Appendix 1

PICKERING & FERENS HOMES

STANDING ORDERS

Date of approval	Approving authority	Date of next review
September 2021 (Revised May 2022 to apply Incorporation changes)	Board	September 2023
July 2023 to apply introduction of committee co-optees	Board	September 2023 (Full Biennial Review)
November 2023 (Full Biennial Review)	Board	September 2025
November 2025 (Full Biennial Review)	Board	September 2027
January 2026 Review to reflect board meeting effectiveness review items approved November 2025	Board	September 2027

THE STANDING ORDERS OF PICKERING AND FERENS HOMES (THE ASSOCIATION)

– Contents –

APPENDICES: TERMS OF REFERENCE FOR COMMITTEES

1. Introduction

1.1 In September 2021 the Board of the Association (the Board) formally adopted the National Housing Federation Code of Governance 2020 (the Code).

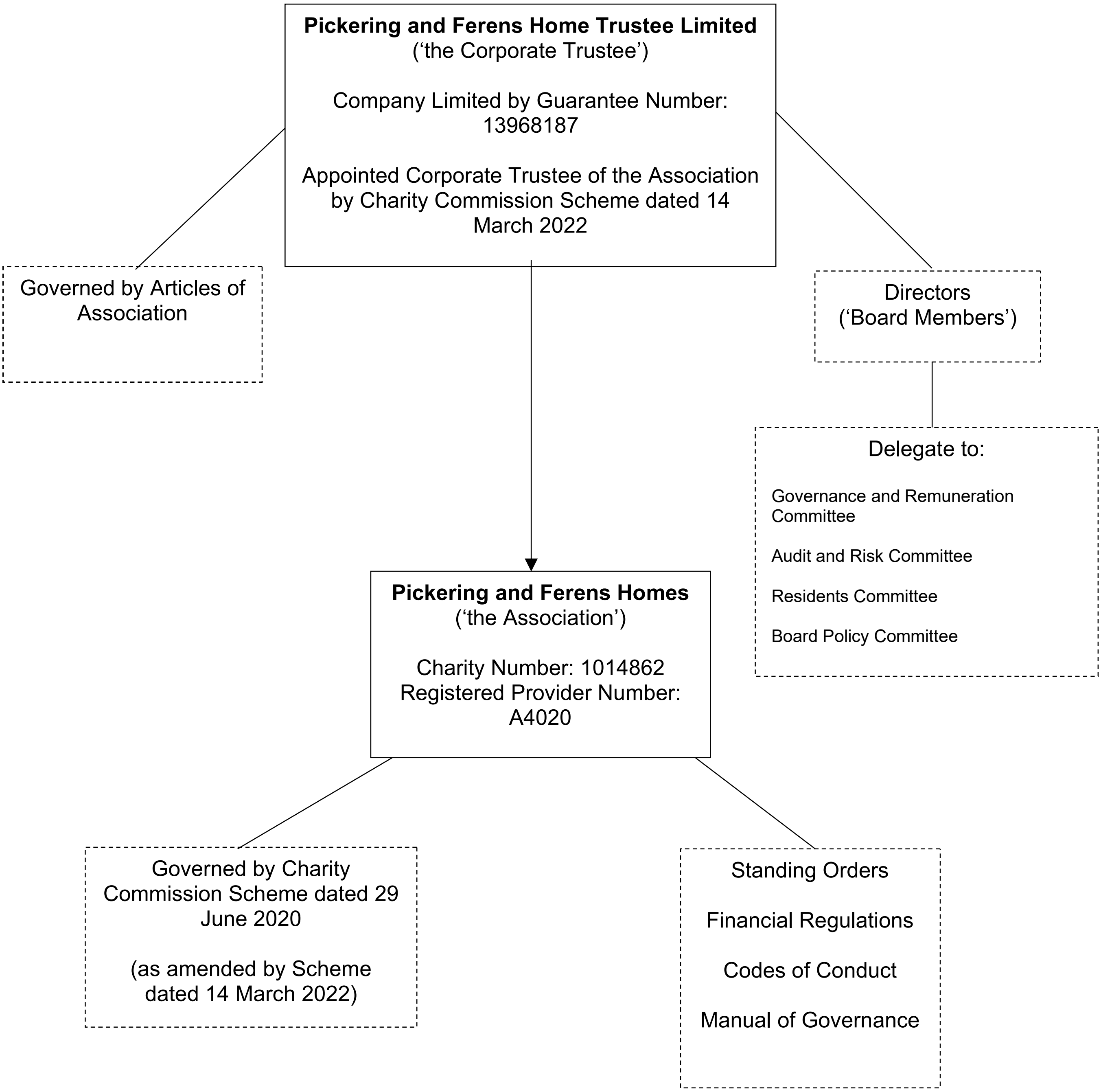
1.2 In accordance with the Code the foundation of good governance is a balanced, diverse and effective Board which leads and controls the organisation and complies with all legal requirements. The Board ensures the Association upholds the following four principles:

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

1.3 By adopting the code, the Association has adopted legal instruments, financial regulations, standing orders and other governance frameworks which support and enable the implementation of the Code. These Standing Orders are based on the Code. The Standing Orders together with the Charity Commission Scheme and Manual of Governance are the main governance documents of the Association.

1.4 In adopting the Code, the Association will provide an annual statement of compliance and make a measured statement about any area where the Association does not comply with the standards in the Code.

1.5 Structure of the Association - Diagram



1.6 Structure of the Association - background information

The Association is an unincorporated charity governed by a Charity Commission Scheme dated 29 June 2020 (as amended by a Scheme dated 14 March 2022).

The Association holds assets that The Charity Commission classifies as ‘permanent endowment’. Permanent endowment is property held by the Association on the basis that the trustees have power to spend the income which the property produces, but not the underlying capital.

The Charity Commission requires permanent endowment property to be held upon trust so that it is not available to creditors upon a liquidation of the charity. Due to this requirement, and to limit the liability of the Association’s trustees, a trustee company, Pickering and Ferens Homes Trustee Limited was appointed trustee of the Association by Charity Commission Scheme dated 14 March 2022. The individual trustees of the Association were replaced with the Corporate Trustee. This means that the trustee of the Association is a trustee company rather than being a group of individuals. The individual trustees of the Association were appointed directors of the Corporate Trustee. The directors of the Corporate Trustee have fiduciary duties as company directors to avoid conflicts of interest and to ensure that the Corporate Trustee fulfils its purposes to act as trustee of the Association.

Pickering and Ferens Homes Trustee Limited is referred to in the Standing Orders as ‘the Corporate Trustee’. The Corporate Trustee is governed by its Articles of Association, which set out how its directors are appointed and their powers to fulfil the Corporate Trustee’s objects to act as trustee of the Association. The directors of the Corporate Trustee are referred to in the Standing Orders as ‘Board Members’.

The Corporate Trustee is the trustee of the Association and has no other function, business or purposes. It does not own the Association’s assets but holds these upon the charitable trusts that are stated in the Charity Commission Scheme. The Corporate Trustee has fiduciary duties to protect and preserve the Association’s assets and to administer the Association in accordance with the Charity Commission Scheme. The Corporate Trustee is a non-profit distributing company limited by guarantee, but it does not have charitable status itself. The Association is registered with The Charity Commission and The Regulator of Social Housing.

