

YHN Board

Tuesday 24 November 2020 at 5.00 pm

Microsoft Teams meeting

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

AGENDA

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2. Declarations of Interests	
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	Board Away Day – 1 st December (timings TBC)	



To be first for housing

Your Homes Newcastle Board
24 November 2020

TITLE	Health and Safety Policy Review
AUTHOR	Ian Gallagher – Acting Assets and Development Director
COMPANY	Your Homes Newcastle
ACTION REQUIRED	For Approval
SUMMARY	This report provides Board with YHN’s updated Health and Safety Policy

DELIVERY PLAN OBJECTIVES	<ol style="list-style-type: none"> 1. Revolutionary services that support successful living 2. Amazing places where people are proud to live 3. Strong business fit for today, ready for tomorrow 	
STRATEGIC RISK REGISTER	NUMBER & TITLE	SR1: Inadequate arrangements for Health and Safety compliance
	LIKELIHOOD	2 (unlikely)
	IMPACT	4 (high)
FINANCIAL / VALUE FOR MONEY IMPLICATIONS	Failure to comply with Health and Safety legislation could result in financial penalties and increased insurance claims.	
CUSTOMER IMPACT / VIEWS	Reputational damage to YHN if Health and Safety legislation not followed.	
EQUALITY & DIVERSITY CONSIDERATIONS	The Health & Safety Policy has no negative impacts on Equality and Diversity.	

Your Homes Newcastle

Health and Safety Policy Review

1. Purpose of report

- 1.1 Board is presented with an updated Health and Safety Policy, in line with current review frequency.

2. Background information

- 2.1 In accordance with Health and Safety at Work etc. Act 1974, section 2 (3), YHN should review its H&S policy annually, and to reflect any changes made to the organisation or structure.

The policy is a written statement with respect to the health and safety at work of employees, the organisation and arrangements for the time being in force and has been reviewed under the context of the pre-set frequency.

- 2.2 It is acknowledged that YHN board have a strong commitment to health and safety and compliance and have an appointed Health & Safety Champion.
- 2.3 YHN board are the duty holders for Health and Safety, this duty cannot be discharged. To discharge its responsibility the board receives reports from the H&S Committee, at which it has representation from board. Board receive annual training to ensure there is an awareness of their duties.

3. Issues and concerns

- 3.1 YHN are responsible for managing a range of health and safety to YHN and Repairs & Construction Services employees, contractors, visitors and tenants. YHN's policy reflects this and ensures YHN are clear on the roles and responsibilities within its duty.

4. The Options / Appraisal

- 4.1 The Health and Safety Policy has been reviewed to consider the outcomes of transformation and renaming of teams named in the policy.

5. Conclusion and recommendations

- 5.1 Health and Safety Committee reviewed the policy on 4 November.

Board are recommended to review, discuss and approve the updated Health and Safety Policy.

6. Implementation

- 6.1 Pending Board approval, on 24 November 2020, the reviewed Health and Safety Policy will be implemented immediately.

Contact Officer:

If you have any questions about this report that you would like clarifying before the meeting, you can contact Steven Studley by telephone on 0191 2788589 or email Steven.Studley@yhn.org.uk

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Health and Safety Policy

2020



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Introduction

YHN is an Arms Length Management Organisation (ALMO) set up on 1st April 2004 to manage council homes in Newcastle upon Tyne, and also provides contract services across a range of housing provision including Leazes Homes and Leasehold properties. As an employer with over 770 members of staff, we are required to comply with the requirements of the Health and Safety at Work Act 1974. This is the key piece of legislation covering health and safety law.

This policy explains our approach to health and safety management. It covers our legal responsibilities as an employer, and how we meet these responsibilities by managing health and safety risks. In line with Health & Safety Executive (HSE) advice and guidance this policy is presented in six sections with the first three comprising of the recognised and required core sections of a health and safety policy, namely: -

- General Health & Safety Statement
- Organisation & responsibilities
- Arrangements

We want our policy to go beyond statutory minimum requirements, and to reflect our commitment to provide excellent services, protect the health, safety & wellbeing of our staff and relevant others, and to continually improve.

1) Health and Safety General Policy Statement

- i. We recognise that our main responsibilities as an employer are to:
 - Ensure the health, safety and welfare of our employees while they are at work as far as reasonably practicable.
 - Have a written health and safety policy that includes the following sections: a general statement, organisational responsibilities, and our

- arrangements outlining the safety systems and procedures we have in place.
- Carry out our work in a way that does not create risks for others, such as members of the public, employees of other agencies, and contractors, as far as reasonably practicable.
 - Ensure that our premises and other workplaces, including equipment, are as safe as reasonably practicable.
 - Consult with employees on health and safety matters.
- ii. We also note that under the Health and Safety at Work Act, individual members of staff at all levels are required to:
- Take reasonable care for their own health and safety and of others, such as colleagues or members of the public.
 - Co-operate on health and safety issues, for example by following instructions contained in safety related training.
 - Not interfere with anything provided for health and safety reasons.
- iii. We intend to achieve the highest standards of health and safety management in everything we do. We aim to ensure the health, safety and welfare of our staff, partners, contractors, tenants and members of the public as far as we can.
- iv. We are fully committed to implementing this policy, and to maintaining health and safety management systems throughout the whole of our undertaking and at all of our premises and work sites.
- v. We aim to monitor and continuously improve our health and safety performance, and we will achieve this by:
- Complying with all relevant health and safety regulations, Approved Codes of Practice, and other legislative documents and requirements, codes of practice, corporate policies and protocols, as a minimum.
 - Co-operating with customers, clients, the local authority, contractors and housing organisations about issues that could have an adverse effect on the health, safety and protection of individuals, groups and property.
 - Developing and implementing safe working practices in all undertakings, by the provision of information, instruction and supervision to all employees, trainees and contractors working on our behalf.
 - Providing suitable and sufficient training to enable employees and trainees to carry out their work activities without hazard and/or risk, including:
 - i. Initial YHN Induction;

- ii. Site induction;
 - iii. Safety presentations;
 - iv. Trade specific industry standard training;
 - v. Enforcement guidance;
 - vi. Any other identified training needs;
- vi. Developing and maintaining continuous improvement of our health and safety performance and addressing all areas of work.
- vii. Fully integrating health and safety considerations into all our undertakings to minimise any adverse effects, as far as is reasonably practicable.

Our signed commitment.	
Name;	David Langhorne, Managing Director
Signature;	
Date:	
Name;	Tony Gates, Chair of the Board
Signature;	
Date:	

2) Organisation & Responsibilities

- i. This section provides a summary of health and safety roles and responsibilities of our staff. More detailed information about this is included in our risk assessments and in local arrangements, within directorates and teams.

- ii. YHN Board:

Has overall responsibility for health and safety governance across YHN, a duty which cannot be discharged. To discharge its responsibility, the board receives health and safety update reports, health and safety training, and themed update reports on different aspects of health and safety.

A board member will act as the “Health & Safety Champion” on the board. The board Health & Safety Champion will liaise directly and regularly with the Assets & Development Director on strategic health, safety and wellbeing matters.

iii. YHN H&S Committee

The H&S committee will provide assurance and challenge to YHN Board to ensure that there are proper systems and allocations of responsibility in key areas of the organisation for health and safety. The committee will carry out duties delegated by Board and will be attended by board members, Assets and Development Director, Compliance Manager and Compliance Officer. The committee will meet quarterly and feedback directly to Board.

iv. YHN H&S Forum

The H&S forum will be the conduit between YHN employees, union representatives and H&S committee, giving opportunity to raise and discuss any H&S concerns, training requirements and improvement. The H&S forum will meet quarterly and report to H&S committee.

v. The Managing Director:

Acts as Safety Champion for YHN. The Managing Director is responsible for providing funding for health and safety activity and has overall responsibility for ensuring that health and safety systems and procedures are implemented.

vi. Assets & Development Director:

To ensure that relevant and effective health and safety governance arrangements are in place. To set the direction for improved health and safety management and drive forward the ethos of continuous improvement in relation to health and safety performance. To work with fellow directors ensuring robust health and safety monitoring arrangements are in place.

To work with Newcastle City Council (NCC) ~~Assistant Director of Operations~~ on the key matter of NCC **Repairs & Construction Services** staff who remain employees of NCC but are under the control and leadership of YHN.

Attend regular health and safety meetings with the NCC/Repairs & Construction Services (and any other relevant attendees) to ensure identified significant risks arising from operational service delivery, are mitigated and managed.

vii. Directors:

Responsible for assisting the Managing Director with their health and safety responsibilities and for ensuring that all managers and other staff are aware of their role in relation to internal and external health and safety audits and

systems. The **Assets and Development Director** has responsibility for managing the compliance team and 'competent person' in house health and safety advisor, ensuring that the team receives the necessary training and leadership.

viii. Health & Safety Advisor / Competent Person

As required under HASWA 1974 and the Management of Health and Safety at Work Regulations 1999, YHN will employ a health and safety officer to fulfil the role of 'competent person'. With effect from July 2018, an external resource is utilised on a call off basis to act as a competent person resource until a permanent in-house health and safety officer is appointed. Once this appointment is made this policy will be reviewed and amended as required.

ix. Compliance Team:

YHN's compliance team consists of Compliance Manager and Compliance Officers responsible for the following areas;

- Asbestos
- Fire
- Design
- Gas
- Passenger and stair lifts, hoists and water hygiene
- Electrical

The role of the team is to ensure compliance with legislation and best practice in each of the relevant fields, ongoing risk mitigation and reduction. The Compliance Manager will ensure board and the executive team are informed of roles, responsibilities and kept up to date with legislation and sector best practice.

x. Line/Office Managers:

Are responsible for ensuring that any workplace or site they are responsible for complies with all requirements of health and safety management systems and statutory legislation, and that any non-conformity is acted on and reported to the Compliance team and health and safety advisor. They are also responsible for ensuring that all staff they manage are aware of health and safety requirements and have adequate training.

xi. All Staff:

Have a responsibility to comply with requirements of health and safety management systems, and to implement relevant aspects of any systems during their daily work duties. They must also report to their manager any health and safety issues they think may need addressing.

xii. Others (Visitors, customers, contractors etc.):

Must comply with any information given to them about health and safety requirements while on our premises.

3) Arrangements

i. Accident reporting:

In line with current legislation and best practice, our policy is to ensure that all work-related accidents and cases of ill health are reported quickly and in appropriate detail using standard forms and supporting documentation. Information for staff defines what accidents are, what our duties and responsibilities are in dealing with accidents, what managers and staff need to do when an accident occurs, what documentation is required, Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (RIDDOR) information, and follow up action.

To support our arrangements for responding to accidents, each workplace has a designated first aid officer. These staff are volunteers who receive basic first aid training, so they can deal with minor injuries that occur in the workplace. We also provide first aid equipment in all workplaces. In larger workplaces we have evacuation chairs and other facilities to enable staff to respond quickly if an accident, injury or sudden illness occurs.

ii. Near miss reporting

A near miss is an event not causing harm, but has the potential to cause injury or ill health, including dangerous occurrences. YHN expects all near misses be reported as a means of preventing future accidents and improving health, safety and welfare in the workplace.

iii. Whistleblowing

Where health and safety concerns that may result in a serious accident or breach of health and safety legislation in the workplace are not addressed by your line manager or assistant director employees have the ability to whistle blow. Any person with concerns can contact the Whistleblowing Officer (HR Lead Specialist for YHN) who can be contacted in writing, by phone. Please refer to the Whistle blowing policy for more information about how to raise a concern.

iv. Incident and anti-social behaviour reporting:

As violence or aggression against staff by tenants or their household members is a breach of tenancy, it is likely that breach of tenancy action will be taken where an incident has occurred. If this is required, action will be taken by our Safe Living Team.

The team can also take action where the incident involves members of the public who are not tenants. In serious incidents of violence or aggression that constitute criminal behaviour, it is the responsibility of the manager or any other member of staff to contact the police.

