies and procedures in place to support these objectives.  Board papers are published on the YHN website.  Annual Report and Financial Statements  NCC shareholder representative attends Board and Committees regularly.	

H1. Board membership entails a particular responsibility to avoid any suggestion of impropriety. Matters such as conflicts of interest, or acceptance of gifts and hospitality are particularly sensitive. Boards must adopt and comply with a code such as the Federation's Code of Conduct 2012	<b>YES</b>	<b>Evidence:</b> Declarations of Interest on all Board and Committee agendas  Annual update of Gifts and Hospitality forms and Declaration of Interest forms  Gifts and Hospitality and DOI info is centrally held for all Board members.
	Declaration of Interest is a standing item on all agendas. Any declared interests are recorded and if appropriate Board members will be precluded from participating in the matter under discussion.  Board Code of Conduct is in place.	
H2. Boards must consider any potential conflicts of interest and adopt appropriate policies and procedures for their declaration and management. All conflicts must be dealt with in a way which upholds the organisation's reputation and reflects as applicable:-	<b>YES</b>	<b>Evidence:</b> YHN Board and Committee Agendas  Declaration of Interest information  Code of Conduct
	Declaration of Interest is a standing item on all agendas. Any declared interests are recorded and if appropriate Board members will be precluded from participating in the matter under discussion.  Board Code of Conduct is in place.	
(1) The Organisation's own constitution	<b>YES</b>	<b>Evidence:</b> Articles of Association  Asfaleia Rules  Code of Conduct
	At induction members are provided with the Articles of Association/Rules, Group Governance Handbook and Code of Conduct.	
(2) Charity Law	<b>YES</b>	<b>Evidence:</b> Board Induction Pack  Asfaleia Rules
	At induction Trustees are provided with a copy of the Rules of Asfaleia Ltd.	
(3) The Co-operative and Community Benefit Societies Act 2014, concerning transactions and dealings with members and Trustees	<b>YES</b>	<b>Evidence:</b> Board Induction Pack  Asfaleia Rules
	At induction Trustees are provided with a copy of the Rules of Asfaleia Ltd.	

(4) The Companies Act 2006 concerning how conflicts (of interest, loyalty or duty) are to be declared and managed	<b>YES</b>	<b>Evidence:</b> Articles of Association  Code of Conduct
	At induction members are provided with the Articles of Association/Rules, Group Governance Handbook and Code of Conduct.	
H3. Where conflicts of personal interest arise these must be recorded and, if material, the individual concerned must be excluded from the discussion or decision by a resolution of the non-conflicted members present	<b>YES</b>	<b>Evidence:</b> Articles of Association  Asfaleia Rules  YHN Group agenda packs and minutes  Declaration of Interests log
	Covered in YHN Board Articles of Association and Rules of Asfaleia.  Declarations of interest are a standing item on agendas and any declaration is formally minuted.	
H4. In the case of a fundamental or ongoing material conflict, the board must consider and determine whether the person concerned should cease to be a board member.	<b>YES</b>	<b>Evidence:</b> Code of Conduct
	Code of Conduct  Any fundamental or ongoing conflict would be considered by the Company Secretary and Chair as and when it arises. Advice would be provided to the relevant member and if necessary independent legal advice would be sought. The outcome would be reported to the Board. If the Board deemed the matter to be so material and of an ongoing nature, the Board member would be asked to stand down.	
H5. Where there are persons who are members of more than one board in a group, there must be formal arrangements to ensure that if there are any actual or potential conflict of interest, these are identified and managed.	<b>YES</b>	<b>Evidence:</b> Abri Trading Ltd. Articles of Association
	Where YHN Board members are also members of Abri Trading Ltd., Authorisation of director's conflicts of interest covered in Abri Trading Ltd. Articles of Association	