2. Details contained within the Standing Orders

2.1. Purpose and context

The purpose of these Standing Orders is to set out in detail, the role, responsibilities, powers and activities of the Board.

The Standing Orders should be read in conjunction with the Association’s Charity Commission Scheme and the Manual of Governance. The Standing Orders should also be read in conjunction with the Articles of Association of the Corporate Trustee which specify how the Board Members are appointed and their powers to operate the Corporate Trustee to fulfil its objects to act as corporate trustee of the Association. Where there is a difference or conflict between the documents, the Charity Commission Scheme (in respect of the operation of the

Association) and the Articles of Association (in respect of the operation of the Corporate Trustee), as the senior documents, take precedence.

These documents together with the Association's Financial Regulations, Policies and Procedures and Codes of Conduct form the control framework within which the Association operates.

Variation and revocation of Standing Orders
These Standing Orders may only be amended or revoked by resolution of the Board following an appropriate report to the Board from the Chief Executive.

Suspension of Standing Orders
The Board may suspend these Standing Orders with regard to any business at a meeting where suspension is moved. A motion to suspend Standing Orders shall not be moved without due notice to the Board unless there shall be present at the meeting at least three quarters of the Board Members.

2.2 Framework for delegated authorities

Background
The Corporate Trustee (acting through the Board) has overall responsibility for every aspect of the affairs and business of the Association. In practice the Board fulfils responsibilities by delegating certain powers or activities to Committees of the Board and the Chief Executive of the Association.

Committees
The Committees to which such delegations are made are:

a) Governance and Remuneration Committee
b) Audit and Risk Committee
c) Residents' Committee
d) Board Policy Committee

Terms of reference
The Committee terms of reference set out the role, responsibilities and powers to carry out operational activity and decision making by Committees and the Chief Executive.

Review
Every year the Board will review all Terms of Reference, including Committee structures, delegated responsibilities, independence and reporting arrangements.

Each Committee will review its' terms of reference between September and December each year, followed by a group-based discussion on their effectiveness between the following February and May to enable time for the Chairs to prepare a report for presentation to the July board meetings.

2.3 Membership of the Board and Committees

Composition of the Board and its Committees
The Board should comprise of up to 12 Board Members. No Board Member may serve on more than two Committees. Board Members are expected to attend a minimum of 75% of all meetings of the Board and of the Committees on which they serve.

Board Member Attendance / Absence and the Terms of Suspension
Apologies are expected from Board Members unable to attend meetings and these are considered during biennial appraisals.

A Board Member attendance review is submitted on a 6 monthly basis to the Governance and Remuneration Committee by the Chief Executive. The Board Chair will address any under attendance issues with Board Members and present recommendations to the Committee.

A suspension period of up to 12 months can be agreed for Board Members who provide a valid reason, for example, experiencing ill health, which will be subject to quarterly review. When suspension of a Board Member's membership is agreed by the Committee, the period of suspension, will not be counted against the overall term of office.

Appointment and removal of Board Members
Appointment to and removal of Board Members, is in accordance with the Articles of Association of the Corporate Trustee.

Board Member tenure and competence
Maximum tenure will normally be up to six consecutive years (typically comprising two 3-year terms of office), but where a Board Member has served six years, and the Board agrees that it is in the organisation's best interests, their tenure may be extended on an annual basis, up to a maximum of nine years.

The Association subscribes to the principle of Board renewal and succession planning. Consequently, Board Members will be subject to satisfactory regular appraisal, skills audit and an effectiveness review.

A Board Member who has left the Board after serving the maximum tenure must not be reappointed for at least one full term of office. Board Members who resign from the Board will be unable to reapply for a Board Member position inside of a 3-year period, from the point of resignation. If the resignation was due to exceptional circumstances such as, to enable dedicated care to a seriously ill relative, then the Board should decide the merits of earlier consideration of an application.

Board diversity
The Association subscribes to the principle that Board membership should be diverse in order to reflect its responsibility to stakeholders, including tenants, local authorities, local residents and others interested in furthering social housing objectives locally. The Board will endeavour to ensure that it collectively possesses the experience, skills and qualities to comply with this principle.

Recruitment of Board Members
Co-opted Board Members will be recruited through an open process, including advertising in appropriate media. Applicants will submit an application.

New Board Members will be recruited with the relevant experience and skills required.

Advice will be sought from the Regulator of Social Housing and The Charity Commission (as appropriate) if the Board considers appointing staff or Board Members who have family members or close connections with the Association.

The Governance and Remuneration Committee are responsible for the selection of a panel of three Board Members, to include a Resident Board Member wherever possible. This panel will recommend to the Board regarding the appointment of new Board Members.

Appointments of Board Members will be in accordance with the provisions of the Articles of Association of the Corporate Trustee.

Board review and appraisal
The Board will carry out regular reviews of the adequacy and performance of the Board and its Committees, both individually and collectively, to ensure efficient and effective governance. This review will be undertaken at least once each year.

Concerns raised
If a Board Member has any concerns about the way the Association operates, they should raise these at a meeting of the Board.

When a Board Member resigns, the reasons for the resignation should be ascertained and reported back to the Board.

2.4 Key Office Holders

Secretary to the Board
The Chief Executive will act as Secretary to the Board and the Corporate Trustee and will service the Board and its Committees and be responsible for the administration of the Association’s and the Corporate Trustee’s legal, constitutional and compliance matters.

Chair of the Board
<u>General:</u>
The Board shall elect one of its members as Chair of the Board at the annual general meeting of the Association or in a duly convened meeting of the Members of the Board.

The Chair of the Board may act as the chair of one other Committee of the Board. However, the Chair of the Board will not chair the Audit and Risk Committee, or the Governance and Remuneration Committee.

The Chair may be removed by resolution of the Board at any time, including before their period of office is due to expire if the Board resolve that it is in the best interests of the Association that they be removed.

Term of office and reappointment:
The Chair will hold office from the date of appointment until the conclusion of the next annual general meeting of the Association or such other period of office that may be determined by the Board.

When their term of office has expired, the retiring Chair may be re-elected at the annual general meeting of the Association or in a duly convened meeting of the Members of the Board.

2.5 Conduct of Board business

Relevant documentation for meetings

Circulation of documents:
Board and Committee meetings are based on papers circulated to Board Members or members of the Committee no less than seven days before the meeting. In exceptional or urgent circumstances papers may be tabled at the relevant meeting at shorter notice with the express, prior permission, of the Chair or, in the Chair's absence or if the Chair cannot be contacted, at least three of the Board Members.

Papers for meetings:
The Board has adopted a Manual of Governance which includes appropriate style of agendas, reporting and minute taking.

The minutes of each Committee will be circulated with the agenda for the next Board meeting. The minutes of the previous meeting of the Board or Committee will be signed and authorised by the Chair of the meeting and be a true and correct record of the meeting. Each page of the approved minutes will be initialled. The signature of the Chair and the date will be added to the last page of the minutes.