Where the perpetrator has specialist support from YHN, such as through the Support Service, the relevant officer should be contacted first for advice before further action is taken.

Incidents may also be logged on the Potential Risk Indicator (PRI) system where a marker may be placed on a file of an individual to show that they pose a potential risk. Further information is available from your manager or on YHN intranet.

v. Forms and logs:

The health and safety homepage on YHN intranet provides a link to the range of forms and logs that managers or staff might need to use in meeting their health and safety responsibilities.

vi. General and legal information for managers:

Our policy is to ensure that managers have all the information they need to manage health and safety effectively and efficiently. Information provided for managers is summarised under the following headings: -

- Who is responsible for health and safety?

- What do I need to do to fulfil my health and safety responsibilities?
- What do I need to know about health and safety law?
- Health and Safety Law

The information is supported by links to key documents relating to health and safety law that managers might need to refer to in carrying out their duties.

vii. Local arrangements:

Each workplace is required to have guidance for staff called 'local arrangements for dealing with difficult situations'. These arrangements are based on a standard template, which the location manager is required to complete and update on a six-monthly basis. Local arrangements cover things like the location of alarms, interviewing arrangements and security in interview rooms, and 'out of office' precautions. The intranet page provides a link to arrangements for every office location and workplace where YHN have staff that we are responsible for.

In addition to these local arrangements, we have a 'Dealing with Difficult Situations' procedure, and a Potential Risk Indicator (PRI) system in place.

viii. Occupational Health:

We have an arrangement with Newcastle City Council (NCC) that allows our staff to access the NCC Occupational Health Unit. This unit provides a range of services to our employees with the aim of promoting and maintaining good health in the workplace. The service can be accessed through a referral by a manager as part of the attendance management procedure, or by staff requesting a referral.

We have a 'YHN Wellbeing at Work' policy located on YHN's intranet, and covers the health, and wellbeing of our employees. We recognise that we have a duty of care to look after the physical and mental health and wellbeing of our staff while they are at work and to ensure that workplaces and working environments are safe and healthy as far as is reasonably practicable. The policy identifies a range of initiatives and support available for staff, covering, for example:

- Smoking cessation;
- Health awareness;
- Mental health support and wellbeing;
- Healthy eating and nutrition;
- Exercise;

ix. Policies and codes of practice:

In addition to our Health and Safety Policy, we have separate policies where required. We also have a set of corporate codes of practice which describe how we manage health and safety. Each code deals with a specific health and safety subject and provides comprehensive guidance.

We recognise that policies, procedures, codes of practice and risk assessments play an important part in reducing risks which may lead to ill health, staff absences and accidents. Staff are required to read and understand the codes of practice and risk assessments that apply to their area of work. The intranet page provides a full list of all our current policies and codes of practice.

x. Health and safety management information:

Additional guidance is available for managers on our health and safety intranet homepage. This guidance explains what managers need to consider in relation to health and safety, and gives managers a step-by-step approach to health and safety management, covering: -

- Policy and organisational statements;
- General employee risk assessments;
- Codes of practice;
- Supplementary risk assessments;
- Internal accident and incident reporting procedures;
- Health and safety management system manual and procedures;

xi. Risk assessment:

The management of risk underpins all our health and safety processes. Our risk management policy explains our approach to risk management, and this is available on the staff intranet. We have a corporate risk register that includes health and safety issues, as well as other major risks we face as an organisation.

In addition to the risk management policy, we have carried out a series of risk assessments for specific groups of employees, linking with health and safety codes of conduct and other risks that have been identified. Our intranet has a full list of risk assessments that we have carried out, along with guidance for managers for carrying out a new risk assessment or reviews when this is required, which covers the following areas: -

- What is risk assessment;
- YHN's risk assessment system;

- What do I need to do (as a manager and a member of staff)? This covers implementing risk assessments, whether a new risk assessment is required, and monitoring and review of risk assessments.

xii. Work Related Driving:

We recognise that individual staff will be using vehicles and drive during the day whilst on YHN business. Effective management of work-related road safety helps YHN to reduce risk. Added benefits include: - fewer injuries to drivers; reduced risk of work-related ill health; reduced stress and improved morale. YHN has a driver's handbook for work related driving.

xiii. Electrical:

All portable and transportable (PAT) electrical equipment will be checked visually by the user each time it is moved. No employee will use any electrical equipment which they suspect may be faulty. All portable and transportable electrical equipment will be subject to formal visual inspection and testing on a regular basis. Only competent, authorised people will be permitted to carry out any work on any electrical equipment, which must be tested in accordance with IET Regulations upon completion. Fixed electrical systems within YHN offices will be inspected and tested at recommended regular intervals. All amendments to the fixed installations will be carried out in accordance with the Institute of Engineering and Technology (IET) Wiring Regulations, by fully qualified and competent persons.

xiv. Training:

We have a range of training that relates to health and safety. This includes the following: -

- Training for health and safety staff;
- Induction training for all staff covering general health and safety issues;
- Specialist health and safety training for staff due to the nature of the work they carry out including mental health first aid;
- Mandatory training for all staff around safety issues;
- Optional training for staff around health issues;

In addition to these courses, new managers and supervisors must also attend:

- Recruitment and selection (for those who will be involved in recruiting and selecting new employees);
- Managing discipline and grievance;
- Managing and developing staff;

- Job specific health and safety training as required;

Frontline managers and staff also receive training in the following: -

- Dealing with difficult situations;
- Complaints training;
- Northgate;
- Core YHN business training;

Board will receive annual training in the following: -

- Legal duties and responsibilities
- Sector specific H&S and compliance law, regulations and best practice

Our health and safety intranet page provide links to a range of health and safety videos to complement our formal health and safety training courses.

4) Equality and Diversity

- i. Equality analysis has been carried out for this policy. As the policy formalises our legal duties in relation to the Health and Safety at Work Act 1974, it will not have a negative impact on any of the protected characteristics under the Equality Act 2010.

5) Responsibility for Monitoring the Policy

- i. YHN Compliance Manager is responsible for monitoring the health and safety policy, and for ensuring that it is reviewed on a regular basis.
- ii. The Compliance Manager reports to Board via Health and Safety committee on all health and Safety matters including:
 - Board roles and responsibilities
 - Accident and incident statistics and monitoring
 - Health and Safety training including Board and refresher training where required
 - Changes in legislation or best practice relating to any areas of technical compliance

6) Review

i. The Health & Safety Policy will be reviewed annually by the Compliance Manager, any policy amendments will be approved by Health and Safety committee. However, a review earlier than this may be required by factors including:

- Legislative or regulatory changes;
- Structural or role changes;
- Operational or technical changes;
- Changes in evidence base;
- Organisational learning;
- Audits and reviews of the effectiveness of the policy;

DRAFT

Current version:	6.2		
Date published:	October 2019		
Date of next review:	October 2021		
Author:	Compliance Manager		
Owner:	Assets and Development Director		
Approved by:	Health & Safety Committee YHN Board	Date:	
		Date:	

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To be first for housing

Your Homes Newcastle Board
24 November 2020

TITLE	Group Governance Handbook
AUTHOR	Jill Davison – Assistant Director Business Support
COMPANY	Your Homes Newcastle
ACTION REQUIRED	For Approval
SUMMARY	Board are asked to approve proposed amendments to the Group Governance Handbook.

STRATEGIC OBJECTIVES	3. Strong business fit for today, ready for tomorrow	
STRATEGIC RISK REGISTER	NUMBER & TITLE	SR4: 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

Group Governance Handbook

1. Purpose of report

- 1.1 The purpose of this report is to seek approval of proposed changes to the Group Governance Handbook (hereafter the Handbook), to reflect recent changes to the group structure, and amended committee terms of references following the annual review.

2. Background information

- 2.1 The Handbook sets out the governance arrangements which underpin the day to day operations of the Your Homes Newcastle Ltd Group.
- 2.2 In June 2018, the Board adopted the National Housing Federation Code of Governance. The Code states:

C. Essential Functions of the Board

(C5) The constitutional relationship and arrangements between parent and each subsidiary must be formally recorded.

E. Conduct of Board and Committee Business

(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.

- 2.3 In September 2017, the Board agreed that committees will review their terms of reference annually and present their proposed amendments to the Board for approval.
- 2.4 Committees reviewed their terms of references during their meetings in November, with the exception of Remuneration and Nominations Committee as there aren't any meetings scheduled at present, as such the Chair has reviewed those terms. Customer Service Committee will be conducting their annual review of terms at their next meeting, which will be presented to Board for approval in early 2021.
- 2.5 The FCA accepted the Instrument of Dissolution for Asfaleia Ltd. on 2nd October. Previous reports to Board have highlighted where the supported services of the former subsidiary (Ostara, Support and Progression, Housing Plus) will sit under the current group structure.

3. The Handbook

- 3.1 The Handbook, attached as appendix one with tracked changes, has been updated to reflect the change in group structure following the dissolution of Asfaleia Ltd, and the amendments to committee terms of reference. Other minor changes are for general housekeeping reasons and to reflect changes across directorate teams.
- 3.2 A full governance policy and documentation review will be undertaken in 2021 to support the YHN and Leazes Homes partnership work and will be brought back to the Board.

4. Conclusion and recommendations

- 4.1 Board are recommended to:
- a) Discuss and approve proposed amendments to the Handbook;
 - b) Discuss and approve proposed amendments to the terms of reference of:
 - Finance and Performance Committee
 - Group Audit and Risk Committee
 - Health and Safety Committee
 - Remuneration and Nominations Committee
 - Time Limited Committee

5. Next Steps

- 5.1 Once updated, the Handbook will be published on the public YHN website and shared with members for their records.

Background Papers

- Group Governance Handbook

Contact Officer:

If you have any questions about this report that you would like clarifying before the meeting, you can contact Andrew Baker-Daley by email –

Andrew.baker-daley@yhn.org.uk

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Your Homes
Newcastle

GROUP GOVERNANCE HANDBOOK

Group Governance Handbook

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Version Control Table

Version number	<u>5</u>
Date current version produced	<u>November 2020</u>
Due date for next review	<u>November 2021</u>
Author	Jill Davison Company Secretary 0191 278 8624 jill.davison@yhn.org.uk
Contact for further information	As above

1 Introduction

This handbook sets out the governance arrangements, which underpin the day to day operations of the Your Homes Newcastle (YHN) Group, how the organisation is run and how it makes its decisions.

Governance is about making sure an organisation does the right things, in the right way, at the right times. Governance affects the whole organisation. The Board, the management, staff and stakeholders all have a duty to uphold excellent standards of governance.

The organisation signs up to the **National Housing Federation Code of Governance**. 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 nine principles set out below;

Ethics It operates according to high ethical standards, explicit values and appropriate codes of governance and conduct.	Review and renewal There are formal and open processes for the periodic review of the Board's own performance, which ensures its renewal on an ongoing basis.
Accountability There is a proper accountability to, and involvement of, all the organisation's stakeholders, primarily its residents.	Clarity There is clarity of roles and responsibilities between the organisation's Board members, paid staff and shareholders.
Customer First It puts the needs of existing and potential service users at the heart of business decisions and strategy.	Control There are effective systems for internal delegation, audit, risk management and control. The Board receive adequate and timely reports and advice to inform its decisions. The Board has an effective relationship with internal auditors, external auditors and regulators.
Openness There is a spirit of openness, making full disclosure of governance matters and other information.	Structures There are effective staffing and committee structures to support the Board's work.
Diversity and Inclusion There is fairness and equality of opportunity and a recognition of diversity in all aspects of the organisation's governance.	

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 handbook.

- **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 YHN Group Structure

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.

In 2015, a group structure (the "Group") was created. ~~with two subsidiary companies; Today, the Group consists of YHN and one subsidiary, Abri Trading Limited, and Asfaleia Limited,~~ with ~~three~~ four committees servicing the group.

2.1 Legal Structure



Your Homes Newcastle (YHN)

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 constituted by their Memorandum and Articles of Association. The remit of the YHN Group Board is set out in section 3.1 Matters reserved to the YHN Group Board.