<p>H6. The Board must publish an annual report of the organisation's activities and performance</p>	<p><b>YES</b></p> <p>Annual Report and Financial Statements include a Strategic Report Section.</p>	<p><b>Evidence:</b></p> <p>YHN Annual Report and Financial Statements</p> <p>Abri Trading Annual Report and Financial Statements</p> <p>Asfaleia Annual Report and Financial Statements</p>
<p>H7. The organisation must have in place a strategy for regularly communicating information about its work to its shareholders and stakeholders, and ascertaining their views. In doing so, it must have regard to the communication needs of the diverse groups and communities it serves.</p>	<p><b>YES</b></p> <p>Information is published on the organisation's website and social media platforms.</p> <p>Social media accounts used to communicate and engage with a range of stakeholders, including YHN Facebook 'chit chat' customer engagement group</p> <p>Homes and People is published quarterly.</p> <p>Institute of Customer Service customer survey 2019</p> <p>Executive Team in regular contact with NCC directors.</p> <p>NCC shareholder representative attends Board and committees regularly.</p> <p>'Think Big' – large customer engagement/consultation project, led by the Customer Service Committee</p>	<p><b>Evidence:</b></p> <p>YHN website</p> <p>YHN social media accounts – Facebook, Twitter</p> <p>Homes and People publication</p> <p>Institute of Customer Service customer survey results 2019</p> <p>NCC-YHN working relationship</p>
<p>H8. The organisation must respond in a considered and transparent way to requests for information about its work and activities.</p>	<p><b>YES</b></p> <p>All requests for information are dealt with centrally in a timely manner:</p> <ul style="list-style-type: none"> <li>• Subject Access Request procedure 2019</li> <li>• Data Protection Policy – approved by Board July 2019</li> </ul> <p>Information is published on the website with signposting to relevant contacts.</p>	<p><b>Evidence:</b></p> <p>Subject Access Request procedure 2019</p> <p>Data Protection Policy 2019</p> <p>Complaints procedure</p> <p>YHN Website</p>



## **Board 28 January 2020 (5pm to 6:45pm)**

### **Present:**

L Blakey, S Copley, A Cuthbertson, L Docherty, T Gates (Chair), G Kane, J McCarty (Vice-Chair), M Page, P Scope, H Simpson, B Tebay

### **In attendance:**

A Baker-Daley	Governance Officer
J Davison	Company Secretary/Assistant Director Business Support
T Drury	Managing Director
M Foreman	Customer Services Director
D Langhorne	Assets and Development Director
R Morrissey	Finance and Commercial Director
A Senior	Head of Fairer Housing Unit, Newcastle City Council

### **719 Welcome and Apologies for Absence**

Apologies were received from R Clark, L Hobson, and K Lowry.

### **720 Declaration of Interests**

B Tebay declared a personal interest in the Re-appointment of Co-optee report. P Scope declared an interest in the Asfaleia Working Group Update as a Partner at Wardhadaway, of whom another Partner is providing legal advice to the working group.

### **721 Re-appointment of Co-optee**

J Davison introduced the report, which asked the Board to consider the recommendation by the Remuneration and Nominations Committee to re-appoint B Tebay as a Co-optee Board member for a second year. The Committee takes into account performance and the composition of the Board as a whole in their duties delegated by the Board.

**RESOLVED** – that the Board approved the re-appointment of B Tebay for a second year.

## **722 Articles of Association**

J Davison presented the report, which sought approval of a draft written resolution prepared for the sole member as part of arrangements to amend the YHN Board Articles of Association (Articles). It followed an earlier report presented to the Board in November whereby members agreed to the amendment.

J Davison reminded the Board of the reason behind the proposal to remove the Article requirement which states newly appointed members must submit for re-election on 1<sup>st</sup> September the following year; current practices for PLC's allow shareholders to have a say at each AGM in the re-appointment of members who have joined a board during the year. The YHN Board does not hold an AGM as it is not a legal requirement, and every nominee always receives approval by the shareholder Newcastle City Council as part of the appointment process.

**RESOLVED** – that the Board approved the draft written resolution and proposed amendment to the Articles.

## **723 Minutes of 28<sup>th</sup> November 2019**

The minutes of the meeting held on 28<sup>th</sup> November were agreed as a true record and signed by the Chair.

## **724 Board Forward Plan**

J Davison highlighted that whilst cyclical and regular items feature on the forward plan, it will naturally change over time as business items emerge that require Board attention. The Chair added that the learning and development summary report will need to be added to the agenda for March Board – **ACTION**

P Scope asked if there was a specific reason for Pat Ritchie attending the Board meeting in March. T Drury reminded the Board that since there is no longer an AGM held in September, Pat committed to attend annually to give an update on NCC, the relationship with YHN, and discuss any opportunities to work more closely, suggesting that members might want to give some thought to questions.

A Senior commented that NCC Cabinet will be receiving a report on joint working between YHN and NCC, asking where or when it could be presented to YHN Board. It will feature stock reconfiguration, moving people out of hospitals into YHN stock, and an asset review. It was agreed that T Drury and A Senior will identify a suitable time - **ACTION**

B Tebay noted that some work is concluding in March on BCE staff consultations and, though timings may be tight, it might be worth presenting a report to Board on transformation alongside the BCE targets – **ACTION**

G Kane commented that the Climate Convention is due to report back later in spring and, given YHN manages a quarter of city stock, proposed it be incorporated into the forward plan. J McCarty emphasised the need look at the content of the report to determine where that would be appropriately reported, if impacts are linked to HRA funding it would be more fitting for NCC as YHN are not responsible for decisions on HRA investment.