Exclusions from any other business:
Late additions to the agenda will be notified by the Chair to the Board Members at the beginning of the meeting. Any item which requires the Association to make a financial commitment that has not been approved as part of its Corporate Plan or budgets will only be added to an agenda after due and proper notice has been given to all Board Members in accordance with the Articles of Association of the Corporate Trustee or, in exceptional or urgent circumstances with the prior permission of the Chair, or in the Chair's absence or if the Chair cannot be contacted, at least three of the Board Members.

Matters raised by Board Members
Matters which Board Members wish to raise as agenda items must be notified to and agreed by the Chair in advance of the meeting. The Chair will then notify the Chief Executive at least seven working days prior to the meeting, where no supporting report is required from Management, or at least ten working days prior, if such a report is required.

Attendance at Committee meetings by non-members
Board Members who are not members of a particular Committee may attend meetings of that Committee, as observers, at the discretion of and with the prior approval of the Chair of that Committee. The Board Member who is not a member of that Committee will not be allowed to

vote at the Committee meeting and may speak on the business of the Committee only with the permission of the Committee Chair.

Attendance at meetings of the Board and Committees by non -Board Members shall be at the discretion of the Chair of the Board or Committee as appropriate. Residents of the Association may attend any non-confidential meeting of the Board or its Committees at the discretion of the Board. Members of the public may attend the Annual General Meeting of the Board at the discretion of the Board. At the discretion of the Chair of the Board or Committee, non - Board Members may be provided with copies of the agenda and supporting papers.

Conduct of meetings

Meeting procedures:

In the absence of the Chair, the Deputy Chair will take the Chair. If both the Chair and the Deputy Chair are absent, the meeting will elect one of the Board Members as Chair for that meeting. The Chair will formally open the meeting at the time specified in the agenda. The meeting will be conducted in accordance with the agenda.

Where a decision is required, a show of hands may be requested by the Chair. A recorded vote will be taken only if requested by a Board Member. If there is a tied vote, the Chair may exercise a second casting vote subject to compliance with Article 9 of the Articles of Association of the Corporate Trustee (Conflicts of Interest). Decisions taken will be recorded in the minutes.

All decisions of the Board require a majority vote of the Board Members present.

Urgent decisions without a Board meeting

Pursuant to Article 8.7 of the Corporate Trustee's Articles of Association the Board may take an urgent decision by no less than a two thirds majority without a Board meeting by indicating to each other by any means, including by electronic means, that they share a common view on a matter. Such decision may, but need not, take the form of a resolution in writing.

Confidential items:

If, at any meeting, a matter arises regarding the appointment, promotion, dismissal, salary, superannuation, conditions of service or conduct of any Board Member or employee of the Association, such matter shall not be discussed, unless the person concerned is either not present at the meeting or has been excluded from the meeting. Private and confidential matters must be noted on the agenda.

Meeting closure:

The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier, if agreed by a majority. The time that the meeting closes will be recorded in the minutes.

Conflict or declaration of interest at Board and Committee meetings

Conflicts of interest must be managed in accordance with Article 9 of the Corporate Trustee's Articles of Association.

If a conflict of interest or potential conflict of interest, whether pecuniary or non-pecuniary, arises during a meeting of the Board or of a Committee, the individual Board Member must declare that interest, either at the start of the meeting or before the matter is discussed.

The Board Member who declares the interest must withdraw from the meeting for that item after providing any information requested by the Board and may not participate in the discussion or in any vote on the matter and will be absent for this item, whilst the matter is discussed and must be absent during the voting process if a vote is being taken. The Board Member who declares the interest will not be counted in the quorum for that part of the meeting.

Where a Board Member is absent, fails to declare a conflict of interest or fails to recognise a conflict of interest, it is the duty of any other Board Member, Chief Executive or manager present at the meeting, with knowledge of the conflict of interest, to report it to the meeting.

Emergency or urgency protocols

<u>Urgent matters arising between meetings of the Board of Directors</u>:
If an urgent matter requiring a decision arises between meetings of the Board this may be dealt with by the Chair by way of Chair's Action, i.e. the Chair may make a decision after receiving a written report from the Chief Executive explaining the matter which requires a decision and why the decision cannot be deferred until the next meeting of the Board.

On receipt of a request for Chair's Action and the supporting report, the Chair may elect to call a special Board meeting to discuss the matter, if it is sufficiently important to require this course of action.

The Chair's Action and the written report from the Chief Executive must be submitted to the next meeting of the Board and retrospective approval for the Chair's Action sought.

<u>Emergency matters</u>
In an emergency (requiring a decision not covered by the delegated authority specified within this document), the Chief Executive, in consultation with the Chair of the Board, may take the necessary appropriate action. For example, the Chair may arrange for an urgent decision to be taken by the Board without a Board meeting in accordance with Article 8.7 of the Corporate Trustee's Articles of Association.

In the absence of the Chair, the Chief Executive should consult with the Chair of the appropriate Committee, if applicable, or with the Deputy Chair. Any such action must be the subject of a full report to the next meeting of the Board, and retrospective approval for the action sought. If appropriate, the Chair or any four Board Members may call a special meeting of the Board at any time.

Conduct of Board Members
The Association has a Board Member Code of Conduct which all Board Members are required to sign.

2.6 Declaration of interest

In accordance with the Board Member Code of Conduct, all Board Members must disclose every year to the Secretary of the Board any potential or actual conflicts of interest, criminal conviction or the use of contractors and partners contracted by the Association.

The Secretary to the Board shall maintain a declaration of Interests Register. The Register shall be open for inspection at the authorisation of the Chair or Secretary to the Board.

Where the personal conduct of a Board Members might be viewed as conflicting with their responsibilities, they are required to disclose details to the Secretary to the Board, who will enter the details in the register.

2.7 Revisions to control framework documents

The Association's Charity Commission Scheme, Standing Orders, Financial Regulations and Manual of Governance and the Articles of Association of the Corporate Trustee are the key control documents. These will be periodically reviewed to ensure that they continue to conform to the spirit and intention of the guidelines laid down from time to time by the Regulator of Social Housing, The Charity Commission, all relevant statutory authorities, lending organisations and any other relevant bodies, including the National Housing Federation and Almshouse Association.

Amendments to existing documents will fall within the agreed delegated approvals structure. Any approved changes will then be incorporated into the appropriate document.

2.8 Board Reports

Performance reports
At each meeting, the Board will receive performance reports which include the key areas of the Association's activities such as Housing Management, Development, Maintenance, Human Resources and Finance. Such reports must include explanations for variance against plans and budget and any risk implications.

Risk implications
All Board and Committee reports will set out the risk implications relating to the report.

Risk management and internal control matters
The Board has ultimate responsibility for risk management together with internal control matters that protect the Associations' assets, minimise its liabilities, provide accurate and timely reporting and ensure the efficient and effective use of the Association's resources. The Board has delegated to the Audit and Risk Committee responsibility for ensuring that the control frameworks and their operation, together with risk management are satisfactory.

2.9 Regulatory matters

The Board will ensure compliance at all times with regulatory requirements and in particular will ensure that it has the necessary frameworks and processes for such purposes. In particular, the Board will ensure that the Association provides all information required by the regulator on a full, accurate and timely basis.

3. Terms of Reference

3. 1. Constitution and composition of the Board

The Board must be effective in leading and controlling the Association and acting wholly in its best interests. Board Members must ensure that the interests of the Association are placed before any personal interests.