Abri Trading Limited

Abri Trading Limited is a private company limited by shares (company number: 09772167). Your Homes Newcastle is the sole 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 Memorandum and Articles of Association. The remit of the Abri Trading Limited Board is set out in section 3.3 Subsidiary Boards.

Asfaleia Limited

~~Asfaleia Limited is a Community Benefit Society (CBS) registered with the Financial Conduct Authority (FCA) under the Co-operative and Community Benefit Societies Act 2014 (registered number 7221). It has charitable status but is exempt from registration with the Charities Commission, it is a "charity" but not a "registered charity". Asfaleia Limited was constituted as a separate subsidiary company to facilitate the services which operate as a benefit to the community. Asfaleia Limited is responsible for Community Care Alarm Service, Sheltered Housing Service, Employability, Young Peoples Service, and Advice and Support.~~

~~Asfaleia Limited is constituted by their Rules and charitable objects. The remit of the Asfaleia Limited Board is set out in section 3.3 Subsidiary Boards.~~

Committees

The YHN Group Board may delegate any of their powers to any committee consisting of three or more Board members together with any such person the Board considers fit to exercise such powers. The current governance structure of YHN comprises ~~three~~ four committees;

- Finance & Performance Committee
- Group Audit and Risk Committee
- Health and Safety Committee
- Remuneration & Nominations Committee

In addition to the Board committee structure, YHN has a Customer Service Committee. The committee is made up of all tenants with one YHN Group Board member representative. This strengthens the tenant voice by including them in the governance structure as they have direct access to the Board and will attend an annual Board away day together to ensure the Board are held to account and also hear the views of tenants directly.

The remit of these committees are set out in section 3.4, as well as Time Limited Committees, which may be convened in order to scrutinise in closer detail areas of concern identified by the YHN Group Board.

2.2 Legal names

The Group operate 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':

- legal documents must be entered into using the relevant legal name; and
- a sign showing the legal name must be displayed at the registered company address and wherever the business operates; and
- on all company documents, invoices, letterhead and publicity.

The legal names in the Group are;

- Your Homes Newcastle Limited
- Abri Trading Limited
- ~~Asfaleia Limited~~

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

2.3 Membership

Upon the formation of a company, under section 112 of the Companies Act 2006, the subscriber of the company's memorandum are deemed to have agreed to become the members of the company. The following section lists the members of each of the group companies.

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.

Abri Trading Limited – company limited by shares

Your Homes Newcastle is the sole shareholder of Abri Trading Limited and is listed in the register of members. The liability of the shareholder is 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.

~~**Asfaleia Limited**~~

~~As a Community Benefit Society, the Board members become a shareholder on appointment as a Board member and will be listed in the register of members. The rules of the society state that the parent (Your Homes Newcastle) and the Board members shall be the only shareholders, no other person or body may be admitted as a shareholder. A shareholder who is a Board member shall automatically cease to be a shareholder when they cease to be a Board member.~~

It is the responsibility of the Company Secretary to maintain an up to date and accurate register of members for each company.

2.4 Organisational Structure

The Group is a large organisation with around ~~67~~50 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~~three distinct organisational directorates:

Customer Services

Our Customer 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.

Assets and Development Services

Our Assets and Development Services division incorporates all of the services that client the improvement and maintenance of the city council's housing assets.

Finance and Commercial Services

Our Finance and Commercial division incorporates Finance, ~~IT~~, Performance, and our commercial activity including Newcastle Furniture Service and Palatine Beds.

Business Support

Support to the business includes Communications, Customer Engagement, Policy, Innovation, Governance, Projects and IT Services. The service also has oversight of our service level agreements with NCC who provide our Human Resources and Organisation Development.

2.5 Management Structure

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

- **Managing Director**

Responsible for all management, operational and non-major decisions regarding all key functions of the organisation. Also has strategic and operational responsibility for Business Support.

- **Customer Services Director**

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

- **Assets and Development Director**

Ensures YHN makes the optimum use of its assets in planning and delivery of investment in YHN's stock. Also has responsibility for health & safety and property maintenance which covers the clienting of repairs and maintenance.

- **Finance and Commercial Director**

Strategic and operational responsibility for the resources functions which support the rest of the business, finance, performance, and risk, ~~IT and HR~~. Also responsible for the strategic success and growth of the commercial trading side of the business, Newcastle Furniture Service and Palatine Beds.

3 Governance Structure

This section sets out the responsibilities and working methods of the Group, its subsidiary~~y~~ies and committees. This includes matters reserved for the YHN Group Board and those of the subsidiary Board~~s~~s as well as the terms of reference for the established committees which the YHN Group Board has delegated responsibility to.

These governance arrangements have been written with a view to encapsulating the relationships specific within the Group. Should there be any conflict between YHN supporting governance policies and the articles or rules of the subsidiary company~~y~~ies, the articles and rules take precedence.

3.1 Matters Reserved to the YHN Group Board

The YHN Group Board reserves to itself the following powers except only to the extent that such powers have either in part or in their entirety been expressly delegated by the YHN Board to a Committee or an Officer:

- 3.1.1 adopting and changing the governance arrangements;
- 3.1.2 approving and adopting strategies, policies, business plans and work programmes, including the YHN Business Strategy and Delivery Plan;
- 3.1.3 Annual review and approval of the strategic risk register;
- 3.1.4 Approving the statement of accounts, income and expenditure and balance sheets;
- 3.1.5 appointing the Vice Chair of the YHN Group Board;
- 3.1.6 agreeing and/or amending terms of reference for Committees, deciding on their composition and making appointments to them including the appointment of Chairs;
- 3.1.7 ~~approving procedures for the recruitment for tenant YHN Board members;~~
- 3.1.8 recommending persons for appointment as independent YHN Group Board members;
- 3.1.9 approving proposals to provide services on behalf of other organisations;
- 3.1.10 making recommendations to general meetings of Your Homes Newcastle;
- 3.1.11 appointing external auditors;
- 3.1.12 approving membership of, and appointing representatives to, outside bodies unless the function has been delegated to an Officer;
- 3.1.13 confirming the appointment of the Managing Director;
- 3.1.14 making arrangements for the discharge of any of Your Homes Newcastle's functions by another organisation;
- 3.1.15 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;
- 3.1.16 agreeing changes to policies, strategies and procedures that are a major decision;
- 3.1.17 making decisions about any functions that by law are the responsibility of Your Homes Newcastle and have not been delegated to a Committee or Officer;
- 3.1.18 approving the Your Homes Newcastle Budget;
- 3.1.19 agreeing the Investment Programme delegated to Your Homes Newcastle;
- 3.1.20 making recommendations to the Council on its Housing Strategy, Lettings Policy, Community Safety Strategy and other matters within the Council's Policy Framework;

- 3.1.21 monitoring the Your Homes Newcastle budget, outturn, performance and implementation and effect of policy decisions;
- 3.1.22 undertaking activities relating to virements and other issues specified under Financial Regulations;
- 3.1.23 forming partnerships as necessary to facilitate the delivery of the objectives of Your Homes Newcastle;
- 3.1.24 considering and responding to consultation papers from Government, Council or other bodies;
- 3.1.25 agreeing personnel policies, other than minor or technical changes to existing policies which do not affect the underlying principles of the policies;
- 3.1.26 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;
- 3.1.27 governance of major procurement projects;
- 3.1.28 Reviewing and monitoring YHN's income, expenditure and budgets and the associated Medium Term Plan (on a six monthly basis);
- 3.1.29 Reviewing and monitoring YHN's investment programme high level expenditure, funding and budgets; and
- 3.1.30 Receiving and approving annual reports from its subsidiary companies and committees.

The procedures with regard to meetings of the YHN Group Board are outlined in the Standing Orders, this include details of notice of meetings, quorum, minutes and the general conduct of meetings.

For further detail please see:

[Standing Orders for Board and Committee meetings](#)

3.2 Major Decisions

3.2.1 Major decisions referred to in 3.1 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.

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

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

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

The following delegations are effective:

Approved Budget

- 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.

- 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.
- 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.

Unapproved Budget

- 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
- 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

3.2.4 The definitions are qualified by the following:

1. 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.
2. Decisions to bid for sums over £100,000 are not included, provided that expenditure is within the agreed budget and policies of Your Homes Newcastle.
3. "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.
4. 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.

3.2.5 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:

1. The 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.
2. 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.

3.3 Subsidiaries

Your Homes Newcastle set ~~up the following subsidiary companies~~ up a trading subsidiary, Abri Trading in 2015 in order to achieve increased efficiencies within the business.

- ~~Abri Trading Limited~~
- ~~Asfaleia Limited~~

Alongside the formal and legal relationships established by the articles of association and rules of each company, there ~~are~~ an Intragroup Agreements set up which ~~are~~ intended to regulate key aspects of interaction between YHN as the parent and its subsidiary~~s~~. These ~~agreements~~ includes; internal governance arrangements, and the adoption of group policies and business plans. Service Agreements which agree the provision of services between YHN and the subsidiary~~s~~ are also signed.

Matters Reserved to the subsidiary

Boards; Abri Trading Limited

- All matters reserved for the Board as set out in section 3.1.1 to 3.1.29 where applicable, and
- Any aspects of the matters delegated to the Finance and Performance Committee which relate to the traded elements of NFS (including HRA elements) and Palatine beds.

~~Asfaleia Limited~~

- ~~All matters reserved for the Board as set out in section 3.1.1 to 3.1.29 where applicable, and~~
- ~~Any aspects of the matters delegated to the Finance and Performance Committee which relate to the elements of Care Services, Employability, Advice & Support and Young Peoples Service.~~

For further detail please see:

Your Homes Newcastle and Abri Trading Limited Intragroup Agreement

~~Your Homes Newcastle and Asfaleia Limited Intragroup Agreement~~

3.4 Matters delegated to committees

3.4.1 Group Audit & Risk Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 to monitor the integrity of the company's 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 organisation;
 - Internal audit;
 - External audit;
 - Internal control system, ~~including Health and Safety~~;
 - Risk Management framework.

2. Delegations

The committee will carry out the following duties on behalf of YHN Group Board; ~~the YHN and Asfaleia 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 Asfaleia Boards~~ 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 Monitor and review the Group's Health & Safety policy and arrangements. One committee member will be assigned Directorial responsibility for Health and Safety, to gain assurances for the committee and the main Board that Health and Safety issues are given appropriate priority~~
- 2.7 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

- 2.8 Monitor the Group's policies on fraud, whistleblowing and bribery, anti-corruption and anti-fraud arrangements
- 2.9 Review and approve the Annual Assurance Statement for NCC
- 2.10 Develop and implement policy on business continuity

Internal Audit

- 2.11 Review and agree the internal audit work programme
- 2.12 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
- 2.13 Monitor and review the effectiveness of the internal audit function

External Audit

- 2.14 Monitor and review the effectiveness of the external audit function
- 2.15 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
- 2.16 Recommend to the YHN Group Board the appointment, remuneration and terms of engagement of the external auditor
- 2.17 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
- 2.18 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 ~~all laws and regulations and~~ the National Federation of Housing Code of Governance,
 - 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 YHN Group Directors' Report and Financial Statements

3.3 The following matter will be reserved for the Abri Trading Board –
Approval of the Abri Trading Ltd Directors' Report and Financial Statements

~~3.3 The following matters will be reserved to Asfaleia Limited Board:~~

~~Approval of the Asfaleia Ltd Directors' Report and Financial Statements~~

3.4 Appointment of External Auditors

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 forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice

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 Finance and Commercial Director 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 and issues affecting the sector

4.4 Committee members will take responsibility for seeking assurance on matters of compliance

5. Reporting to the YHN Group Board

5.1 Minutes of the Committee meetings will be submitted to the YHN Group 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 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 as needed

5.3 Specific risk management items, where appropriate and necessary, will be reported more frequently, with a minimum of twice yearly reports to the Board. Any changes to the strategic risk register will be reported to the YHN ~~Group or Asfaleia Board respectively.~~

6. Reporting between Committees

- 6.1 There may be occasions when Committee wishes a particular piece of work to be carried out that is not within these terms of reference. The Committee Remit Protocol should be used to make a request to the appropriate Committee

7. Membership

- 7.1 The membership of the Committee, including the Chair, will be up to six members of the YHN Group~~five. Four members of the YHN Board and one representative from Asfaleia Limited~~
- 7.2 The nominated Chair will be an independent member of the YHN Board and not a council appointed member or the Chair of the YHN Board
- 7.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair for agreement by the YHN Group Board~~Board~~~~at the first meeting after the Annual General Meeting~~
- 7.4 The Committee will appoint a Vice Chair from within the current membership.
- 7.5 The Chair of YHN Group Board and the Managing Director shall have a standing invitation to attend meetings where necessary/appropriate

8. Frequency of Meetings

- 8.1 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
- 8.2 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 Managing Director, the Finance & Commercial Director, the external audit lead partner and the Head of Internal Audit
- 8.3 Where appropriate, the Committee may determine the format of their meetings as either in person or online.

