



STANDING ORDERS

Approved by NCHA Board 13th November 2024

Responsible Director

Chief Executive

Responsible Manager

Group Governance & Risk Manager

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1. Introduction

1.0 Applicability

1.0.1 This document is the Standing Orders applicable to the whole of the Nottingham Community Housing Group, with the exceptions of Access Training (East Midlands) Ltd (“Access Training”) and Three Together Ltd (“3T”) where separate governance arrangements are in place. Any other exceptions within the group are explicitly stated below.

1.1 Placing in the Governing Documents Hierarchy

1.1.1 In conjunction with the Group’s Financial Regulations, these Standing Orders provide the second tier of the Group’s governing documents hierarchy. Immediately below the Group’s Primary Governing Documents.

1.2 Primary Governing Documents

1.2.1 The Primary Governing Documents of the Group are:

- a. the RULES of Nottingham Community Housing Association.
- b. the MEMORANDUM and ARTICLES of ASSOCIATION of Pelham Homes Limited, 3T and Access Training.
- c. the MEMBERS AGREEMENTS for Pelham Waterside LLP and Pelham Waterside Two LLP; and,
- d. the Charity Commission SCHEME for Nottingham Community Almshouse Charity.

1.3 Secondary Governing Documents

1.3.1 In the governing documents hierarchy, the Standing Orders and Financial Regulations take primacy over all other governing documents, other than those listed in 1.2 above.

1.4 Scope of Document

1.4.1 The Group’s Standing Orders set out the roles and powers of the Board of Nottingham Community Housing Association, the Board of Pelham Homes Limited and those of the Executive Team and Senior Leadership Team. It also sets out key board reporting requirements.

1.5 Context

1.5.1 The Group’s Standing Orders should be read in conjunction with the Group’s primary governing documents (see 1.2 above), the Group’s Financial Regulations (secondary governing documents) and the Group’s various strategies, policies,

and procedural guides (tertiary governing documents) along with the Colleague Handbook.

1.6 Continuity

1.6.1 Where job titles change between reviews of the Group's Standing Orders, the powers and responsibilities detailed herein stay with the postholder without the need to trigger any additional reviews of the Group's Standing Orders. Similarly, should changes to the Terms of Reference of any committee or panel be made between reviews of the Group's Standing Orders they will be immediately incorporated into a replacement document without the need to trigger any additional reviews of the Group's Standing Orders.

1.7 Availability and Review

1.7.1 The Group's Standing Orders are kept under regular review by the NCHA Board, and the latest version is kept on Igloo, the Group's Intranet, accessible to all colleagues.

2. Role and Powers of the Board

2.0 Context

2.0.1 Throughout this section the term “Board” applies to the board of Nottingham Community Housing Association (NCHA), except where explicitly stated otherwise.

2.1 General

2.1.1 The Board shall direct the affairs of the Group in accordance with their governing documents.

2.1.2 NCHA is the sole Corporate Trustee of the Nottingham Community Almshouse Charity, and any Almshouses to be added to the Group structure. The Board shall therefore exercise ultimate control over and accept responsibility for the operations of those organisations. Pelham Homes (PH) is a wholly owned subsidiary which has its own separate Board, over which the NCHA Board exercises control, through its ability to appoint members and remove them from that Board. The PH Board is a partner in 3 Together and the Joint Venture Companies Pelham Waterside LLP and Pelham Waterside Two LLP.

2.1.3 The Board shall meet at least 6 times per year, and there shall be, in addition, an Annual General Meeting. This clause applies to both Boards (NCHA and Pelham Homes).

2.1.4 The Board will define and ensure compliance with the mission, vision and values contained within the Group Corporate Plan.

2.1.5 The Board will establish, where appropriate, strategies, policies, and procedures to achieve these objectives.

2.1.6 The Board shall approve each year’s accounts prior to publication and approve each year’s budget. In the case of Pelham Homes Limited these documents will be approved by their Board subject to the approval of the NCHA Board.