The role of the Board is to determine strategy, direct, control, scrutinise and evaluate the Association's affairs. Operational management is delegated to the Senior Leadership Team.

All Board Members share the same legal status and have equal responsibility for decisions which are taken that affect the success, or otherwise, of the Association. Each Board Member must act only in the interests of the Association and not on behalf of any constituency or interest group. Board Members must ensure that the interests of the Association are placed before any personal interests. This includes those Board Members who are nominated by specific groups, i.e. local authority nominees.

Additional matters

<u>Overall purpose of the Board</u>
The Board will lead and control the organisation and act wholly in its best interest. The Board direct the affairs of the Association ensuring the day-to-day management is effectively delegated and carried out by the Chief Executive and staff.

<u>Composition of the Board</u>
The Board shall comprise of up to 12 Board Members as follows:

a. Up to two nominees, appointed by Kingston upon Hull City Council.
b. Up to two co-opted Resident Board Members.
c. Up to eight co-opted Independent Board Members

The recruitment and retirement of Board Members is in accordance with the Articles of Association of the Corporate Trustee.

The Board may appoint a new Board Member to fill a vacancy on the Board at any time.

<u>Quorum</u>
The quorum for the Board will be five unless otherwise fixed by the Board in accordance with the Corporate Trustee's Articles of Association, but it must never be less than five. No decisions will be made by the Board unless quorate.

Board and Committee meetings may take place in any manner which permits those attending to hear and comment on the proceedings and any Board Member attending in such manner shall count towards the quorum.

<u>Frequency of meetings</u>
The Board shall meet at least four times each calendar year, and at other times as required.

The Annual General Meeting of the Board shall be held each year, normally in July.

Any adjourned meeting shall be deemed to be a continuation of the original meeting.

3. 2. Essential functions of the Board

The role and responsibilities of Board Members are outlined in the Articles of Association of the Corporate Trustee, the Manual of Governance and Role Descriptions.

Matters exclusively for Board attention
The following matters are not delegated by the Board:
a) expansion of the Association's operations into new activities or geographic areas
b) any decision to cease a material part of the Association's operations
c) changes to corporate structure, including the setting up of subsidiaries
d) changes to the structure, size and composition of the Board
e) approval of Committee membership, including Committee Chairs and Committees' Terms of Reference
f) appointment or removal of Board Members
g) approval of key policies, including the Association's Code of Conduct
h) changes to the schedule of matters reserved for Board decisions
i) approving and monitoring major capital expenditure
j) ensuring adequate succession planning for Board and senior management appointments
k) any conflicts of interest arising from individual Board members
l) Ensuring the association's adherence to health and safety legislation
m) Appointment of internal and external auditors

Delegations are listed in more detail in the Financial Regulations and Scheme of Non-Financial Delegations within the Manual of Governance.

Relationships with others
The Board has ultimate responsibility for ensuring that the Association develops positive and constructive relationships with key stakeholders including its funders and regulators. The Board must satisfy itself that effective communication and reporting lines are in place with these bodies.

Executing Documents as Deeds
All documents that are required to be executed as deeds on behalf of the Association shall be executed in the name of the Corporate Trustee (Pickering and Ferens Homes Trustee Limited) and acting in its capacity as corporate trustee of the Association. Any document to be executed as a deed by the Corporate Trustee on behalf of the Association shall state that it is being executed by the Corporate Trustee acting in its capacity as corporate trustee of the Association.

The Board of the Corporate Trustee grants any two or more Board Members a general authority to execute documents that are required to be executed as deeds on behalf of the Corporate Trustee acting in its capacity as corporate trustee of the Association. However, in extenuating circumstances (e.g. where there is a commercial imperative to a transaction and it is not possible for any two or more Board Members to execute documents at short notice) then any Board Member and the Secretary of the Corporate Trustee are also authorised by the Board to execute any documents that are required to be executed as deeds by the Corporate Trustee and in accordance with the Companies Act 2006.

For the avoidance of doubt any documents that are required to be executed as deeds must be executed in the full name of the Corporate Trustee (Pickering and Ferens Homes Trustee Limited) acting in its capacity as corporate trustee of the Association and under no circumstances shall any of the Board Members of the Corporate Trustee be personally named or joined as parties to any such documents.

3.3 Board induction and information

All Board Members will receive an induction on joining the Board and will be given the opportunity to regularly refresh and update their skills. The Board is supplied with timely information in a form and quality appropriate to enable it to discharge its duties.

3.4 Board recruitment, renewal, disqualification and review

Recruitment of co-opted Board Members is open and transparent, based on merit and on an objective selection and assessment techniques. The Association undertakes a formal and rigorous regular appraisal of Board Members and of the Board as a whole.

Board Member disqualification will be in accordance with Article 7.6 of the Articles of Association of the Corporate Trustee.

3. 5 Responsibilities of the Chair

The Board must be led by a properly elected Chair who is aware of their duties as Chair of the Board and aware of the clear divisions of responsibilities between the Board and the Senior Leadership Team. The Chair and Deputy Chair have additional duties set out in their role descriptions.

General conditions of scheme of delegation to Chair
Any decision taken under delegated authority shall be in accordance with policies approved by the Board. When expenditure is involved, such action shall be conditional upon the necessary financial provision being included in the Budget or a specific decision being taken by the Board to approve the expenditure even though not included in the budget.

Where a delegated authority is exercised, there will be a retrospective report to the next meeting of the Board.

Deputy Chair
The Deputy Chair will hold office from the date of appointment until the conclusion of the next annual general meeting of the Association or for such other term that shall be determined at the discretion of the Board.

A Deputy Chair will be elected at each annual general meeting or by the Board at a duly convened and quorate Board meeting.

The retiring Deputy Chair may be re-elected by the Board upon expiry of their term of office at the Board's discretion.

The Deputy Chair will provide appropriate aid and assistance, as necessary, to the Chair and Chief Executive. The Deputy Chair will deputise for the Chair as and when necessary and appropriate.

The Deputy Chair may be removed by resolution of the Board and at any time before their term of office has expired if the Board resolve that is in the best interests of the Association.

3.6 Conduct of the Board's Business

The Board must act effectively, making clear decisions based on timely and accurate reports.

3.7. The Chief Executive

The Board has clear working arrangements between the Board and the Chief Executive, together with clear levels of delegation.

Chief Executive's responsibilities
The essential duties of the Chief Executive are outlined in the role description. The Chief Executive is responsible for all matters which are not reserved to the Board.

Written contract of the Chief Executive
The Chief Executive is provided with a written and signed contract.

The Appraisal of the Chief Executive
The Governance and Remuneration Committee is responsible for the appraisal and remuneration of the Chief Executive and will make recommendations to the Board. The Chair of the Board is a member of this Committee but may not be the Committee Chair.

3.8 Committees of the Board – General

Committees of the Board may be established where the Board determines that they will provide expertise and enable it to scrutinise and deliver effective corporate governance and manage risk.

The Chair of the Audit and Risk Committee must not also be the Chair of the Board.

The Chair of the Board may not be a member of the Audit and Risk Committee.

The Deputy Chair of the Board may be a member of the Audit and Risk Committee. They cannot however be the Chair of the Audit and Risk Committee.