9. Quorum

- 9.1 The quorum for the transaction of business at meetings of the Committee will be ~~the Chair or Vice Chair and two Committee members~~three members
- 9.2 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

10. Lead Officer

- 10.1 The Lead Officer for the Group Audit and Risk Committee is the Finance and Commercial Director, who ~~Page 138~~ reported 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~~his/her behalf

11. Agenda Dispatch and Minuting of Meetings

~~11.1 The Council's Democratic Services Team will allocate a named Democratic Services Officer to support the Committee~~

11.1 ~~This Officer will a)~~A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and ~~b)~~
2 minute meetings of the Committee

11.2 ~~The Lead Officer will be responsible for making sure that the agenda and papers are sense checked before being provided to Democratic Services prior to publication~~
3

11.3 ~~Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way~~
4

3.4.2 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 Delivery Plan targets set annually

2. Delegations

The Committee will carry out the following duties on behalf of the YHN Group Board:

- 2.1 Review and monitor the in-year 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 YHN against Housemark and other national benchmark information
- 2.11 Review, scrutinise and challenge the development of the Delivery Plan for future years
- 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 ~~all laws and regulations and~~ the National Federation of Housing Code of Governance,
 - 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 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 forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice
- 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 and issues affecting the sector

5. Reporting to the Board

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

should be reported to Boards as needed

- 5.3 Specific financial or performance issues, where appropriate and necessary, will be reported more frequently

6. Reporting between Committees

- 6.1 There may be occasions when Committee wishes a particular piece of work to be carried out that is not within these terms of reference. The Committee Remit Protocol should be used to make a request to the appropriate Committee

7. Membership

- 7.1 The membership of the Committee, including the Chair, will be five up to six members of the YHN Group. ~~Four members of the YHN Board and one representative from Asfaleia Limited~~
- 7.2 The nominated Chair will be an independent member of the YHN Group Board and not a council appointed member
- 7.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair for agreement by the YHN Group Board ~~at the first meeting after the Annual General Meeting~~
- 7.4 The Committee will appoint a Vice Chair from within the current membership.
- 7.5 The Chair of YHN Group Board and the Managing Director shall have a standing invitation to attend meetings where necessary

8. Frequency of Meetings

- 8.1 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
- 8.2 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 Managing Director, and the Finance and Commercial Director

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

9. Quorum

- 9.1 The quorum necessary for the transaction of business at meetings of the Committee will be ~~the Chair and two of the~~ three members

9.2 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

10. Lead Officer

10.1 The Lead Officer for the Finance and Performance Committee is the Finance and Commercial Director, 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 ~~his/her~~their behalf

11. Agenda Dispatch and Minuting of Meetings

~~11.1 The Council's Democratic Services Team will allocate a named Democratic Services Officer to support the Committee~~

11.1 ~~This Officer will a)~~A nominated officer dispatch the agenda and papers no ~~2~~ later than five working days before the date of the meeting and ~~b)~~ minute meetings of the Committee

11.2 ~~3~~ The Lead Officer will be responsible for making sure that the agenda and papers are sense checked ~~before being provided to Democratic Services~~prior to publication

11.3 ~~4~~ Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way

3.4.3 Remuneration and Nominations Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 to review and agree on an annual basis the level of remuneration of the Managing Director
- 1.2 to make recommendation to the YHN Group Board on Board appointments

2. Delegations

The committee will carry out the following duties on behalf of the YHN Group Board:

- 2.1 Determine the remuneration package for the Managing Director within the terms of the agreed framework or policy. The Committee will make its decision after taking into consideration relevant benchmarking including remuneration packages of other ALMOs, relevant Boards and Newcastle City Council's Executive Management Team
- 2.2 The Chair and nominated Committee Members will be the panel for the appointment of the Managing Director together with a representative the Chief Executive of Newcastle City Council and a relevant external person. The Committee will then recommend the appointment of the Managing Director to the YHN Group Board
- 2.3 Appointments to the Executive Team. The interview panel will include (but not be limited to) the Chair of the Board and another member of Remuneration and Nominations Committee
- 2.4 Regularly review the structure, size, composition and balance of skills, knowledge, experience and diversity of the Board and make recommendations to the Board with regard to any changes, giving due regard to the outcomes of the annual Board evaluation and appraisal process
- 2.5 Make recommendations to the Board concerning the re-appointment of any Board member at the conclusion of his or her specified term of office, especially when they have concluded their second term, having given due regard to their performance and ability to contribute to the Board in the light of the knowledge, skill and experience required

- 2.5 ~~Responsible for identifying~~ and nominating candidates to fill Board vacancies as and when they arise, for the approval of the YHN Group Board
- 2.6 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 Managing Director
- ~~2.7 Make recommendations to the Board concerning the re-appointment of any Board member at the conclusion of his or her specified term of office, especially when they have concluded their second term, having given due regard to their performance and ability to contribute to the Board in the light of the knowledge, skill and experience required~~
- 2.8 Make recommendations concerning any matters relating to continuation of office of any Board member at any time including the suspension or termination of service
- 2.9 ~~Establish the selection criteria,~~ Identifying the need, specifying the criteria and terms of reference for selecting, appointing and setting ensuring the oversight of the terms of reference for any consultants who advise the committee
- 2.10 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 ~~all laws and regulations and~~ the National Federation of Housing Code of Governance,
 - 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 The appointment of the Managing Director
- 3.3 The dismissal of the 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 forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice
- 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 ~~Page 145~~ increasing their knowledge of YHN and issues effecting the sector

5. Reporting to the YHN Group Board

- 5.1 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.
- 5.2 Where there are matters that (a) require YHN Group 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 as needed

6. Reporting between Committees

- 6.1 There may be occasions when Committee wishes a particular piece of work to be carried out that is not within these terms of reference. The Committee Remit Protocol should be used to make a request to the appropriate Committee

7. Membership

- 7.1 Membership of the Committee will be made up of the Chair and Vice Chair of the YHN Group Board, the Chairs of ~~Group Audit & Risk Committee and Finance & Performance Committee~~Finance and Performance Committee, Group Audit and Risk Committee and Health and Safety Committee
- 7.2 The Chair of the YHN Board will chair meetings of the Committee
- 7.3 The Company Secretary will act as Secretary to the Committee
- 7.4 The Finance and Commercial Director or their appointee will attend all or part of meetings of the Committee by invitation to advise on matters of remuneration/policy. The 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 Managing Director is under discussion

8. Frequency of Meetings

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

9. Quorum

- 9.1 The quorum necessary for the transaction of business at meetings of the Committee will be the Chair (or acting Chair) and two of the members

9.2 In the absence of the 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.

10. Lead Officer

10.1 The Lead Officer for the Committee is the Company Secretary, ~~who will be supported at Committee meetings by their reporting officers as and when appropriate and necessary~~

11. Agenda Dispatch and Minuting of Meetings

~~11.1 Meetings of the Committee shall be arranged by the Company Secretary and Group Governance Manager at the request of the Chair~~

11.1 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

11.2 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked prior to publication

11.3 Notices, agendas and supporting papers can be sent in electronic form
2 where the recipient has agreed to receive documents in such a way

3.4.4 Customer Service Committee

1. Purpose

The purpose of the Committee will be:

- 1.1 To strengthen the tenant voice in terms of influencing the decision making throughout YHN and to feed back the tenants' voice to the YHN Board
- 1.2 To understand and improve the customer experience
- 1.3 To understand new innovations in customer service and explore how YHN can use these to improve services

2. Delegations

The committee will carry out the following duties on behalf of the YHN Board:

- 2.1 Develop and monitor the YHN Customer Insight and Engagement Strategy and action plan
- 2.2 Monitor the delivery of the customer commitments as outlined in the Delivery Plan
- 2.3 Receive and discuss updates from NCC Independent Housing Scrutiny function and Newcastle Independent Tenant Voice and commission insight and engagement projects where performance is an area of concern
- 2.4 Review complaints trends, decide how from a business we learn from this and contribute to improvement plans
- 2.5 Understand the impact of Government changes on people living in our neighbourhoods and how YHN responds
- 2.6 Understand YHN customer satisfaction and service performance and commission insight and engagement projects where performance is an area of concern
- 2.7 Influence and monitor the social value of engagement
- 2.8 Maintain communications with YHN Board to ensure decisions affecting customers are given due consideration

- 2.9 Lead on the Institute of Customer Service and Discoverers projects and ensure it reflects the customer voice
- 2.10 To periodically review the terms of reference, amend accordingly, and present recommendations to YHN Board for approval

3. Matters reserved for YHN Board

- 3.1 Amendments to the committee terms of reference
- 3.2 Approval of the Business Strategy and Delivery Plan
- 3.3 Approval of budgets

4. Responsibility of committee members

- 4.1 Committee members will be expected to prepare themselves for meetings by reading the committee papers in advance, including the virtual sign off of minutes and action lists. 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 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 and issues affecting the sector
- 4.4 The YHN Board will hold two strategic away days per year, Committee members will be expected to attend one of these sessions for a half day discussion relating to customer service and projects linked to the Committee
- 4.5 Members will be expected to attend an annual appraisal meeting with the Engagement Team to discuss successes, contribution, and opportunities for development and training

5. Reporting to the YHN Board

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

6. Reporting between Committees

- 6.1 There may be occasions when Committee wishes a particular piece of work to be carried out that is not within these terms of reference. The Committee Remit Protocol should be used to make a request to the appropriate Committee

7. Membership

- 7.1 The Committee shall comprise up to fifteen members;
- Up to twelve NCC tenant members, one of whom will be nominated as Chair,
 - A nominated member of the YHN Board
 - One NCC tenant representative from Housing Scrutiny
 - One NCC tenant representative of Newcastle Independent Tenants Voice
- 7.2 The Committee will consider nominations and vote to appoint Chair and Vice Chair roles annually
- 7.3 The Chair of YHN Board and the Managing Director shall have a standing invitation to attend meetings where necessary
- 7.4 Committee members should refer to the Person Specification for eligibility criteria

8. Frequency of Meetings

- 8.1 The Committee will meet at least four times a year. 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
- 8.2 It is acknowledged that it may be necessary to arrange meetings between scheduled Committee meetings to progress activities and projects which contribute to the work plan of the Committee

9. Quorum

- 9.1 The quorum for the transaction of business at meetings of the Committee will be the Chair or Vice Chair and four Committee members

10. Lead Officer

- 10.1 The Lead Officer for the Customer Service Committee is the Customer Service Director, 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 his/her behalf

11. Agenda Dispatch and Minuting of Meetings

- 11.1 The Council's Democratic Services Team will allocate a named Democratic Services Officer to support the Customer Service Committee
- 11.2 This Officer will a) dispatch the agenda and papers no later than five working days before the date of the meeting and b) minute meetings of the Committee
- 11.3 The Lead Officer will be responsible for making sure that the agenda and papers are sense checked before being provided to Democratic Services
- 11.4 Notices, agendas and supporting papers will be sent in electronic form by default unless otherwise specified by the recipient