2.1.7 The Board shall establish and oversee a framework of delegation and systems of control.

2.1.8 The Board will agree policies and make decisions on all matters that create a significant financial risk to the Group, or which affect material issues of principle. Insofar as this process relates to PH, this risk will be primarily borne by their Board.

- 2.1.9 The Board shall monitor the Group's performance in relation to these strategies, policies, procedures, budgets, controls, and decisions.
- 2.1.10 The Board shall appoint (and if necessary, remove) the Chief Executive.
- 2.1.11 The Board shall satisfy itself that the Group's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- 2.1.12 The Board shall take appropriate advice to provide assurance in important areas of Board decision making. This clause applies to NCHA and Pelham Homes.
- 2.1.13 Notice of each Board Meeting shall be given in writing by the Company Secretary or Chief Executive to all Board Members at least seven days prior to the date on which the Meeting is to be held. This clause applies to both Boards.
- 2.1.14 The Annual General Meeting shall be convened within six months of the end of the Group's financial year, by notice in writing to all shareholders of the Group Companies at least 14 days in advance of the date of the meetings. This clause applies to both Boards.
- 2.1.15 Any candidate for election to the Board shall submit a written statement to the Group in such form as the Board determines. It shall set out the candidate's full name, address and occupation and the reasons for their suitability to be a Board Member. This clause applies both Boards.
- 2.1.16 The agenda and papers for all meetings shall be circulated to the Board Members and Co-opted Members in advance of the Meeting. This clause applies to both Boards.
- 2.1.17 The functions of the Annual General Meetings of both Boards shall be:
- a) to receive the annual accounts including the auditor's report and Board's report therein.
 - b) to elect Board Members due for re-election.
 - c) and, to transact any other general business included in the notice convening the meeting.
- 2.1.18 The appointment, reappointment of otherwise of the external auditors can be made by either Board Members in a Board Meeting or by shareholders in a General Meeting (in accordance with NCHA's rule F3).
- 2.1.19 The Officers of each Group entity shall comprise, as a minimum, a Chair, and a Secretary (or a Clerk to the Trustees for the charities).
- 2.1.20 The Chairs' responsibilities for both Boards shall be:
- a) to ensure the efficient conduct of Board meetings.

- b) to ensure that all Board Members are given the opportunity to express their views before any important decision is taken.
- c) to ensure that the Board delegates sufficient authority to its committees and panels, the Chair, the Chief Executive and others, to enable the business to be carried on effectively between meetings of the Board; and also to ensure that the Board monitors the use of these delegated powers on an annual basis, i.e.; to take necessary decisions between Board meetings under authority delegated by Board under a Chairs Action Protocol in consultation with at least one other Board Member and to ensure decisions taken under this Protocol are reported to the next full Board meeting. This authority is likewise delegated to the Chair of Pelham Homes Ltd. Chairs Action is available for urgent matters:
 - Pursuant to the approved Group Corporate Plan and supporting policies,
 - Within approved Standing Orders and Financial Regulations and in line with Authorised Signatories Levels
 - Which do not adversely impact risk appetite and exposure
- d) to ensure that the Board receives professional advice when it is needed either from its Executive Team or from external sources.
- e) to ensure that NCHA complies with the NHF Code of Governance requirements which are appropriate to its circumstances.
- f) to represent the Group on occasion.
- g) to ensure that the Board makes proper arrangements to appraise the performance of, and determine the remuneration of, the Chief Executive, and.
- h) to ensure that the composition of both Boards and Committees and skills of its individual Members are reviewed, and that action is taken to remedy any deficiencies.

2.1.21 The Chair shall seek to ensure that there is a written specification of the Chair's responsibilities which shall be agreed with the Board and reviewed from time to time. This clause applies to both Boards.

2.1.21 It will be the responsibility of the relevant Company Secretary to ensure that accurate minutes are taken of all meetings and distributed to all Board Members and Co-opted Members. This clause applies to both Boards.

2.1.22 At each Board meeting the minutes of the previous Meeting shall be adopted, amended as appropriate and signed by the Chair or acting Chair. This clause applies to both Boards.