Each Committee has clear Terms of Reference which have been approved by the Board and reviewed by the Board on a regular basis.

The membership of Committees is disclosed in the annual report of the Association.

The power of the Board to co-opt Committee Members is set out in paragraph 7.2 of these Standing Orders. It is the responsibility of the Board of the Trustee Company to co-opt Committee Members, and the Board retains the power to revoke an appointment at any time.

3.9 Openness, transparency and accountability

The Board provides leadership by operating in an open and transparent manner and in having satisfactory dialogue with key stakeholders, including residents. The Board must demonstrate accountability to key stakeholders.

3.10 Equality, diversity and inclusion

The Board demonstrates leadership and commitment to equality, diversity and inclusion as outlined in the Equality Act 2010 and current legislation.

The Board provides leadership and clear strategies on how the Association will meet the needs of diverse communities and the steps it will take, through lawful positive action, to ensure in so far as it is able, that it can reflect these communities in its staffing and governance structures.

The Board ensures that it demonstrates, throughout all of its functions, its commitment to the characteristics protected by the equalities legislation and develops action plans to implement this commitment.

3.11 Audit and risk

The Board has established a formal and transparent arrangement for considering how the organisation ensures financial viability, maintains a sound system of internal controls, manages strategic and operational risk and maintains an appropriate relationship with external auditors with the support of the Audit and Risk Committee.

3.12 Conduct and probity

The Board must maintain the highest standards of probity and conduct. Board Membership entails a particular responsibility to avoid any suggestion of impropriety. Matters such as conflicts of interest or acceptance of gifts or hospitality are particularly sensitive.

The Codes of Conduct for Board Members and staff aims to uphold high standards of probity and ethics. These Codes of Conduct may be made available for public inspection.

The Board will, from time to time, review:-

a) The stated values of the Association and how they are implemented in practice,
b) The Codes of Conduct for Board Members and staff,
c) Compliance with the NHF Code (annually),
d) Compliance with the regulatory standards (annually),
e) The policies and procedures of the Association in relation to the receipt of hospitality, gifts, whistleblowing, and access to information.

The Board ensures proper arrangements are made for the referral and determination of individual cases raising issues of conflict, ethics or probity. These include a whistleblowing policy and an anti-bribery policy to allow the raising of issues of serious concern, without the fear of reprisal, whilst maintaining its duty of confidentiality.

4. Delegated Responsibilities to the Committees of the Board

The Board may choose to delegate power to Committees. The Board has determined that there shall be three Committees. These are as follows:

- The Governance and Remuneration Committee (**Appendix A**),
- The Audit and Risk Committee (**Appendix B**),
- The Resident Committee (**Appendix C**).
- The Board Policy Committee (Appendix D)

Each of these Committees has distinct Terms of Reference.

The election of Chairs in respect of each Committee will usually take place at the Annual General Meeting. Chairs of the Committees will be elected by a majority vote of Board Members with the exception of the Resident Committee Chair who is selected by the Committee at the first Committee meeting held following the Annual General Meeting of the Board. The Resident Committee Chair will have a second or casting vote when a majority decision cannot be reached through consensus.
Additional information, together with the terms of reference of each of the Committees, is provided within the attached appendices.

5. The Chief Executive and Senior Leadership Team – Overview of delegated responsibilities

The Chief Executive and Senior Leadership Team are the senior officers of the Association and have overall responsibility for all operational matters. Their roles can be summarised as follows:

- to ensure that the affairs of the Association are conducted in accordance with the policies of the Board
- to ensure that the various operational targets set by the Board are met
- to present to the Board and its Committees, sufficient information to enable the Board and its Committees to monitor the implementation of policy
- to identify the need for new policies or amendments to existing policies and to present proposals to the Board and its Committees

The Chief Executive and Senior Leadership Team have delegated authority to execute the Association's policies without further reference to the Board except for those operational matters specifically identified in these Standing Orders as requiring the specific approval of the Board, or Committee.

The Chief Executive and Senior Leadership Team may delegate specific financial and operational matters to other members of the Association's staff as they assess as being appropriate.

The Chief Executive's role in the customer appeals and complaints procedure is set out in the Association's Complaints Policy.

5.1 General conditions for scheme of delegation to the Chief Executive and Senior Leadership Team

The Chief Executive may delegate an authority to senior leaders and staff of the Association.

The Secretary to the Board will maintain a record of changes to delegated authority by the Board.

The Chief Executive or other specified staff member shall not exercise a delegated authority where this would result in a conflict of duties or personal interests.

5.2 General Delegations to the Chief Executive and Senior Leadership Team

The Chief Executive and the Senior Leadership Team are authorised to undertake duties in accordance with the scheme of Delegations of Non - Financial Matters and the Financial Regulations in the Manual of Governance and agreed role descriptions.

6. Appointment of the Chief Executive and Senior Leadership Team

Should a vacancy of the post of Chief Executive, or other members of the Senior Leadership Team arise, the following arrangement will be implemented:

- The Chair of the Board will be advised.

- An Appointment Committee determined by the Governance and Remuneration Committee, will be convened as soon as possible. The Appointment Committee will comprise the Chair, the Deputy Chair, and the Chair of the most appropriate Committee. In the case of a Senior Leadership Team appointment, this will also extend to the Chief Executive and a joint appointment will be made. They will be advised by the most Senior Leadership Team or the HR Manager. The Appointment Committee is granted delegated authority to progress the vacancy, to make an appointment of Chief Executive or other member of the Senior Leadership Team, and to act accordingly in the matter.

- The Appointment Committee will advise the Board of any appointment made.

7. Appointment of "Unpaid Advisors" and Co-opted Members to Committees

7.1. Unpaid Advisors

The Board may appoint a person as an unpaid advisor to any Committee for a period not exceeding one year. The Board may renew this appointment on one occasion only and at their discretion. At no time will there be more than two unpaid advisors in total. At no time will there be more than one unpaid advisor to any Committee.

The unpaid adviser will attend the part of the meeting which is relevant to their expertise and then leave the meeting.

The unpaid advisor may occasionally be invited to attend and speak at Board meetings on a specific item relating to their expertise at the discretion of the Board but will not be able to vote on any matter. They will leave the meeting at the end of this item as required by the Board.

The unpaid advisor will provide advice and guidance to the Committee but will not have a vote and will not take part in any decision-making process.

The appointment is outside of the appointment and renewal of membership of Board Members. The person is not a Board Member and will never have been a Board Member. The minutes will reflect the unpaid advisor as being “in attendance” at the relevant meeting and the Board Members present at the meeting will be listed separately.

On advertising for unpaid advisors, it will be made clear that the successful applicant will not be acting as a Board Member and is being invited to provide voluntary advice and guidance. The advertisement will reflect precisely the role envisaged which the expert will perform and record this in a written memorandum or note. This will be reviewed and may be amended from time to time.

The unpaid advisor will owe a duty of care to the Association. The Association could sue for any loss it incurs having relied on their advice. The unpaid advisor will be advised to carry the appropriate professional indemnity insurance and asked to provide a copy of their insurance policy from their organisation, annually. The Association may choose to contribute to this and other expenses (if agreed by the Board).