3.4.5 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 the following risks in the Strategic Risk Register:

SR1: Non-compliance with Health and Safety responsibilities

SR2: Inadequate response to fire safety concerns

1.2 To discuss matters systems, procedures and safeguards relating to health and safety at work in the organisation (including BCE 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 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;

- 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
Receive updates on organisational training activity
- 2.4
- 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 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,
 - 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 forward their views/comments on the matters to be discussed to the Committee Chair before the meeting with a minimum of 24 hours' notice
- 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 and issues affecting the sector

5. Reporting to the YHN Board

- 5.1 Minutes of the Committee meetings will be submitted YHN Group Board for information
- 5.2 Where there are matters that (a) require YHN Group 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 accordingly

6. Reporting between Committees

6.1 There may be occasions when Committee wishes a particular piece of work to be carried out that is not within these terms of reference. The Committee Remit Protocol should be used to make a request to the appropriate Committee

7. Membership

7.1 The membership of the Committee, including the Chair, will be ~~five. Four members of the YHN Board and one representative from Asfaleia Limited~~ up to six members of the YHN Group Board

7.2 The nominated Chair will be an independent member of the YHN Group Board and not a council appointed member

7.3 The membership and Chair of the Committee will be proposed annually by the YHN Chair for agreement by the YHN Group Board

7.4 The Committee will appoint a Vice Chair from within the current membership

7.54 YHN officer representation will comprise appropriate personnel including from the following group (who may not attend each meeting):

- Assets and Development Director
- Assistant Director of Property Services
- Building Safety Manager
- Compliance Manager
- Compliance Officer

7.65 The Managing Director shall have a standing invitation to attend meetings where necessary

7.76 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

8. Frequency of Meetings

8.1 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

8.2 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 Managing Director, and the Assets and Development Director, ~~the external audit lead partner and the Head of Internal Audit~~

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

9. Quorum

- 9.1 The quorum for the transaction of business at meetings of the Committee will be ~~the Chair and two Committeethree~~ three members
- 9.2 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

10. Lead Officer

- 10.1 The Lead Officer for the Health and Safety Committee is the Assets and Development Director, 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

11. Agenda Dispatch and Minuting of Meetings

- ~~11.4 The Council's Democratic Services Team will allocate a named Democratic Services Officer to support the Committee~~
- 11.~~12~~ ~~This Officer will a)~~ A nominated officer will dispatch the agenda and papers no later than five working days before the date of the meeting and ~~b)~~ minute meetings of the Committee

3.4.6 Time Limited Committee

1. Purpose

- 1.1 The purpose of Time Limited Committees are:
- To scrutinise in closer detail areas of concern identified by the YHN Group Board;
 - To ensure that all the relevant issues are identified and dealt with;
 - To act as a forum for debate on potential courses of action;
 - To consider good practice and/or innovation identified elsewhere;
 - To ensure that appropriate action is taken and the impact evaluated; and
 - To report back to the YHN Group Board at regular intervals and at the end of the time-limited project.

2. Membership

2.1 Membership of a Time Limited Committee will comprise:

- ~~Three~~Two YHN Group Board Members; and may include
- One expert critical friend.

2.2 When appropriate the following may also be asked to send representatives to participate in membership of the Time Limited Committee:

- One Council nominee (officer or Councillor)

3. Principles of operation

The Committee's inaugural meeting will set out the required end result and will identify key milestones.

- Clear tasks, roles, timescales and resources will be set out in a project plan which will be used to monitor and evaluate progress.
- The date and time of Committee meetings will be agreed by the Committee members at the inaugural meeting.
- A working group of Officers will carry out the tasks as directed by the Committee.
- 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 Committee.
- Where possible the Officer group will identify and develop expertise and learning previously developed through Best Value Reviews and the programme workstreams.
- The focus of the Committee will be on issue resolution and/or service and performance improvements.
- The Committee will be empowered by the YHN Group Board, where something needs to be done, to do it without referring such matters/requests to the YHN Group Board for approval.

- The Committee will not get embroiled in operations, but will oversee them.
- Committee members will be required to commit time to understand the issues under consideration and therefore add value to the subject in question.
- The Committee will give the Lead Officer(s) clarity about the content and periodicity of progress reports and the frequency of Committee meetings.
- Meetings of the Committee will be formally minuted.
- The quorum for meetings of the Committee will be two YHN Group Board members.
- The findings of the Time Limited Committee will be reported to the YHN Board and/or a Committee for information

3.4.7 Committee Remit Protocol

Introduction

The purpose of this protocol is to provide guidance on dealing with matters where a Committee wishes a particular piece of work to be carried out that is not within their terms of reference.

Process

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 Lead Officers will be responsible for bringing this matter to the appropriate committee.

The Lead Officer of the Committee making the request will present a report on their behalf to the appropriate Committee.

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.

Reporting

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.

3.5 Standing Orders

High standards of corporate and personal conduct are essential for the organisation. The Standing Orders set out the procedures which apply to all meetings of the Group, and regulate the way in which business of the Group will be conducted.

For further detail please see:

Standing Orders for Board and Committee meetings

3.6 Financial Regulations

Financial Regulations provide the framework for the financial administration of the Group with a view to ensuring that the financial affairs are conducted in a sound and proper manner, constitute value for money and minimise the risk of legal challenge. Financial Regulations are not intended to constitute a set of detailed rules to respond to every contingency. The regulations apply to all companies within the Group.

For further detail please see:

[Financial Regulations](#)

3.7 The role of YHN Group Board, Subsidiary and Committee members

As a Company Director, all Board members have fiduciary and statutory duties and take collective responsibility for the decisions that are made.

All Board members are required to;

- be responsible for carrying out the legal responsibilities of a Director as specified in Companies Act 2006;
 - Act with powers as set out in the articles of association
 - Promote the success of YHN for the benefit of its members, employees, and tenants
 - Exercise independence of judgement when making decisions
 - Exercise reasonable care, skill and diligence and to use the general knowledge, skill and experience that you have for the benefit of YHN
 - Avoid conflicts of interest
 - Not to accept benefits from third parties
 - Declare interest in any proposed transaction or arrangement

- In addition;
 - Follow the YHN Board member code of conduct
 - Read the agendas and prepare for and attend all meetings
 - Undertake training appropriate to the role
 - Serve on committees and task and finish groups as required
 - Constructively challenge and contribute to debates at meetings
 - Support the decisions objectives and policies agreed by the Boards
 - Understand importance of handling confidential and sensitive information

For further detail please see:

[Board Members Role Description](#)

3.7.1 Code of Conduct

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

- Conduct the business of the organisation;
- Act as a representative of the organisation.

For further detail please see:

Board Members Code Of Conduct

3.7.2 Board Member Development

The Group is committed to supporting its Board Members. Board Members receive a formal induction on appointment and an annual review meeting with the Chair, during this meeting Board Members have the opportunity to identify future training and development requirements.

3.7.3 Succession Planning

The process of appointing Board members to the parent and subsidiary Boards is set out formally in the constitution documents of each company.

It is crucial that the Board members have the right skills, knowledge and behaviours for today's activities and also for future changes and challenges. The Board Succession Plan aims to ensure that the Group takes a strategic approach to Board continuity, demonstrates how the group plans for the future and ensures that effective and efficient governance of the Group is assured at all times through the Board, subsidiary~~ies~~ and committees.

4 Responsibilities of the YHN Chair and Vice Chair

This section sets out the responsibilities of key positions within the governance structure.

4.1 YHN Chair's responsibilities

Strategic Direction

- To establish constructive working relationships with the Managing Director and the Senior Management Team and to attend meetings with the Managing Director on a regular basis.
- To represent Your Homes Newcastle at external public events and to meet with Your Homes Newcastle tenants on a regular basis.
- To make comments on behalf of Your Homes Newcastle to the press and other media.
- To take decisions (if any) delegated to the Chair with the advice of the Managing Director.
- To ensure when a vacancy arises that the Managing Director is replaced in a timely and orderly fashion.
- To agree with the Managing Director the agenda for all the YHN Group Board's meetings.
- To meet with the subsidiary Chairs on a quarterly basis to communicate group information
- To take action on disciplinary and other personnel matters concerning the Managing Director in accordance with Your Homes Newcastle's personnel procedures.
- To liaise with the Managing Director on the strategic development and planning of Your Homes Newcastle, bringing such reports and recommendations to the Board for discussion and approval.
- To meet regularly with the Leader, Chief Executive and other senior officers of the Council.
- To review the performance of individual Board members on an annual basis.
- To ensure that an annual review of the performance of the Managing Director is carried out.
- To attend such training and development programmes that may be considered necessary.
- Not to engage in any activity or practice that is likely to bring Your Homes Newcastle into disrepute and to abide by all policies and procedures as appropriate.
- To be an ex-officio member of all Committees and attend meetings as appropriate.
- To chair the Your Homes Newcastle Remuneration and Nominations Committee.

(i) Conduct of Meetings

- To ensure the efficient and proper conduct of the YHN Group Board's business and general meetings of the Company.
- To ensure that all YHN Group Board members are given the opportunity to express their views before any important decision is taken, but at the same time to ensure that only those who are eligible to speak (for example, those without a conflict of interest) are invited to do so.
- On a resolution where there is an equality of votes, the Chair shall have a second or casting vote and shall use it to vote against any resolution

which proposed to alter the existing situation unless this would be detrimental to the best interests of Your Homes Newcastle.

- To ensure that the YHN Group Board delegates sufficient authority to any Committees and Officers it may establish to enable the business of Your Homes Newcastle to be carried on effectively between meetings of the Board and also to ensure that the YHN Group Board monitors the use of these delegated powers.
- To invite members of staff to comment on matters considered at YHN Group Board meetings as appropriate and to ensure that the Board receives timely professional advice when it is needed.
- To ensure that the YHN Group Board complies with all the group governance arrangements.
- To determine at YHN Group Board meetings whether any late items will be accepted onto the agenda and if so tabled at the meeting.
- Where new YHN Group Board members or observers are present or in attendance at YHN Group Board or general meetings, to invite such members, observers and staff to introduce themselves to the meeting.
- To satisfy ~~him/herself~~themselves that the minutes of the YHN Group Board's meetings are an accurate and complete record and if so satisfied, to sign the same.
- To satisfy ~~him/herself~~themselves that every meeting of the YHN Group Board has been properly convened and that such meetings are properly constituted by the attendance of a quorum.
- To attend consultation meetings with tenants, leaseholders and residents.
- To guide the meeting through the items on the agenda in the order they appear (unless modified with the agreement of the meeting).
- To give immediate rulings on complaints or queries relating to the procedure and conduct of the meeting, the Chair's ruling being final.
- At the end of each item on the agenda, to ascertain the 'sense of the meeting' and to sum up the general agreement of the YHN Group Board members on a particular recommendation.
- To ensure that questions from members of the public are dealt with in the manner provided in the governance arrangements.
- To adjourn any meeting of the YHN Group Board or a Committee for the purposes of restoring order.

4.2 Vice Chairs' responsibilities

- To assist and support the Chair in fulfilling ~~his/her~~their duties and responsibilities.
- To deputise for the Chair in ~~his/her~~their absence.
- To assume responsibility for a particular area of responsibility or interest as may be agreed by the Board, such as chairing a committee.
- To meet with the Chair and Managing Director as required in between Board Meetings.
- To undertake such other duties as may be delegated to ~~him/her~~them by the Board.

4.3 Subsidiary and Committee Chairs' responsibilities

As separate legal entities, ~~each~~the subsidiary company has a Board of Directors (Board members) and a Chair. All Board members of the subsidiary Boards are responsible for managing and directing the affairs of the company and have a fiduciary duty to act with due care, in good faith and in the best interests of the subsidiary company.

Committees of YHN Group have written terms of reference outlining their remit which is delegated to them from the YHN Group Board.