Property Group meeting dates will be added to the forward plan once scheduled -  
**ACTION**

**RESOLVED** – that:

- The forward plan was received for information;
- The Chair's summary report will be added to the forward plan for the March Board meeting;
- A Senior and T Drury will discuss presentation of the joint working report at a future meeting;
- The BCE targets paper due to March YHN Board will include a transformation update;
- Property Group meeting dates to be added to the forward plan once agreed

## **725 Assurances from Committees/Groups**

### Customer Service Committee 4<sup>th</sup> December

M Foreman noted that the terms of reference appear in the pack prior to the update.

The Committee meeting covered the following:

- Enquiry centre review update - members held a good discussion on the subject, giving their views on what they would like to see next
- Discoverers project update
- BCE uniforms and transformation
- A clear, honest and helpful discussion on the Tyne and Wear application process
- Committee reimbursement package
- Review of the Committee terms of reference – M Foreman met with Lynne Blakey, members of the Engagement Team, and the Chair and Vice Chair of the Committee to review the terms and suggest amendments. At the Committee meeting, members were keen on the proposed changes to the terms. Feedback focused on:
  - Strengthening their role
  - Ensuring their comments reach the Board on customer related matters
  - Increasing their membership from 12 to 15 to broaden their depth
  - Annual nomination of Chair and Vice Chair as a good governance measure
- Scrutiny and involvement for Tenants/Newcastle Independent Tenants Voice update

- Proposed NCC HRA rent amendments for 2020/2021 – discussion feedback was fed into the NCC report in January. The Committee held similar views to the Board

L Blakey added that they had attended the meeting and that the minutes will be amended to reflect this.

J Davison added that review and approval of terms of reference is an annual activity. It is intended to present the remaining Committee terms of reference to the Board later in the year, the reason Customer Service Committee is being presented is to allow for recruitment of additional members to be undertaken, which began this week with a social media campaign.

**RESOLVED** – that the Board:

- Received the update from the Customer Service Committee on 4<sup>th</sup> December for information;
- Approved the Customer Service Committee terms of reference

## **726 Petitions Monitoring**

T Drury introduced the report, which informed members of a petition received in November. The petitioners objected to the demolition of garages as part of a new build project at Byrness, West Denton. Following investigation, the garages were deemed non-essential for the new site to progress. Residents have been informed that the garages will remain.

**RESOLVED** – that the report was received for information.

## **727 Any Other Business**

A Cuthbertson asked members how attendance at conferences and events should be prioritised and agreed to ensure best use of time and added value. The Chair added that he asked the Governance Team and received some recommendations on which he may wish to attend. T Drury suggested that this be included in his report on feedback from meeting with members as a discussion point.

## **728 Date and Time of Next Meeting**

Tuesday 24<sup>th</sup> March 5pm, YHN House.

T. Gates  
Chair  
19 May 2020



## **YHN Board**

24 March 2020

(4.00 - 6.05 pm)

### **Present:**

T Gates (Chair)

G Kane, L Docherty, L Blakey, A Cuthbertson, P Scope, H Simpson, R Clark, M Page B Tebay, J McCarty (Vice Chair), L Hobson.

### **In Attendance:**

T Drury	- Managing Director
D Langhorne	- Assets and Development Director
J Vinton	- Customer Services Manager
J Davison	- Assistant Director Business Support/Company Secretary
G Burliston	- Assistant Director Finance and Performance
G Van Enk-Bones	- Interim Finance Director
C Patterson	- Democratic Services Officer (NCC)

### **729 WELCOME AND APOLOGIES FOR ABSENCE**

The Chair welcomed everyone to the virtual meeting and asked everyone present to introduce themselves.

Apologies were received from S Copley and K Lowry, the chair confirmed the meeting was quorate.

### **730 DECLARATIONS OF INTERESTS**

None received

### **731 CHAIR'S ITEMS**

The Chair referred to his email sent earlier in the week and advised that he intended to discuss only the essential items of business with the remaining items being deferred to a future meeting. Once agenda items 10, 12 and 13 were concluded he would ask T Drury to outline how the organisation was reacting and dealing with COVID-19. He then outlined the order in which business would be discussed and how the meeting would proceed.

732 **ANY OTHER BUSINESS**

The Chair stated that all the other items of business on the agenda would be deferred to a future Board meeting.