2.1.23 The use of the Company seals must be approved by the relevant Board or in accordance with the specific authority delegated to the Executive Team. In exceptional circumstances the use of Company seals may be ratified retrospectively under Chair's Action.

- 2.1.24 Formal resolutions of the Board shall be minuted and decisions made by a show of hands where appropriate, with the Chair holding the casting vote, and the details recorded in the minutes of the meeting.
- 2.1.25 The Company Secretaries or Chief Executive shall maintain copies of all minutes of the Group's meetings, ordinary and general, and shall make them available for inspection by all Shareholders and Board Members.
- 2.1.26 The Company Secretaries or Chief Executive shall maintain the records of each Group entity as specified in their governing documents.
- 2.1.27 The Company Secretaries or Chief Executive shall have charge of their respective company seals, maintaining registers recording the use of those seals.
- 2.1.28 The Company Secretaries or Chief Executive shall ensure that the various statutory returns are duly made for their respective Group entities and the annual returns as applicable.
- 2.1.29 The Company Secretaries or Chief Executive shall be responsible for ensuring the compliance of their respective Group entities with their governing documents.
- 2.1.30 Membership of the Board shall be determined by the Board in Ordinary meetings, or the Shareholders in a General Meeting as per the rules governing the re-election of members by rota. This clause applies to both Boards.
- 2.1.31 The Board shall receive reports on all aspects of the Group's work on a regular basis in accordance with the meetings timetable agreed annually. Directors shall ensure that reports are prepared in sufficient detail to enable Members to identify deviations from agreed plans and policies, and to rectify such deviations, or to amend plans and policies as appropriate.
- 2.1.32 Changes to the Rules of any Group entity can only be made in accordance with their existing governing documents.
- 2.1.33 The Board shall annually appoint at least 4 members to a Group Audit and Risk Committee to oversee the internal and external audit functions of the Group, the Chair of which will be appointed by the Board. The full Terms of Reference for the Audit and Risk Committee are included in the appendices.
- 2.1.34 The Board may establish Committees or Panels to whom it may choose to delegate some of its authority. Board may also amend the Terms of Reference or terminate any existing Committees or Panels.
- a) Committees comprise Board Members.
 - b) Panels do not normally include Board Members.
 - c) Board will approve the Terms of Reference of Committees.

- d) Board will approve the Terms of Reference of Panels as appropriate and in any event as part of the approval of Standing Orders.
- e) The Terms of Reference for each Committee and each Panel are contained in the appendices of the Standing Orders.

- 2.1.35 The Board shall appoint or approve the means of appointment of the Chief Executive when a vacancy arises and shall ensure that a written contract of employment is prepared, which includes a clear statement of duties.
- 2.1.36 The Board shall approve a Group Corporate Plan for the conduct of the Group's affairs over a five-year timeframe.
- 2.1.37 The Board shall approve the annual Budget and longer-term projections for the larger organisations within the Group.
- 2.1.38 The Board shall review Standing Orders and Financial Regulations on a regular basis and approve them at least annually.

2.2 Conduct

- 2.2.1 For both Boards, the Board shall adopt a code of conduct for Board Members and Co-optees to the Board and each Board Member shall be given a formal letter specifying a Board Member's obligations and should sign a copy to indicate acceptance.
- 2.2.2 The Board shall satisfy itself that the Group's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- 2.2.3 The Board shall approve a Policy of Board & Committee Members Conflicts of Interest to ensure that potential conflicts are regularly reviewed by the Governance Committee.
- 2.2.4 The Board shall receive all performance reports and judgements published by the Regulator.
- 2.2.5 The Board shall adopt and amend from time to time as appropriate, an Equality, Diversity and Inclusion statement and policy.
- 2.2.6 The Board shall receive reports on a regular basis in sufficient detail to enable full monitoring of the implementation of the Equality, Diversity, and Inclusion policy to be undertaken.
- 2.2.7 All Board Members share responsibility for its decisions. Each shall only act in the interest of the Group and both Boards.