In respect of their particular Board meetings, Subsidiary and Committee Chairs are responsible for;

- agreeing the agenda for the meetings with the Lead Officer
- ensuring meetings are properly constituted by the attendance of a quorum
- guiding the meeting through the items on the agenda in the order they appear (unless modified with the agreement of the meeting)
- Ensuring that the meeting allows sufficient time for discussion in proportion to the importance of the agenda item
- satisfying ~~him/herself~~themselves that the minutes of the meetings are an accurate and a complete record
- monitoring the implementation of action points from previous meetings
- inviting members of staff to comment on matters considered at meetings as appropriate, and to ensure that the meeting receives timely professional advice when it is needed
- enabling discussions, ensuring that all members have the opportunity to contribute and that discussions remain focused
- ensuring that all members are given the opportunity to express their views before any important decision is taken
- ensuring the work is consistent with its agreed remit and that issues of interest to other committees or the wider organisation are appropriately referred
- consulting with other members and providing advice and support
- supporting and advising new members
- ensuring members comply with all the group governance arrangements
- adjourning any meeting for the purposes of restoring order
- reporting to the YHN Group Board annually on the work programme
- meet with the group Chair quarterly

5 Matters delegated to Officers

This section sets out the key responsibilities delegated to officers in the organisation.

5.1 General

- 5.1.1 This scheme delegates to the Managing Director and other Officers the powers and duties necessary for the discharge of Your Homes Newcastle's functions subject to the specific conditions as stated in 5.2 and 5.3 below. It is adopted with the aim of streamlining and simplifying the decision making processes of Your Homes Newcastle and accordingly the Scheme should be interpreted widely rather than narrowly. Where functions are delegated these should be taken to include all powers and duties necessary to carry out those functions delegated by Newcastle City Council to Your Homes Newcastle.
- 5.1.2 Where under these delegations a function has been delegated to a specific Officer ("Delegated Officer") the decision may be taken in the name of (but not personally by) such Delegated Officer by another Officer ('Authorised Officer') in accordance with arrangements made from time to time by such Delegated Officer for this purpose.
- 5.1.3 For the purposes of these delegations the "Management Team", headed by the Managing Director, consists of:
- ~~Director of~~ Assets and Development Director;
 - ~~Director of~~ Customer Services Director;
 - ~~Director of~~ Finance and Commercial Director

5.2 Conditions

- 5.2.1 The Scheme does not delegate to the Managing Director or other Officers any major decisions. Major decisions are defined in section 3.2 of this document.
- 5.2.2 All powers and duties that the Managing Director or other Officer are authorised to exercise or perform must be exercised or performed on behalf of and in the name of Your Homes Newcastle and in accordance with the governance arrangements and, in the case of a Senior Manager or other Officer, any direction and/or advice of the Managing Director.
- 5.2.3 Where any matter involves professional or technical considerations not within the sphere of the competence of the Managing Director, Management Team or other Officer they must consult the appropriate professional or technical officer of Your Homes Newcastle and/or Newcastle City Council before authorising action.
- 5.2.4 In exercising delegated powers the Managing Director, Management Team or other Officer should only act within the approved policies and budgets.
- 5.2.5 The Chair of the Board must be consulted about draft responses to consultation papers issued by Government departments or national or regional bodies.
- 5.2.6 Consultants may only be appointed in accordance with Your Homes Newcastle Contract Procedure Rules and Regulations and subject to the approval of the Managing Director.

- 5.2.7 Any reference to the Managing Director or other Officer includes any other person authorised by that Officer to act on their behalf.
- 5.2.8 In addition to the general powers conferred upon them as Managing Director, these Officers will be authorised to exercise all the powers and duties specifically conferred on subordinate officers in their department. All powers and duties conferred upon subordinate officers will be exercised in accordance with any direction issued by the Managing Director.
- 5.2.9 Reference to any statutory provision includes any statutory provision amending, consolidating, or replacing it for the time being in force.

5.3 Staffing Conditions

- 5.3.1 The Managing Director will be responsible for appointing, managing, disciplining and dismissing all employees within Your Homes Newcastle subject to complying with:
- employment policies and conditions of service;
 - any appropriate schemes or arrangements laid down by Your Homes Newcastle or the Board; and
 - any directions that may be issued from time to time by the Board.
- 5.3.2 The following matters must be dealt with by the Board:
- agreeing personnel policies, other than minor or technical changes to existing policies which do not affect the underlying principles of the policies; and
 - 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.
- 5.3.3 The following matters must be dealt with by the Managing Director or their delegated officers in consultation with Newcastle City Council's Head of Operational HR
- 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.
 - 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.
 - determining applications from employees for their post to be re-graded.
 - authorising payments for employees in the case of early retirement, voluntary redundancy and redeployment.
 - authorising the creation of additional temporary posts for more than six months, where budget provision exists.
 - authorising requests for leave which are either not covered by a policy or which exceed the limits in the relevant policy.
 - 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.

5.4 Managing Director and Management Team Responsibilities

5.4.1 The Managing Director in conjunction with his/her/their Management Team is responsible for:

- taking action to secure the safety and welfare of employees and to take immediate action where in his/her/their opinion there is danger to life and limb.
- developing, reviewing and monitoring personnel policy and standards.
- establishing and maintaining effective consultation and negotiation arrangements with recognised trade unions.
- developing, reviewing and monitoring employment policy in relation to equality of opportunity.
- reviewing annually the amounts of compensation provided for in Newcastle City Council's employment policies to make sure they remain at appropriate levels and in line with inflation.
- approving the implementation of grades resulting from the job evaluation process.
- approving changes to terms and conditions of employment where there is a cost of less than £100,000 in a financial year (unless there is no budget provision and the matter shall then be referred to the Board).

6 Officers Areas of Responsibilities

6.1 Functions and responsibilities of the Managing Director of Your Homes Newcastle

The Managing Director will have responsibility for all management, operational and non-major decisions about the following functions and areas of responsibility. The Board has delegated to the Management Team the responsibility of jointly assuming the powers and duties of the Managing Director in his/her absence.

6.1.1 Job purpose

- i. Ensure YHN fulfils its leadership role on behalf of both YHN and Newcastle City Council and delivers priorities in accordance with the Management Agreement and Articles of Association.
- ii. Assist the YHN Group Board in ensuring its vision and priorities are translated into delivery and its values are embedded at all levels of the organisation
- iii. Work in collaboration and partnership with others to improve the outcomes for tenants and to deliver services that maintain decent neighbourhoods
- iv. Lead and inspire others to ensure YHN remains responsive and builds strong relationships with the City Council, partners, staff and tenants
- v. Explore and maximize entrepreneurial opportunities for improving trade, and strengthening the commerciality of YHN

Principal Accountabilities:

- i. Encourage innovation and ensure service improvement in all of YHN's services, seeking and implementing imaginative solutions that reflect the values of the organisation while motivating and empowering others to succeed
- ii. Ensure that YHN's budget is delivered through astute financial planning and governance, appropriate and timely monitoring of progress and taking such action as is necessary to achieve business targets and key objectives
- iii. Lead, manage and direct the senior management team to ensure a focused and coordinated approach to the development of policy/strategy, which enables the delivery of YHN's operational objectives
- iv. Create and develop sustainable services for the future by helping to build tenant capacity. Seek and encourage the generation of new service delivery, trading and income generation models and opportunities
- v. To maximize the benefits to tenants of the Housing Revenue Account
- vi. To fulfil any statutory requirements, including those as delegated by Newcastle City Council

- vii. To lead YHN's promotion of equality and diversity, ensuring a fairer City where inequalities in health, wealth and quality of life are improved
- viii. To carry out such other duties as are required and appropriate to the role of Managing Director

6.1.2 Statutory Executive Functions

To ensure proper exercise of the functions of Newcastle City Council as the housing authority as delegated to Your Homes Newcastle under the Management Agreement, in particular:

- provision and management of housing by the Council; and
- public sector housing regeneration and maintenance.

6.1.3 Acting as Authorised/Proper Officer for the following matters

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

- 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 licenses of Council dwellings, garages, garage sites and other land and premises.
- institution of possession proceedings for such properties and sites.
- eviction proceedings in all such cases.
- institution of possession proceedings against any persons in unlawful occupation of Council dwellings.

6.1.4 Assisting in the drawing up of the following Policies that form part of the Council

The plans and strategies that comprise the Housing Investment Programme, Lettings Policy and other items within the Council Budget and Policy framework.

6.1.5 Legal proceedings by Your Homes Newcastle

The Managing Director of Your Homes Newcastle 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 Managing Director of Your Homes Newcastle considers that such action is necessary to protect the company's interests.

6.1.6 Structure

The Managing Director will determine and publicise a description of the overall departmental structure of Your Homes Newcastle showing the management structure and deployment of Officers. The Managing Director will report to the Board on the manner in which the discharge of Your Homes Newcastle's functions is coordinated the number of officers required for the discharge of functions and the organisation of Officers.

6.2 Functions of the Company Secretary

(a) Governance Arrangements.

The Company Secretary is responsible for ensuring that governance arrangements are robust and reflect current legislation and best practice and will maintain an up-to-date version of all current governance documents ensuring that they are widely available for consultation by members, staff and the public.

(b) Ensuring lawfulness and fairness of decision making

After consulting with the Managing Director the Company Secretary will report to the Board if ~~he or she~~they consider that any proposal, decision or omission would give rise to unlawfulness or if any decision or omission has given rise to maladministration. Such a report will have the effect of stopping the proposal or decision being implemented until the report has been considered.

(c) Standards of Conduct.

The Company Secretary will contribute to the promotion and maintenance of high standards of Board member conduct through the provisions and implementation of the Board Members Code of Conduct and also implement procedures to help Board members discharge their statutory duties especially in promoting the success of the company and avoiding conflicts of interest

(d) Receiving reports

The Company Secretary will receive and act on reports concerning codes of conduct and ethical standards in comparable organisations.

(e) Conducting investigations

The Company Secretary will conduct investigations into matters concerning the Code of Conduct and make reports or recommendations in respect of them to the Board.

(f) Proper officer for access to information

The Company Secretary will ensure that Board decisions, together with the reasons for those decisions and relevant Officer reports and background papers are made publicly available as soon as possible. The Company Secretary also has responsibility for making all necessary disclosures on corporate governance and ensuring that all requisite types of information are made available in an appropriate format.

(g) Advising whether Board decisions are within the budget and policy approved by Your Homes Newcastle

The Company Secretary will advise whether decisions of the Board are in accordance with the policies and budgets of Your Homes Newcastle and consistent with its Management Agreement with the Council.

(h) Providing advice

The Company Secretary will develop a proactive relationship with Board members and provide a source of information and advice and act as a primary point of contact. The Company Secretary will also provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety, probity and governance issues to all Board members.

(i) Governance consent

The Company Secretary shall advise the Board and the Council of any matters

under consideration which appear to modify the application for consent made by the Council under s27 of the Housing Act 1985 and therefore must be subject to one month's prior written notice to the Secretary of State before implementation.

(j) Restrictions on posts

The Managing Director cannot act as the Company Secretary.

6.3 Additional Functions

(a) Ensuring lawfulness and financial prudence of decision making

The Managing Director, after consultation with the Directors and/or Company Secretary, will report to the Board in relation to its functions, and Your Homes Newcastle's external auditor if he/she/they considers that any proposal, decision or course of action will involve incurring unlawful expenditure, or is unlawful and is likely to cause a loss or deficiency or if Your Homes Newcastle is about to enter an item of account unlawfully.

(b) Administration of financial affairs

The Managing Director will have responsibility for the administration of the financial affairs of Your Homes Newcastle.

(c) Contributing to corporate management

The Managing Director, after consultation with the Directors and/or Company Secretary, will contribute to the corporate management of Your Homes Newcastle, in particular through the provision of professional financial advice.

(d) Providing advice

The Managing Director, after consultation with the Directors and/or Company Secretary, will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety, probity and budget and policy issues to all Board members and will support and advice Board members and officers in their respective roles.

(e) Give financial information

The Managing Director, after consultation with the Directors and/or Company Secretary, will provide financial information to the media, members of the public and the community.