He pointed out that as YHN was company by limited guarantee it was not bound by meeting legislation and could meet virtually as it had today, but only where it was necessary. He intended to hold a weekly meeting with Chairs and Vice Chairs of the committees to gain assurances and to receive an update on action as well as determining if further support from the Board was required. This information would then be circulated to all members. He asked for ideas about how the Board could further be engaged when we move further into the challenges ahead. He pointed out that he would be isolating for the next 12 weeks.

The Chair discussed R Clark's retirement from the Board and Audit and Risk Committee and what the process was for his replacement. The Chair explained that the Remuneration and Nominations Committee would be considering the vacancy and progress matters accordingly. He then extended on behalf of the Board thanks to R Clark for all his efforts and work carried out around risks and strategies which had transformed services under his leadership. He said R Clark would be a huge loss. R Clark thanked everyone for their kind wishes, extending his to YHN, Executive Team and the workforce.

The Chair reminded the Executive Team to look after themselves during this challenging period. T Drury advised the Board that a rota system was to be established to ensure rest periods were taken.

T. Gates  
Chair  
19 May 2020

## YHN Board 19 May 2020 Action Log (Public)

Minute ref.	Action required	By whom	Target date for completion	Current status
<b>28<sup>th</sup> January 2020</b>				
724	Chair's summary report to be added to the forward plan for the March Board meeting	A Baker-Daley	As soon as possible	Complete
	A Senior and T Drury to discuss presentation of the joint working report at a future meeting	A Senior/T Drury		Report withdrawn from Cabinet – no action
	March BCE budget report to include a transformation update	D Langhorne	24 <sup>th</sup> March	Complete
	Property Group meeting dates to be added to the forward plan once known	A Baker-Daley	As soon as practicable	Complete

## YHN Board Forward Plan 2020

### Meeting 24 March 2020

The following reports were included in the 24 March agenda pack but not considered by the Board:

Report Name	Purpose	Confidential?	Report Author
2020-2021 BCE Targets & Transformation Update	Discussion	✓	Assets and Development Director
Chair's Report – Board Development	Discussion	✓	Chair
Safeguarding Annual Report	Discussion	✓	Customer Services Director
Housing Investment Update	Discussion	✓	Assets and Development Director
Assurances from Committees/Groups: • Health and Safety Committee 4 <sup>th</sup> February • Finance and Performance Committee 11 <sup>th</sup> February • Group Audit and Risk Committee 20 <sup>th</sup> February	Discussion	✓	N/A
Petitions Monitoring	Information	x	Managing Director
<b>ABRI TRADING</b>			
Abri Trading – Business Activity Update	Discussion	✓	Finance and Commercial Director

The following report was originally intended to be presented at the 24 March Board but will be postponed to a future meeting:

Report Name	Purpose	Confidential?	Report Author
Finance Strategy	Approval	x	Finance and Commercial Director

## Meeting 19 May 2020

The following reports originally intended for 19 May YHN Board will be postponed to a future meeting:

Report Name	Purpose	Confidential?	Report Author
People Strategy	Approval	x	Assistant Director Business Support
Health and Safety Annual Report	Discussion	x	Assets and Development Director
GDPR Annual Report	Discussion	✓	Assistant Director Business Support

## Meeting 28 July 2020

Report Name	Purpose	Confidential?	Report Author
Annual Report and Financial Statements -Year End Reserves	Approval	x	Finance and Commercial Director
Housing Investment Update	Discussion	✓	Assets and Development Director
Modern Slavery Statement	Approval	x	Assets and Development Director
Director Appointments, Re-appointments, Appointment of Vice Chair, Committee Memberships	Approval	x	Company Secretary
Re-appointment of Co-optee	Approval	x	Company Secretary
Assurances from Committees/Groups: <ul style="list-style-type: none"> <li>• Group Audit and Risk 21<sup>st</sup> May</li> <li>• Customer Service 10<sup>th</sup> June</li> <li>• Property Group 1<sup>st</sup> July</li> <li>• Group Audit and Risk 9<sup>th</sup> July</li> </ul>	Discussion	✓	N/A
<b>ABRI TRADING</b>			
Annual Report and Financial Statements	Approval	x	Finance and Commercial Director
Abri Trading – Business Activity Update	Discussion	✓	Finance and Commercial Director