2.2.8 To discharge their responsibilities for the direction of the Group, Board Members should have, or acquire, a diverse range of skills, competencies, and experience. This clause applies to both Boards.

2.3 Terms and Conditions of Employment

2.3.1 The Board shall approve a formal policy on the terms and conditions of service for the Chief Executive.

2.3.2 The Board have delegated to the Executive Team amendments to terms and conditions of service after due negotiation with Trade Union representatives.

2.3.3 The Board shall have regard to the Group's Equality, Diversity, and Inclusion policy in reviewing the Group's performance as an employer of staff.

2.3.4 The Board shall approve the pension arrangements which are offered to the Group's staff.

2.3.5 The Board shall agree the remuneration of the Chief Executive on an annual basis.

2.4 Resources Directorate

2.4.1. The Board shall approve, on an annual basis, the key financing strategies, and policies, including a set of Financial Regulations, covering all aspects of the Group's financial arrangements.

2.4.2 The Board is responsible for the establishment and oversight of a framework of delegation and internal controls operated within the Group.

2.4.3 The Board shall receive regular financial reports to enable it to monitor performance against budget, and to take corrective action where deviations occur, or to approve variations to the budget as appropriate. This clause applies to both Boards.

2.4.4 The Board shall receive regular reports on key treasury management measures. This clause applies to NCHA and Pelham Homes Boards.

2.4.5 The Board have delegated the authority to the Director of Finance and Resources and other Resources Directorate staff to authorise signatories and limits on the Group's bank accounts.

2.4.6 The Board shall approve, and vary from time to time as appropriate, the authorised signatories for scheme and loan applications, for grant submissions and for all documents requiring the use of company seals, within the limits set out in the Financial Regulations and the governing documents. This clause applies to both Boards.

- 2.4.7 The Board shall, after due scrutiny, approve the Group's Statutory Accounts and those of non-commercial subsidiaries which will then be received and noted by the Annual General Meeting. The Board of PH shall, after due scrutiny, approve PH's Statutory Accounts which will then be received and noted by the Annual General Meeting.
- 2.4.8 The Board shall receive and respond to, as appropriate, the Management Letter prepared annually by the Group's auditors, considering the recommendations made by the Audit and Risk Committee. This clause applies to both Boards.
- 2.4.9 The Board shall approve a Capital and Revenue Budget in advance of the financial period to which it relates. This clause applies to both Boards.
- 2.4.10 The Board shall approve grants and donations to other bodies more than £10,000 from the charitable reserve.

2.5 Development and Sustainability Directorate

- 2.5.1 The Board shall approve, on an annual basis the development appraisal parameters.
- 2.5.2 The Board shall approve all bids for funding from Homes England as considered at a Board meeting or under Chair's Action.
- 2.5.3 The Board shall approve individual development schemes with total scheme costs exceeding £10m. If total scheme costs increased by over 5% the Board shall be required to re-approve these schemes.
- 2.5.4 The Board shall approve land purchases under land banking arrangements where individual sites exceed £3m, provided that the total land bank does not exceed £20m. Where the total land bank does exceed £20m the Board shall approve all land bank purchases regardless of value. These details are as set out in the Group Land Banking Policy.
- 2.5.5 The Board shall approve all additions to the Group's approved development contractors and suppliers.
- 2.5.6 Approval by a Development and New Business Manager as counter-signed by either the Assistant Director of Development Delivery and Programme or the Director of Development and Assets is required for development financial appraisals.

2.6 Board Core Responsibilities

- 2.6.1 The core responsibilities of Board are set out below. These are the matters reserved for the Board.