7.2 Co-opted Committee Members

The Board of the Trustee Company can co-opt someone who is not also a Board Member onto a Committee to provide additional knowledge, expertise and support at Committee level provided that person understands that they are not a director of the Trustee Company and do not have a vote at Board level. They can vote at Committee level provided the terms of reference set by the Board for that particular Committee allow for that and its clear what delegated authorities they would be voting upon. However, a casting vote at Committee level should be reserved to the Chair of the Committee who should be a Board Member. Committees that are exercising key delegated powers should include some Board Members as well and the Board may also wish to set a minimum number of attending Board Members for particular types of Committees.

The Board will determine the term of office for a co-opted committee member as they see fit. This will be written into the terms of office for that committee with flexibility for the Board to amend as they see fit, and to remove committee members before their period of office expires (e.g., if they fail to attend regularly or act properly). The same principle applies for maximum tenure for committee members and the Board will consider the balance to retain expertise whilst making sure that there are opportunities to bring in fresh thinking.

The Board may appointment retiring Board Members who have served their maximum terms (no more than two terms of three years), provided the Board are satisfied that the individual provides valuable contribution and there is a need to retain their skills and experience whilst balancing against the need to appointment new Board Members.

The Board remain accountable for the actions of Committees notwithstanding delegation and cannot delegate their duties. The Board should clarify in the terms of reference whether the Committee has authority to spend any budget on behalf of the Board and make it clear that the role of the Committee is to make recommendations to the Board and that the decision-making whether to act upon any recommendation's rests with the Board.

At Committee level it is presumed that the Co-opted Committee Member would only be voting upon whether the Committee should make a specific recommendation to the Board or about the Committee exercising delegated powers within the parameters of the terms of reference and remit of delegated authority set by the Board. The Board sets rules for the composition of Committees generally and for the quorum for Committee meetings and manner of voting included in terms of reference. Annually, it reviews the Terms of Reference for Committees and agrees membership. The Board retains the power to revoke an appointment at any time.

APPENDICES TO THE STANDING ORDERS

Committee Terms of Reference

Appendix A - Governance and Remuneration Committee
Appendix B - Audit and Risk Committee
Appendix C - Resident Committee
Appendix D – Board Policy Committee

END

Appendix A

Committee Terms of Reference

Name of Committee	**Governance and Remuneration Committee**
Overall Purpose	The overall purpose of the Committee is to: Seek assurance in respect of delivering the association's obligations under the principles of good governance and the adopted governance code, especially: • engaging stakeholders and partners to make accountability real. • understanding the organisational purpose and outcomes for residents • ensuring clearly defined functions and roles • demonstrating the values of good governance through behaviour • ensuring transparent decision making and managing risk • developing the capacity and capability of the Board to be effective Oversee the arrangements for all aspects of organisational development and human resources work, recommending to the Board appropriate strategic approaches and material employee related decisions. Oversee the arrangements for and make recommendations to the Board in relation to the Chief Executive's role profile, performance, contract arrangements and the remuneration package. This includes forming a recruitment and selection panel for the Chief Executive, when necessary. This panel is termed "The Appointments Committee" within the Association's Standing Orders. The Panel will make recommendations to the Board. Oversee the delivery of the association's Staff Compensation and Benefits Policy including the receipt of an independently drafted summary assurance report based on the 3 yearly comprehensive review of pay and benefit levels.

	Oversee the arrangements in relation to the annual cost of living staff pay award for recommendation to the Board as part of the annual budget setting process. In exceptional circumstances, should the timing of meetings not permit the above, the decision will revert to Board without committee recommendation. This committee is a Board of Directors committee and as such has no other delegated authority other than those specified in these Terms of Reference.
Membership and appointment	Membership of the Committee will comprise of up to five Board and/or Co-opted Committee Members. The Chair of the Board of Directors will form part of the Committee's membership. The Chief Executive and the Executive Support and Communications Coordinator will attend and service the meetings. Appointed Co-opted Committee Members are able to vote on all delegated matters of the Committee but may not operate a casting vote.
Chairing	The Committee's Chair is appointed each year at the association's Annual General Meeting. The Chair of the Board of Directors, due to the close working relationship with the Chief Executive, should not chair the Committee. The Chair holds the casting vote should voting on any decision be deemed necessary. The Chair leads the Committee's annual review of effectiveness and reports its outcomes to the Board. The Chair of the Committee also acts as Deputy Chair of the Board.
Frequency of meetings and quorum	A minimum of 2 committee meetings will be held during the associations' governance calendar year. Meetings are most likely to be scheduled in September and February of each year. At least three Board Members or Co-opted Committee Members are necessary to achieve quorum.

	Additional meetings will be convened as appropriate.
Record of meetings	Each meeting will be recorded by an appropriate member of PFH staff. Drafted minutes will be agreed with the Chair of Committee before submission to the next ordinary meeting of the Board of Directors. Confidential agenda items and related minutes will be clearly marked as such.
Reporting mechanism	The Committee is responsible for ensuring minutes of its meetings are provided to the next ordinary Board of Directors meeting and that it makes recommendations related to its key function to the Board for approval. Where required detailed reports will be produced on behalf of the committee for submission to the Board. No members of staff should be present when their own salary or that of senior or peer colleagues is being considered by the Committee or the main Board. The Chair will determine which members of staff should support salary discussions based on the context and their particular role.
Authorities and Duties	**The Committee holds delegated authority for the approval of key employee related policies specified within the Employees Handbook.** **Any material decisions which constitute a fundamental change in policy will be recommended and board approval sought.** **Governance** To ensure the delivery of the Association's annual governance timetable. To agree any changes to staff structure that result in a cumulative annual staffing budget variance of £75k (overall budget pressures to be considered as part of decision making). Staffing changes within budget will be delegated to the Executive Team. To oversee continuous improvement in the effectiveness of the association's governance arrangements and activities. To oversee Board attendance, development and Board Member recruitment and succession planning.

	To scrutinise and act as an assurance mechanism to the Board in ensuring compliance with the association's adopted/ required codes of governance. Annually reporting any areas of non-compliance to the Board of Directors. **Organisational development and human resources** To ensure that there are appropriate people related strategies to support the delivery of the aims of the association's business plan. To support the delivery of actions within the association's Human Resources Strategy – reporting to each committee meeting. To ensure that the Association complies with all requirements of relevant employment legislation and that this is supported through a comprehensive set of policies and procedures. To ensure that the Association's is fair, reasonable and transparent in relation to both senior staff and annual staff pay awards, overseeing the periodic benchmarking of pay and benefits across the Association. To support the Board and for Director positions, the Chief Executive in recruitment of senior executive roles through selection panel membership. Also see earlier section. **Chief Executive Remuneration Disclosure** There will be full disclosure of the remuneration package of the Chief Executive including pension arrangements, periods of notice and compensation payable for loss of office within the annual audited accounts. Publication of senior pay must be in line with accounting requirements, the adopted code of governance and any regulatory standard requirements. Any performance related elements of the remuneration package should be linked to the achievement of specific and measurable targets, which are reviewed annually.