## Meeting 22 September 2020

Report Name	Purpose	Confidential?	Report Author
2021 Board and Committee Calendar	Approval	x	Company Secretary
Strategic Risk Register	Discussion	x	Finance & Commercial Director
Assurances from Committees/Groups: <ul style="list-style-type: none"> <li>Health and Safety 5<sup>th</sup> August</li> <li>Finance and Performance 25<sup>th</sup> August</li> </ul>	Discussion	x	N/A

## Meeting 24 November 2020

Report Name	Purpose	Confidential?	Report Author
Health and Safety Policy	Approval	x	Assets and Development Director
Housing Investment Update	Discussion	✓	Assets and Development Director
Proposed Newcastle City Council HRA Rent Amendment 2021/2022	Approval	✓	Finance and Commercial Director
Assurances from Committees/Groups: <ul style="list-style-type: none"> <li>Customer Service 16<sup>th</sup> September</li> <li>Property Group 28<sup>th</sup> October</li> <li>Finance and Performance 3<sup>rd</sup> November</li> <li>Health and Safety 4<sup>th</sup> November</li> <li>Group Audit and Risk 12<sup>th</sup> November</li> </ul>	Discussion	✓	N/A
<b>ABRI TRADING</b>			
Abri Trading – Business Activity Update	Discussion	✓	Finance & Commercial Director



## To be first for housing

Customer Service Committee held on 11 March 2020

Update to YHN Board

19 May 2020

Author

Richard Tate – Senior Specialist

### Key Discussions/decisions and actions agreed

**Enquiry Centre Review** – The Committee received a presentation on the progress of the review. They were updated on the milestones and performance achieved so far, the new staff structure and the milestones the service is working towards in Quarter 4.

**Discoverers ‘Think Big’ Project update** – An update was provided on the progress of the project since independent support was secured. With support the Committee have worked to shape seven consultation topics. Two initial insight gathering sessions have been held – one with YHN staff and one with customers – key themes are emerging. The Committee discussed next steps, the focus of which is wider customer consultation through digital and traditional channels, and how insight and recommendations will be shared with the board.

**Recruitment update** – The Committee was updated that it has been agreed to increase the size of the committee from 10 to 15 to recognise the additional demands of the Think Big project. A recruitment exercise has taken place and five new members have been recruited. Training and support will be provided.

**Community Investment Fund** – The Committee received an update on a project to develop a holistic approach to YHN’s community investment funding. The intention of the project is to bring four existing funding pots together under one brand to allow for clearer communication to customers and community groups throughout the year. The management of the four funding streams will remain separate as different application criteria apply for each stream. The Committee supported the proposal.

**North East Tenants’ Voice** – The Committee Chair reported that some members and officers attended the first NETV event in Durham, led by Bernicia. All members supported the idea of being involved in the regional network and representatives will attend the next meeting.

**Customer commitments** - The Committee were presented with a briefing paper on proposals for reviewing and refreshing YHN's Customer Commitments, of which the Committee has oversight. The suggested approach is that the information and recommendations from the Think Big project are used to develop next year's commitments as the two projects are closely aligned. Members agreed this approach subject to there being a clear an audit trail and assurance as to how the information was being gathered and priorities developed.

**Scrutiny and Involvement for Tenants/ Newcastle Independent Tenants Voice** – SIFT's report on their scrutiny into fire safety has been circulated to members by email. The Chair of SIFT summarised the key findings updating that there are plans for a targeted communications and engagement project for residents in multi-storey blocks. The SIFT Chair also updated that the current scrutiny exercise was 'Is the service charge value for money?' Some members asked for clarity on the SIFT scrutiny process, which was outlined.

**Committee work plan** – Circulated with the meeting papers was a copy of the new Committee workplan. Members were asked to review the plan and add any additional customer related aspects of YHN they would like to learn more about.

**Any other business**

Contact Centre amalgamation – members queried the timelines with regard to the launch of a single phone number. Officers explained the details of the project and outlined achievements in 2019 and key milestones in 2020, which includes the launch of a single number as well as upgrades to the telephony system and staff training.

The Chair of Board thanked the Committee for their invitation to attend and welcomed the idea of an open invitation to Board members to attend. He also thanked members for giving up their time to work on the committee.

Key observations or comments for Board

It was suggested that Board members should be invited to attend a Customer Service Committee meeting as an observer if they wished.

Committee discussed Board's involvement in the Think Big project and how Board can have oversight of and involvement in the project, ensuring customer insight and recommendations are listened to and actioned in YHN.

**Contact Officer:**

If you have any questions about this update that you would like clarifying, you can contact Lou Grogan by telephone on 0191 211 5400 or email at [louise.grogan@yhn.org.uk](mailto:louise.grogan@yhn.org.uk)