A. General

- Define Mission, Vision, Values, Ambitions and Commitments
- Receive Performance Audit Reports from the Regulator
- Approve Rule Changes for Recommendation to a General Meeting
- Determine Shareholding of Association and Board Membership
- Agree Structure and Frequency of Meetings
- Establish Reporting Committees
- Delegate Authority to Executive Team, Committees and Panels
- Appoint Chief Executive, and agree Job Specifications
- Approve Amendments to Organisational Structures
- Approve Standing Orders
- Approve Financial Regulations
- Approve Reporting Programme
- Approve Board Minutes
- Approve Annual Returns to the Regulator as Required
- Adopt NHF Code of Conduct and Code of Governance
- Approve Equalities, Diversity, and Inclusion Strategy
- Approve Technology, People, Risk, Compliance and Safety Strategies.
- Approve Risk Management Framework
- Approve Group Corporate Plans, NCHA, NCAC and Pelham Homes
- Approve Financial Projections
- Approve Annual Report
- Prepare Written Statement of Chair's Responsibilities
- Approve Write-Offs of Bad Debts Over £20,000
- Approve Employment Settlement Agreements over £50,000
- Approve Health, Safety & Fire Policy
- Approve Landlord Health & Safety Compliance Policy
- Approve Risk Management Framework
- Approve Business Continuity Policy
- Approve NCHA Complaints Policy
- Approve Board Shareholders Policy
- Approve NCHA Procurement Policy
- Approve Regulatory Returns Procedure
- Approve Customer Policy
- Approve Asset Policy

B. Resources Directorate

- Approve VFM Strategy
- Approve Treasury Management Strategy and Policy
- Approve Opening/Closing of Bank Accounts with new Institutions
- Compare Performance with Budget
- Approve Pension Arrangements
- Approve NCHA Investment Policy
- Receive Key Financial Performance and Treasury Management Measures
- Approve and Monitor Equalities, Diversity, and Inclusion Policy
- Manage The Group's Corporate Image, Logo etc.

Approve Personal Data Protection & Access Policy

C. Homes and Wellbeing Directorate

Approve Social Impact, Care & Support and Customer Strategies
Customer Policy

Approve Tenancy Conditions for Secure and Assured Tenants

Approve Compensation Policy

Approve Terms of Reference for Scrutiny Panel and Homes & Neighbourhood Panel

Approve Tenancy Conditions for Secure and Assured Tenants

Approve Annual Rent-Setting Arrangements & Rent Setting Policy

Approve Tenant and Customer Involvement Policy

Approve NCHA Safeguarding & Domestic Abuse Policy Statement

Approve the Annual Report to Customers

D. Development and Sustainability Directorate

Approve Environmental & Sustainability Strategy

Agree Development Bids for funding from Homes England

Approve individual developments with total scheme costs >£10m.

Re-approve developments >£10m if total scheme costs increase by +5%

Approve land bank purchases for individual sites over £3m.

Approve all land bank purchases if total bank exceeds £20m

Approve development contract where the scheme approval would lead to a single contractor's work exceeding 40% of the development programme, on value or unit numbers.

Review Development Programme

Receive Reports on Sale/Disposal of the Group's Assets

Regular Property Services, DMS, Design and Energy Performance Updates

Review Complaints and Compensation Reports

Regular Health and Safety Reports

Approve NCHA Stock Disposal Policy

Approve Group Land Bank Policy

E. Asset Management and Property Services Directorate

Approve Place Strategy

Approve Asset Management Policy

Receive a report generated through the e-procurement system summarising the performance of suppliers on active contracts using a system of KPIs.

Regular Property Services, DMS, Design and Energy Performance Updates

Review Complaints and Compensation Reports

3. Executive Team (ET) Terms of Reference (ToRs)

3.0 Context

3.0.1 The purpose of these ToRs is to clearly set out the role of ET, a team that is accountable to NCHA Board for the fulfilment of the responsibilities delegated to it as set out within these ToRs. ET will cover all of the NCHA Group companies.

3.0.2 These ET ToRs should be read alongside the SLT ToRs as both teams work in tandem to deliver their respective responsibilities. ET will send their action log to SLT following each ET meeting to keep SLT up to date with the work of ET.

3.0.3 In addition, ET and SLT will meet collectively twice each quarter. One of these meetings will be used to review quarterly performance and the other to run through specific priorities that ET and SLT need to focus on in the period ahead.