Appendix B

Pickering and Ferens Homes ("the Association")

Committee Terms of Reference

Name of Committee	**Audit and Risk Committee ("The Committee")**
Overall purpose	To provide the Board of Directors with assurance as to the effectiveness of the Association's financial reporting, procurement arrangements, development delivery risk profile, internal control and risk management, internal audit, external audit, and stress testing.
Membership and appointment	A minimum of five Board and/or Co-opted Committee Members, one of whom should have relevant financial experience. The members of the Committee shall be nominated annually by the Board of Directors at its annual general meeting. Only members of the Committee shall have the right to attend meetings, but other Board Members may attend meetings by invitation of the Chair, and act as observers with no voting ability. The Chair of the Board of Directors may not be a member of the Committee. The Chief Executive will ensure the servicing of the committee meetings. The Chief Executive, other members of the Senior Leadership Team, representatives of the internal and external auditors, shall attend meetings as appropriate. Appointed Co-opted Committee Members are able to vote on all delegated matters of the Committee but may not operate a casting vote.
Chairing	The Committee's Chair is appointed each year at the association's Annual General Meeting. The Chair of the Board of Directors cannot chair the Committee. The Chair of the Committee holds the casting vote should voting on any decision be deemed necessary. The Chair of the Committee leads the Committee's annual review of effectiveness and reports its outcomes to the Board.

	The Chair of the Committee will provide a feedback report of each meeting to the Board of Directors.
Frequency of meetings and quorum	The Committee shall meet not less than four times each year. There should be at least two meetings a year at which the Committee meets the internal and external auditors without management being present. The representatives of the internal and external auditors do not necessarily have to attend the same meetings. The external auditor or the internal auditor may request a meeting to be convened if they consider that one is necessary. The quorum for the Committee shall be three Board or Co-opted Committee Members. Committee meetings may take place in any manner which permits those attending to hear and comment on the proceedings and any Board or Co-opted Committee Members attending in such manner shall count towards the quorum.
Record of meetings	Each meeting will be recorded by an appropriate member of PFH staff, which, when approved by the members of the Committee, shall be signed by the Chair as a correct record of those proceedings. The minutes of each meeting of the Committee shall be submitted to the next meeting of the Board of Directors. This Committee may discuss business and commercially sensitive material and that confidentiality safeguards should be respected.

Authority	The Committee is authorised by the Board of Directors to: • Investigate any activity within its terms of reference. • Seek any information that it requires from any employee of the Association and all employees are directed to co-operate with any request made by the committee; and • Obtain outside legal or independent professional advice, at the expense of the Association, and secure the attendance of outsiders with relevant expertise and experience if it considers that this is necessary. • Approve strategy and policy framework and review timetable. Please note that during 2026 this delegated responsibility will transition to the trialled Board Policy Forum meetings. • To oversee project specific work, commensurate with the overall purpose of the Committee, and to make recommendations to the Board at key decision making stages. • To receive 6 monthly reviews of strategic action plans on areas of work commensurate with the purpose of the Committee. Annual reports to remain the jurisdiction of the Board.

Duties	The duties of the Committee shall be: *Financial reporting* • To review, and challenge where it is necessary, the actions and judgements of management, in relation to the Association's financial statements and other related formal financial statements before submission to, and approval by, the Board of Directors and before clearance by the external auditors. Particular attention should be paid to: - Critical accounting policies and practices, and any changes in them. - Decisions requiring a significant element of judgement. - The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed. - The clarity of disclosures. - Significant adjustments resulting from the audit. - The going concern assumption. - Compliance with accounting standards; and - Compliance with regulatory and legal requirements. - To consider other topics, as defined by the Board of Directors.

	Internal control and risk management • To review the Association's procedures for detecting fraud and for whistle blowing and to ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters. • To review reports by management and by the internal auditor on the effectiveness of the systems for internal financial control, financial reporting and risk management. • To monitor the integrity of the Association's internal financial controls. • To review the statement in the annual report and financial statements on the Association's internal controls and risk management framework. • To assess the scope and effectiveness of the systems established by management to identify, assess, manage, and monitor financial, development related and non-financial risks. *(Note: the Board of Directors retains responsibility for the effectiveness of the system of internal control and must form its own opinion despite aspects of any review being delegated to the Committee.)* *Internal audit* • To review and agree the internal audit programme; • To ensure that the internal auditor has direct access to the Chair of the Board of Director and to the Audit and Risk Committee and is accountable to the Audit and Risk Committee. • To receive reports on the results of the internal auditor's work following each assignment and at least annually. • To review and monitor management's responsiveness to the internal auditor's findings and recommendations. • To monitor and assess the role and effectiveness of the internal audit function in the overall context of the Association's risk management system; and • To consider, and make recommendations on the appointment, reappointment and removal of the internal auditor. • To consider the terms of engagement and the remuneration to be paid to the internal auditor in respect of audit services to be provided and to make

recommendations on these matters to the Board of Directors.

External audit

- To oversee the Association's relations with the external auditor.
- To consider, and make recommendations on the appointment, reappointment and removal of the external auditor.
- To consider the terms of engagement and the remuneration to be paid to the external auditor in respect of audit services to be provided and to make recommendations on these matters to the Board of Directors.
- To assess, on an annual basis, the qualification, expertise and resources, effectiveness and independence of the external auditor; steps to consider include:
  - Seeking reassurance that the auditor and its staff have no family, financial, employment, investment or business relationship with the
  - Association (other than in the normal course of business).
  - Seeking from the auditor, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including current requirements regarding the rotation of audit partners and staff.
  - Monitoring the external auditor's compliance with applicable ethical guidance relating to the rotation of audit partners, the level of fees that the Association pays in proportion to the overall fee income of the auditor, office and partner and other related regulatory requirements; and
  - Monitoring the Association's policy on the employment of former employees of the external auditor.
- To discuss with the external auditor, before the audit commences, the nature and scope of the audit.
- To review with the external auditor, the findings of its work, including any major issues that arose during the course of the audit and have subsequently been resolved, and those issues that have been left

	unresolved; key accounting and audit judgements; levels of errors identified during the audit, obtaining explanations from management and, where necessary, the external auditor, as to why certain errors might remain unadjusted; • To review the audit letter of representation before consideration by the Board of Directors, giving particular consideration to matters that relate to non-standard issues. • To assess, at the end of the audit cycle, the effectiveness of the audit process by: - Reviewing whether the auditor has met the agreed audit plan and understanding the reasons for any changes, including changes in perceived audit risks and the work undertaken by the external auditor to address those risks; - Consideration of the robustness and perceptiveness of the auditors in their handling of the key accounting and audit judgements identified and in responding to questions from the Committee, and in their commentary, where appropriate, on the systems of internal control; and - obtaining feedback about the conduct of the audit from key people involved. • To review and monitor the content of the external auditor's management letter in order to assess whether it is based on a good understanding of the Association's business and establish whether recommendations have been acted upon and, if not, the reasons why they have not been acted upon. • To develop and recommend to the Board of Directors the Association's policy in relation to the provision of non-audit services by the auditor and to ensure that the provision of such services does not impair the external auditor's independence or objectivity; in doing so, the Committee should: - Consider whether the skills and experience of the external auditor make it a suitable supplier of the non- audit services. - Consider whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the external

	auditor. - Consider the nature of the non-audit services, the related fee levels, and the fee levels individually and in aggregate relative to the audit fee. - Consider the criteria that govern the compensation of the individuals performing the audit; and - Set and apply a formal policy specifying the types of non-audit work: from which the external auditors are excluded; for which the external auditor can be engaged without referral to the Committee; and for which a case-by-case decision is necessary. *Stress testing* • To monitor and review the Association's detailed and robust stress testing against identified risks and combinations of risks across a range of scenarios and to ensure that appropriate mitigation strategies are put in place as a result. *(Note: The Board of Directors retains responsibility for the review of the effectiveness of the system of stress testing and must form its own opinion despite aspects of that review being delegated to the Committee.)* *New homes development* • To oversee board approved development pipeline items to ensure all significant risks are identified and managed and that board approved schemes remain within the parameters of their financial approvals including grant and loan finance requirements. *Procurement Activity* • To oversee the delivery and controls relating to the purchasing of goods and services in line with the Association's procurement strategy and delivery plan, policies, contract register and financial rules. The Board to retain responsibility for approving contract awards in line with the financial rule thresholds.