7 Conflicts of Interest

This section outlines the acknowledgement of conflicts of interest within the organisation's group structure.

7.1 Commitment

- All Group Board members have a duty to act in the best interests of the 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 Group.

7.2 Records

- All Board members are expected to sign a declaration of interests which will be held with the statutory books by the Company Secretary and are open for public inspection.
- They should inform the Company Secretary promptly of any change of circumstances that affect their declaration of interests or affects information supplied to Companies House to register them as a Board member.
- An annual review will be complete to ensure up to date records are held

7.3 Governance

- Requirements for declarations of interest are covered in;
 - Articles 25, 26, ~~29~~ and 30 of the Your Homes Newcastle Articles of Association
 - Article 16 and 17 of the Abri Trading Limited Articles of Association
 - ~~Rule D14-23 of the Asfaleia Limited Rules~~

7.4 Subsidiary Conflicts

- The articles of Abri Trading Limited pre-authorise the conflict arising due to a director of the subsidiary being a YHN Board member (article 17) and the directors will be allowed to vote on any matter in which a conflict arises as a result of their overlapping responsibilities to YHN and Abri Trading Limited, so long as the directors have declared their interest in any matter to the other directors either at the meeting where the matter is being discussed or in advance in writing (article 16).
- ~~Asfaleia Limited comprises of a majority independent Board members. A conflict arising due a director of the subsidiary being a YHN Board member is pre-authorised (Rule D22).~~
- The Chair will ensure there are always adequate YHN Group Board members, who are not directors of Abri Trading Limited ~~or Asfaleia Limited~~, to be able to form a quorum at the YHN Group Board meetings. This is so there are always enough un-conflicted YHN Group Board members to form a quorum and authorise a transaction between the parent and the subsidiary ~~ies~~ where a conflict arises for those who are on both Boards.

8 Group Policies and Strategies

Governance

YHN Business Strategy
Risk Management Strategy
Financial Regulations
Code of Conduct
Standing Orders
Succession Plan
Board member appraisal and development programme
Board member allowances

Corporate

YHN Delivery Plan
Anti-Bribery Policy
Asset Management Strategy
Corporate Procurement Strategy
~~Digital by Choice Strategy~~
Domestic Abuse Policy
Employability Strategy
Environmental Sustainability Strategy
Equality, ~~and~~ Diversity and Inclusion Strategy
Financale Strategy
Freedom of Information Policy
Health and Safety Policy
Income Management Strategy
People Strategy
Safeguarding Policy
Value for Money Strategy
Whistleblowing Policy

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YHN Board 22 September 2020 (5pm – 7:15pm)

Present:

L Blakey, S Copley, A Cuthbertson, L Docherty, T Gates (Chair), D Hall, L Hobson, G Kane, J McCarty (Vice-Chair), M Page, B Tebay

In attendance:

A Baker-Daley	Governance Officer
J Davison	Company Secretary/Assistant Director Business Support
I Gallagher	Interim Assets and Development Director
D Langhorne	Acting Managing Director
H Sammut Smith	Senior Manager – Housing Plus (until item 759)
G van Enk-Bones	Interim Finance Director
J Vinton	Customer Services Director

A Senior Head of Fairer Housing Unit, Newcastle City Council

755 APOLOGIES FOR ABSENCE

Apologies were received from K Lowry and P Scope.

756 DECLARATION OF INTERESTS

None.

757 CHAIRS ITEMS (PUBLIC)

Management Changes

The Chair reminded members of the recent email regarding Executive support; D Langhorne is confirmed as Acting Managing Director, Ian Gallagher as Acting Assets and Development Director to cover D Langhorne's post, and Andrea Pearce as Senior Manager of Assets and Development to cover J Vinton's post. He gave thanks for the support given to keep the organisation running so well during a challenging time.

Learning and development

The Chair reminded members of the desire to resume briefings ahead of each Board meeting, with a short presentation followed by questions, to last between 45 minutes

to an hour. It would be a good chance to hear about business that isn't part of the formal agenda.

The Governance Team have been researching potential e-learning topics for Board with other ALMOs to find common topics. Four modules are planned for rollout between October to January; GDPR, equality and diversity, safeguarding and health and safety. One module would be released per month, with the expectation that members complete the training at their leisure. For data protection reasons members were asked for consent to share their email addresses with the team at NCC who will distribute the modules.

Bevan Brittan have been contacted to arrange the Board annual health and safety refresher briefing; the Chair suggested that the 24th November might be an opportunity to hold it before the Board meeting.

1st December away day

The Chair noted that the December away day on 1st December will be customer service themed. The June away day was intended to involve the Customer Service Committee (CSC) however it was put back with the hope of holding a face to face meeting later in the year. It is now increasingly unlikely this will be able to happen. The intention is that 1st December will be split into two parts; the first being similar to the 'get to know you' session in June to build up knowledge and rapport; the second part would be a discussion with Customer Service Committee on how we are feeding the customer voice into the work of YHN and where improvements might be identified. The Chair added that it has been a common theme during appraisals held earlier this year.

Conferences and Events

A Cuthbertson asked if interest in upcoming events could be coordinated so that attendance is even. The Chair asked members with an interest in future conferences to contact A Baker-Daley to coordinate.

758 EXCLUSION OF PRESS AND PUBLIC

The Chair commented that the agenda has been reviewed with Executive Team to identify which reports are considered open and protected. The order has been scheduled to consider discussion time required for key items at the top of the agenda.

RESOLVED – that in accordance with organisation's access to information provisions the press and public were excluded during discussions of the following items of business.

759 FINANCIAL STRATEGY

G van Enk-Bones gave a presentation on the proposed YHN Financial Strategy, which covered the following elements:

- Vision/purpose

- Link to values (RARE)
- Three pillars of the strategy – performance, investment and strength
- Feedback and control

The presentation followed a discussion with Finance and Performance Committee in August and a discussion with the committee Chair, M Page. The strategy aims to balance the objectives of keeping everything safe and sound, of driving performance improvements, and of providing enough capital to invest in future improvements. Development of the strategy is at an early stage and this was an opportunity to start sharing thinking and gain feedback.

Vision/Purpose

Five-year and ten-year financial forecasts will form part of the strategy, but to set a timescale that we can assign targets and projects to, 18 months feels most appropriate. This would lead to the end of Destination 2022. The strategy needs to link to customers in supporting the vision of being ‘first for housing’ and the purpose of ‘making living easier’, as such it should be a YHN owned strategy and not solely for the Finance team. Officers will be encouraged to call on the Finance Business Partners to help them achieve their goals. There will also be a need to be clear, not apologetic, about the importance of controls.

Values (RARE)

- Ready – Staying financially secure, having enough reserves and cash to weather storms. Stress testing and continuity plans, to know we have finances down the line should there be anything we want to do.
- Amazing – How we are generating short term surplus, generating efficiencies, supporting operational performance targets.
- Revolutionary – About providing investment for new ways of working, through technology but also through new commercial business.
- Energetic – Culture, what finance means to people as an enabling force, that they understand why controls exist.

Three pillars of the strategy – performance, investment strength

- Performance – aligned to ‘amazing’; the everyday allocating finance to business as we go.
- Investment – aligned to ‘revolutionary’; improving for the future.
- Strength – aligned to ‘ready’; having resilience

‘Culture’ cuts across the three pillars as an underpinning aspect (‘energetic’)

Feedback and control

Having goals and targets linked to the strategy will inform how well YHN are doing. Setting indicators for current performance, future investment and how much being held back in reserves. Dials for these indicators could be adjusted if, for example, more investment could be made where performance has been better than expected.

The strategy will be reported to Board in November for approval. The Board were asked for feedback on the approach, the time horizon, the idea of actions that are aligned to D22 but with longer term financial forecast, and how best to communicate the strategy.

The Chair commented that D22 can't be delivered by accident; our Vision drives the strategy, not the finance. It needs to be in place and thinking this way will help in terms of saying what we want to do and the chance of it happening. As the strategy is returning in November there would be a chance to also feedback outside of the meeting.

A Cuthbertson asked to what extent do the principles outlined differ from how business has operated to date. G van Enk-Bones replied that the emphasis is different with strength being put first currently; in many businesses, very good financial strength and deep reserves enable investors to lend money to invest in growth. For YHN, there is no point in having very high reserves but leaving customers unserved and social goals unmet. YHN needs a safe bedrock to build on, but then can align everything with the vision and values. More could also be done with culture than currently, specifically in the way finance is seen by the business.

M Page noted that the Finance and Performance Committee have discussed the strategy in depth, that G van Enk-Bones has done a great job. It is about formalising the good things achieved, but about turning the prudency dial down and the commercial dial up, which seems to be in line with feeling within the Board.

It was agreed that the presentation and notes would be shared with the Board after the meeting for comment - **ACTION**

RESOLVED – that the Board will receive the presentation and accompanying notes to consider further.

760 GENERAL DATA PROTECTION REGULATION (GDPR) COMPLIANCE PROGRESS UPDATE

J Davison introduced the annual report, which provided an update on progress in year two of ensuring YHN is compliant with GDPR and the Data Protection Act 2018. The following key points of the report were highlighted:

- The report sets out work undertaken last year including the challenges faced by COVID-19 on the working environment on top of abiding by regulations
- An internal audit in May gave moderate level of assurance. Actions completed and ongoing were detailed in the report
- At their May meeting, the Group Audit and Risk Committee agreed to revise the risk level of GR6 (data breach/cyber security) to high, mainly due to the impact of COVID-19. It is proposed to remain at this level
- Reporting analysis detailed a position from January 2019 to date of monthly averages, peaks and troughs, which showed less incidences
- Charts outlined data incidents against confirmed breaches; 57% in the first year dropped to 43% for year two

- An incident is defined as a member of staff reporting something they feel concerned about, or an error
- 'Near misses' have been learning opportunities for the business, resulting in specific service areas receiving additional support or training such as Safe Living to ensure processes are looking after sensitive data
- Close working with NCC continues, a weekly meeting is held with their Data Protection Officer (DPO) and Legal
- Staff have completed data protection training covering 12 modules

M Page suggested it would be helpful for the Board receive a cyber security report to gain assurances and see the wider context of work completed, asking if the GDPR staff training was mandatory. J Davison confirmed that training was mandatory and systems in place to ensure 100% compliance was achieved; if staff hadn't completed following reminders managers were notified and their PC access was restricted. All new staff complete the module within their first week of induction.

On the suggestion of a cyber security report, J Davison commented that content could cover the working environment, measures in places, what is shared with NCC, and the close work with the national cyber security team. M Page added that detailing controls in place would provide assurances.

The Chair asked if the module for members is mandatory, given the Board are using more digital platforms. J Davison replied that it is the intention, it would be good practice to have it completed.

B Tebay queried the PC lockout for BCE staff, asking if additional support and time is given for those who are less office based and familiar with technology. J Davison replied that training has been linked with the mobile device rollout as part of BCE transformation, and is carried out at source when handed out. It has been adapted for this service by holding classroom training, whilst being conscious of productivity. I Gallagher added that BCE staff can't use the devices until they've completed the training, and those who aren't as IT familiar are encouraged to use the internet and access their payslip online, which hopefully will build a new skill set for some. It is monitored on an individual basis; additional training is offered where required.

B Tebay highlighted the one breach reported to the ICO, asking for more information about the decision-making process and how YHN deals with third party data transfers, asking if we also have confidence that suppliers and contractors are adopting the same GDPR principles as YHN. J Davison replied that each case is assessed against guidance provided by the ICO, which may or may not mean it is reportable. The DPO at NCC makes the final decision. Generally, assessment is made as to whether extreme distress or harm is caused to the individual or data subject. With third parties, a large exercise was carried out prior to the launch of GDPR on 25th May 2018 with the Procurement team, amending contract terms and conditions. When approaching new contracts the Information Governance Team and Legal Team take a view on whether personal data is involved, to then enforce encryption as a safety measure.