3.1 Purpose

3.1.1 The purpose of ET is covered in detail in section 3.5 and includes:

- Setting corporate plan and strategic ambitions including the approval of supporting documentation (see 3.5.1).
- Providing strong and effective governance of all activities across our Boards, Committees and Panels, effectively managing the relationship with Members of all parts of our governance structure (see 3.5.2)
- Setting performance management targets and receiving performance reports and associated commentaries (see 3.5.3).
- Overseeing risk management across the Group (see 3.5.4).
- Overseeing audit management across the Group (see 3.5.5).
- Overseeing financial management across the Group including approving all corporate and team restructures (see 3.5.6).
- Approving changes to colleagues' terms and conditions of service for negotiation with JUNG (3.5.7).

3.2 Membership and Voting

3.2.1 Membership of ET is as follows:

- a. Chief Executive – Chair of ET.
- b. Director of Finance and Resources.
- c. Director of Homes and Wellbeing.
- d. Director of Development and Sustainability.
- e. Director of Assets and Property Services.

3.2.2 The Chair of ET is the Chief Executive.

- 3.2.3 Decisions shall be passed by a simple majority. In the event of a tied vote, the Chair of ET will cast the deciding vote.
- 3.2.4 If the Chair of ET is unable to attend a meeting, then they will select a Director to fulfil the role of Chair for that meeting. The acting Chair will have the same powers as the Chair for that meeting.

3.3 Secretary

- 3.3.1 The Secretary role of ET is split into two:
- a. The Executive & Governance Assistant will be responsible for putting together the agenda and managing the papers for the meeting.
 - b. The Chair of ET will produce and circulate the action log to ET and subsequently SLT.

3.4 Frequency of Meetings

- 3.4.1 The Executive Team shall normally meet on a weekly basis.
- 3.4.2 In addition, ET will meet with SLT every six weeks (twice a quarter). The joint meeting will be arranged by the Chief Executive and the Group Governance & Risk Manager and will take place on a Monday prior to the start of the ET meeting.
- 3.4.3 ET will have an Away Day once a year at which it will review its effectiveness, identify its priorities for the following year and review its Terms of Reference.

3.5 Responsibilities

- 3.5.1 Leading on the production of corporate plans and strategies including the approval of supporting documentation by:
- a. Consulting with NCHA Board at their Away Day, customers at specific strategy formulation meetings and SLT in order to shape strategic ambitions as we review the Group Corporate Plan and supporting core, priority, and regulatory Strategies.
 - b. Presenting Corporate Plans and Strategies to NCHA Board for approval and subsequently presenting annual reviews of progress against all Corporate Plans and Strategies to NCHA Board so that they are aware of delivery performance.
 - c. Approving new corporate projects and monitoring delivery of the corporate change programme via the Programme Board and Steering Groups.
 - d. Approving as necessary the policies and procedures, such as the Standing Orders and Financial Regulations, required to deliver the work of the Group,

escalating approvals to NCHA Board or the relevant Committee where set out within the Standing Orders and Financial Regulations.

3.5.2 Providing strong and effective governance of all activities across our Boards, Committees and Panels, effectively managing the relationship with Members of all parts of our governance structure by:

- a. Approving the agendas for all Boards and Committees across the Group.
- b. Co-ordinating the production of all Board and Committee papers.
- c. Approving all Board and Committee papers prior to them being uploaded onto Convene.
- d. Reviewing all packs on Convene prior to them being published.
- e. Attending all Boards and Committees as follows:
 - NCHA Board – all ET Members.
 - NCHA Board Away Day – all ET Members.
 - Pelham Homes Board – the Chief Executive, the Director of Development & Sustainability, and the Director of Finance & Resources.
 - Governance Committee – the Chief Executive.
 - Audit & Risk Committee – the Director of Finance & Resources, the Chief Executive, other Directors as required.
 - Customer Committee – the Director of Homes & Wellbeing, other Directors as required.
 - Care Committee – the Director of Homes & Wellbeing.
- f. Lead on all Task & Finish Groups set up by NCHA Board, providing all administrative support.
- g. Acting as the Steering Group for each of the NCHA Group companies.
- h. Approving individual development schemes with total scheme costs of less than £10m. Re-approving schemes where total scheme costs increased by over 5%. Approving land bank purchases of individual sites up to a total value of the combined land bank of £20m. Provided that all development approvals, re-approvals, and land bank purchases are in line with corporate plan and strategy targets and NCHA Board approved appraisal parameters.
- i. Approving individual development schemes with total scheme costs of greater than £10m for submission to NCHA Board for full approval.