Reporting	The Chair shall report to the Board of Directors at each Board meeting on how the Committee has discharged its duties and responsibilities and on any actions which the Committee recommends that the Board of Directors should take on matters considered by the Committee. If a disagreement between the Committee and the Board of Director should occur, the Chair of the Committee and the Chair of the Board of Directors should make every effort to resolve the disagreement. If the disagreement cannot be resolved, the Committee shall have the right to draw the disagreement to the attention of stakeholders as part of the report of the Committee's activities in the annual report. The Secretary to the Board shall circulate the minutes of meetings of the Committee to all Board Members and the Chair of the Committee shall, at a minimum, attend the meeting of the Board of Directors at which the Association's annual financial statements are approved. The Committee shall review its terms of reference and its own effectiveness every year and recommend any necessary changes to the Board of Directors. The Committee shall prepare a report on its purpose and duties and the actions it has taken to discharge those duties, for inclusion in the Association's annual report and financial statements. Such report should specifically include: • A summary of the overall purpose of the Committee. • The names and qualifications of all members of the Committee during the period. • The number of Committee meetings held during the period and the attendance record of each member of the Committee; and the way in which the Committee has fulfilled its duties. If the Board of Directors does not accept the Committee's recommendations regarding the appointment, reappointment or removal of the external auditor, the Committee shall include in the Association's annual report and financial statements a statement explaining its recommendation and the reasons why the Board of Directors has taken a different view. • The Chair of the Committee shall attend the annual general meeting of the Board of Directors and shall answer questions, through the Chair of the Board of Directors, on the Committee's activities and its duties.

Appendix C

Resident Committee
Terms of Reference

Name of committee	Residents Committee
Overall purpose	• To ensure that customer engagement is progressed, continuously improved and decision making by residents continues to be developed in line with PFH's Engagement Framework. • To meet the requirements of the Regulator of Social Housing in co-regulation, by involving and enabling residents to give local insight and advice to improve performance. • To receive reports and be consulted by the Chief Executive (and staff) and other Resident groups at Pickering and Ferens Homes. • To make recommendations to the Board of Directors
Membership and appointment	Membership will comprise of up to 15 resident representatives from PFH. Generally East, North and West of the city will be able to have up to 5 representatives. However where this is not possible representatives will be accepted from any area of the city. Other residents may attend meetings of the Resident Committee, provided they have advised the Chair in advance of the meeting. At the discretion of the Chair such members will be entitled to speak, but there will be no entitlement to vote. Membership includes all of the association's nominated Resident Board Members. Residents who wish to be a member of the Resident Committee will sign a membership form confirming they have received and understood the PFH Resident Engagement Code of Conduct, the Resident Committee Terms of Reference and have received

	a copy of PFH's Equality and Diversity Statement.
Chairing	The Committee will appoint a Chair annually – at the first ordinary meeting held following the Annual General Meeting. The Committee Chair will be a resident of Pickering and Ferens Homes. The Chair will have a second or casting vote.
Frequency of meetings and quorum	The Committee will meet not less than 3 times per annum. The quorum for meetings will be a minimum of four Resident Committee members.
Record of meetings	The minutes of the Resident Committee will be approved by the Resident Committee chair, and submitted to the next meeting of the Board and will be presented by a Resident Committee member, or in their absence the Home Services Director.
Authority	No Authority – advisory committee to the Board
Duties	• To review and monitor the progress of the Customer Engagement Strategy of Pickering and Ferens Homes. • To consider and to support the annual review of progress on Customer Engagement. • To support the annual review of consumer regulatory standards: - Governance (and financial viability) Standard - Value for Money Standard - Rent Standard - Safety and Quality Standard - Transparency, Influence and Accountability Standard - Neighbourhood and Community Standard - Tenancy Standard - Competence and Conduct Standard • To review and scrutinise the annual Value for Money

	Statement Report • To consider, support, engage and make suggestions for improvement in all areas of the Charity, including: • Policy and Strategy formation • The setting and monitoring of the Service Standards • Key performance indicators • Setting targets, designing surveys, and monitoring resident satisfaction including Tenant Satisfaction Measures • Supporting the delivery of Scrutiny and other involvement opportunities • Monitoring the outcomes of complaints and lessons learnt through a Learning From Feedback Forum • The Annual Report to Residents • Decision making on the Neighbourhood Improvement Fund requests on a quarterly basis • To consider the training needs of involved residents and to engage in the design of an annual training programme which will enable and promote a healthy debate with residents. • To consider reports on consultation methods with residents and to make appropriate recommendations to the Board.
Reporting	The Committee is responsible for ensuring minutes of its meetings are provided to the next ordinary Board meeting and that it makes recommendations related to its key duties to the Board members for approval. Where required detailed reports will be produced on behalf of the committee for submission to the Board.

Appendix D

<u>Board Policy Committee</u> - Terms of Reference

1. Purpose

The Board Policy Committee (“the Committee”) is established by the Board to exercise delegated authority to review, challenge and approve key organisational policies on behalf of the Board, ensuring compliance with the Regulator of Social Housing’s standards and supporting the organisation’s charitable objectives.

2. Authority

The Committee is authorised by the Board to approve delegated policies, commission internal or external advice, request information from officers, and make recommendations to the Board on policy gaps or risks.

3. Responsibilities

• Review and approve organisational policies in line with the policy delegation and review schedule approved by the Board.
• Ensure policies comply with legislation, regulatory standards and best practice.
• Provide assurance that policies support compliance with Consumer Standards and the Economic Standards.
• Review policy-related risks and escalate matters where required.
• Report to the Board after each meeting, summarising approvals and issues.

4. Membership

The Committee shall consist of a Chair (a Board member) and 2–3 additional non-executive Board members, as a minimum, with attendance from the relevant Senior Leadership Members and governance support. Quorum: three Board members.

5. Meetings

The Committee will meet twice per year, with additional meetings convened if necessary. Papers will normally be circulated at least seven days in advance.

6. Delegated Policies

The Board will approve a Policy Approval Schedule identifying policies delegated to the Committee.

7. Review of Terms of Reference
The Committee will review these Terms of Reference annually and recommend changes to the Board as per the PFH Committee Effectiveness Framework.

8. Accountability
The Committee is accountable to the Board and supports good governance by providing structured oversight while enabling the Board to maintain strategic focus.