RESOLVED – that the Board:

- Received the report and considered the information presented

- Agreed to receive a future report on cyber security

761 EQUALITY, DIVERSITY AND INCLUSION (EDI) UPDATE

J Davison presented the report, which gave an update on:

- YHN's roles and responsibilities for EDI;
- Current EDI policy and practice;
- Progress against EDI strategic objectives; and
- Key actions and priorities for the coming year

Though a report wasn't produced last year it is the intention to provide an annual update to Board. Equality has never been so much in the spotlight and will feature across the People Strategy and Customer Experience Strategy as well as the EDI Strategy.

Appendices outlined work completed over the last five months, covering our Equality commitments, comparison of YHN workforce diversity against customer base and city population, and responses to the pandemic categorised by protected characteristics. Tina was very keen to share this information with Board on all the work YHN have been doing during the pandemic in not losing sight of responsibilities to customers and services.

D Hall commented that the report is excellent and highlighted the importance of regularly keeping Equality Impact Assessments up to date, it is one of the most common circumstances resulting in a judicial review of a public body.

G Kane commented that the report doesn't give a profile of ethnic minorities in terms of seniority. The barrier of promotion for the high representation working in front facing services is an often-reported problem. He added that the information on ethnicity pay gap was interesting, it is a measure that perhaps would highlight problems with progress.

G Kane highlighted the paragraph regarding employee reluctance to provide ethnicity information, whilst it is a national issue, asked if it has been addressed at YHN level. J Davison replied that data is sourced from employment information when staff are recruited. It is not mandatory, however there has been debate for some years on whether it should be, nevertheless we have to offer the option. We could strive towards a more positive culture to address the gap in data; objective four relates to recruitment and the aim to overcome barriers to make a more inclusive workforce. Once data is entered at recruitment stage it isn't asked for again. Work with HIVE on surveys will highlight the importance of bringing your whole self to work, which is hoped will impact on reporting. While ethnicity pay gap information is not a legal requirement like the gender pay gap, it is one of the priorities for the coming year.

L Docherty noted that businesses commonly tend to focus on metrics and statistics as measures, however it is also vital to get people on board at recruitment stage, having the story to tell around why diversity and equality is important and how it can improve the business and customer experience. This could help when submitting data when applying for roles.

L Hobson commented that language is also important, having raised previously the use of pronouns, moving away from the use of he and she. They noted that in the statistics divided into male and female isn't how data should be profiled now.

L Hobson noted that their employer, Newcastle Hospitals NHS Trust, recently published their gender pay gap report, whilst it doesn't make for easy reading it is a very important document, being the first published for a public sector organisation. They offered to share it with J Davison if thought to be helpful.

A Cuthbertson commented that if we are going to lead we should look at ourselves as a Board, and how representative we are.

RESOLVED – that the Board received the report and considered the information presented

762 MINUTES OF 28 July 2020

The minutes of the Board meeting held on 28 July were agreed as a true and would be signed by the Chair in due course.

763 ACTION LIST (PUBLIC)

The Chair noted that Committees without Vice Chairs will discuss the matter during their November meetings.

The action plan was received, and information noted.

764 FORWARD PLAN

The Chair noted that the 2021 forward plan will follow, and members will be asked for their thoughts on priorities on what subjects could be considered next year. For the upcoming meeting in November the agenda looks heavy, asking if there are any items that could be moved back. J Davison added that the Financial Regulations and Group Governance Handbook are approval items which have minor updates to current documents to reflect the changes to group structure and not a full scale review for in depth consideration.

A Cuthbertson suggested that the 4pm briefing sessions could end at 4:45pm to give a short break prior to the 5pm Board meetings. J Davison commented that members can give suggestions as to the topics of the briefings. The Chair added that it will be a good opportunity to explore areas of the business that the Executive Team would welcome more time to update members on. They can be added to the forward plan.

RESOLVED – that the 2020 forward plan was received for information

765 2021 CALENDAR OF MEETINGS

RESOLVED – that the 2021 calendar of Board and committee meetings was received for information

766 ASSURANCES FROM SUBSIDIARIES

Asfaleia Ltd. 19th August

J Davison confirmed that the final Asfaleia meeting was held to formally sign the Instrument of Dissolution in the presence of NCC Head of Legal. Gifts were given to members in recognition of their contribution. All documents have been filed with the FCA and confirmation of dissolution is pending.

767 PETITIONS MONITORING

J Vinton noted that since receiving the petition, all petitioners were contacted and kept updated whilst the police and officers attended the property to outline the seriousness of the situation. The son of the tenant has since moved out of the property. Petitioners are happy that the situation has improved without action needing to be taken. However, the son is linked with an ex-partner at another property where there have been instances of antisocial behaviour. Police are heavily involved and will be reviewing CCTV.

RESOLVED – that the report was received for information.

768 ANY OTHER BUSINESS

None.

YHN Board 24 November 2020 Action Log (Public)

Minute ref.	Action required	By whom	Target date for completion	Current status
22 September 2020				
759	<u>Financial Strategy</u> YHN Financial Strategy presentation and accompanying notes to be circulated to members	A Baker-Daley	As soon as possible	Complete – 23.09.20
760	GDPR Compliance Progress Update The Board are to receive a cyber security report at a future meeting	J Davison	As soon as practicable	Complete – report to be circulated week commencing 16 th November

YHN Board Forward Plan 2021

Meeting 26 January 2021

Report Name	Purpose	Confidential?	Report Author
Pat Ritchie	Discussion	✓	N/A
Leazes Homes	Approval	✓	Managing Director
Annual Report and Financial Statements	Approval	×	Interim Finance Director
Draft Budget/Delivery Plan/Risk Register 2021-22	Discussion	✓	Interim Finance Director
Complaints Handling Code Self-Assessment	Discussion	×	Customer Services Director
D22 Business Strategy update	Discussion	×	Managing Director
ABRI TRADING			
Annual Accounts and Financial Statements	Approval	×	Interim Finance Director
Abri Trading – Budget 2021-22	Discussion	✓	Interim Finance Director

Meeting 23 March 2021

Report Name	Purpose	Confidential?	Report Author
Leazes Homes	Approval	✓	Managing Director
Budget/Delivery Plan/Risk Register 2021-22	Approval	✓	Interim Finance Director
2020-2021 BCE Targets & Transformation Update	Discussion	✓	Assets and Development Director
Safeguarding Annual Report	Discussion	✓	Customer Services Director
Commercial Plan	Approval	✓	Interim Finance Director
Performance Management Framework	Approval	×	Interim Finance Director
Housing Investment Update	Discussion	✓	Assets and Development Director
ABRI TRADING			
Abri Trading – Budget	Approval	✓	Interim Finance Director
Abri Trading – Business Activity Update	Discussion	✓	Interim Finance Director

Meeting 18 May 2021

Report Name	Purpose	Confidential?	Report Author
Income Management Strategy	Approval	×	Customer Services Director
Customer Experience Strategy	Approval	×	Customer Services Director
Health and Safety Annual Report	Discussion	×	Assets and Development Director
NHF Governance Code	Approval	×	Assistant Director Business Support
Re-appointment of Co-optee	Approval	×	Assistant Director Business Support

Meeting 27 July 2021

Report Name	Purpose	Confidential?	Report Author
Annual Report and Financial Statements -Year End Reserves	Approval	×	Interim Finance Director
Housing Investment Update	Discussion	✓	Assets and Development Director
Modern Slavery Statement	Approval	×	Assets and Development Director
Equality Diversity and Inclusion annual update & Strategy	Approval	×	Assistant Director Business Support
Director Appointments, Re-appointments, Annual Appointment of Vice Chair	Approval	×	Assistant Director Business Support
Re-appointment of Co-optee	Approval	×	Assistant Director Business Support
ABRI TRADING			
Annual Report and Financial Statements	Approval	×	Interim Finance Director
Abri Trading – Business Activity Update	Discussion	✓	Interim Finance Director

Meeting 21 September 2021

Report Name	Purpose	Confidential?	Report Author
D22 Business Strategy update	Discussion	×	Managing Director
Strategic Risk Register	Discussion	×	Interim Finance Director
GDPR Annual Report and Policy	Approval	×	Assistant Director Business Support
Consumer Standards update	Discussion	×	Assistant Director Business Support
2022 Board and Committee Calendar	Information	×	Assistant Director Business Support

Meeting 23 November 2021

Report Name	Purpose	Confidential?	Report Author
Health and Safety Policy	Approval	×	Assets and Development Director
Housing Investment Update	Discussion	✓	Assets and Development Director
Proposed Newcastle City Council HRA Rent Amendment 2021/2022	Approval	✓	Interim Finance Director
Committee Terms of Reference	Approval	×	Assistant Director Business Support
ABRI TRADING			
Abri Trading – Business Activity Update	Discussion	✓	Interim Finance Director



To be first for housing

Customer Service Committee
 16 September 2020
 Update to YHN Board
 24 November 2020

Author	Richard Tate - Senior Specialist Customer Service
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Key Discussions/decisions and actions agreed

Customer projects

Committee received a presentation on the various customer projects underway including Think Big, development of the YHN customer experience strategy, a recent customer survey relating to housing services, the Institute of Customer Service (ICS) accreditation and customer commitments.

It was highlighted that there was a considerable amount of work underway to focus on putting the customer at the heart of our plans and that all of the work would provide a co-ordinated approach to improving the customer experience. In addition, it was an ideal opportunity for members to become involved in this important work and to help shape future service delivery. Both Think Big and the recent housing services survey will be important in informing the content of the customer experience strategy.

Committee were also provided with updated timelines following a pause in activity due to Covid. Both Think Big and work to develop our customer experience strategy was paused in March 2020. The work has now restarted and should conclude in January 2021. The housing services survey was completed in August and it was proposed that work towards achieving the ICS accreditation would restart in 2021.

Members were asked for their views on how they'd like to be involved in the wider projects and kept updated. Feedback would be sought outside of the meeting.

Contact Centre update

Committee had previously been asked to be kept up to date on the transformation of the contact centre. Members were updated on the rationale for transformation, milestones for 2019/20, performance improvements and the proposed approach to launching a single contact number.

Members commented that they had seen improvements and noted that staff seemed friendlier and more prepared to listen.

In response to a member's question, an update was also provided on the dynamic resource scheduling software now being used to manage repairs. It was explained that the system deploys staff to carry out repairs based on staff location during the day to ensure their next job minimised travel and improved efficiency.

Complaints update

The importance of monitoring and learning from complaints was highlighted to committee. They were updated on progress made following an independent review of the YHN complaints process in 2019 together with a summary of complaints performance for 2019/20 and the first quarter of 2020/21.

Committee were also updated on the need for YHN to comply with the Housing Ombudsman Complaint Handling code which launched in September 2020 and the need to complete a mandatory self-assessment against the requirements. The self-assessment must be completed by 31/12/20.

An update was also provided on the introduction in September 2020 of a new complaints team. The team would be responsible for the oversight of complaints within YHN and ensure learning was captured.

Customer Service week

Members were updated on plans for customer service week. It was noted that the week would need to be approached differently due to Covid with a focus on digital activities. Volunteers were sought to take part in short videos to help staff and customers get to know members and to improve understanding of the role of the committee.

Scrutiny and Involvement for Tenants/Newcastle Independent Tenants Voice

The chair of SIFT provided an update on their current project "How are NCC & YHN ensuring that properties meet the Fitness for Human Habitation Act 2018?"

The purpose of this scrutiny is

- * To assess changes to service since the Act was introduced on 1st April 2020
- * To find out how many properties do not meet the requirements of the Act
- * To evaluate relevant publicity for tenants about the Act
- * To check how many tenants are taking legal action
- * To recommend changes to service where required

Once complete, senior management will be updated before providing the report to committee.

Key observations or comments for Board

Committee have held their last two meetings via Microsoft Teams which has been a change for all. The committee continue to have positive discussions about the projects highlighted in this update and are keen to provide input to help shape our future plans to improve the customer experience.

Contact Officer:

If you have any questions about this update that you would like clarifying, you can contact Richard Tate by email : Richard.tate@yhn.org.uk.