3.5.3 Setting performance management targets and receiving performance reports and associated commentaries by:

- a. Working with NCHA Board to set performance targets against Corporate Plan and Strategy ambitions.
- b. Approving the monthly NCHA Performance Dashboard for submission to NCHA Board.
- c. Approving the quarterly NCHA Performance Dashboard and associated commentary by way of a meeting between ET and SLT. Seek assurance from

SLT on data quality, provide effective challenge on the data and the commentary, and subsequently submit the finalised Dashboard and commentary to NCHA Board.

3.5.4 Overseeing risk management across the Group by:

- a. Carrying out environmental scanning exercises as part of reviews of Corporate Plans and Strategies.
- b. Receiving risk management reports and/or minutes from SLT, the Risk Panel and the H&S Panel. Analysing the reports and approving changes to our risk management documentation.
- c. Seeking assurance from SLT that all 'suggested further actions' on the strategic risk maps have been delivered and translated into controls.
- d. Ensuring that action plans are delivered to bring triggered Group Events Log items back in line with tolerances and early warning indicators.
- e. Approving stress testing scenarios and associated recovery plans in advance of submission to the Audit & Risk Committee and subsequently NCHA Board.

3.5.5 Overseeing audit management across the Group by:

- a. Finalising the annual review of the 3-year internal audit plan with clear links to strategic risks and seeking Audit & Risk Committee approval of the plan.
- b. Reviewing and signing off all internal audits with an audit rating of partial and limited assurance and holding the SLT lead to account for delivery of all management actions against the audit recommendations.

3.5.6 Overseeing financial management across the Group including approving all corporate and team restructures by:

- a. Approving budgets annually for submission to the relevant Board including any corporate or team restructures.
- b. Approving the mid-year budget review for submission to the relevant Board.
- c. Receiving management accounts monthly, including the fixed asset budget quarterly, and instructing any necessary corrective actions to bring performance and projections back in-line with Board approvals.
- d. Approving savings programmes and/or recovery plans where budgetary pressures and/or stresses to the business plan are identified.
- e. Reviewing treasury requirements in order to meet the regulatory expectation of 18 months of undrawn, secured facilities in place at all times, as well as reviewing loan covenants compliance and the meeting of all golden rules.

3.5.7 Approving changes to colleagues' terms and conditions of service for negotiation with JUNG by:

- a. Approving recommendations for changes to terms and conditions of service for submission to JUNG.

- b. Approving substantive changes to terms and conditions policies for submission to JUNG.
- c. Reviewing all JUNG papers in advance of them being published.
- d. Negotiating the annual pay settlement with JUNG.
- e. Reviewing, as required, the job evaluation process and negotiating any changes with JUNG.

3.6 Action Log

- 3.6.1 The Chair of ET will circulate the draft action log to the team. Any comments shall be returned to the Chair of ET or advised at the following ET meeting. The final version of the action log will subsequently be circulated following receipt of any amendments by the Chair of ET to all ET and SLT Members.

3.7 Quorum

- 3.7.1 A quorum for ET shall be any 3 members.

4. Senior Leadership Team (SLT) Terms of Reference (ToRs)

4.0 Context

4.0.1 The purpose of these ToRs is to clearly set out the role of SLT, a team that is accountable to the Executive Team (ET) for the fulfilment of the responsibilities delegated to it as set out within these ToRs.

4.0.2 ET will gain assurance on SLT's work via the action log which SLT will produce and send to ET following each meeting. In addition, ET and SLT will meet collectively twice each quarter. One of these meetings will be used to review quarterly performance and the other to run through specific priorities that ET and SLT need to focus on in the period ahead.

4.0.3 The specific powers delegated from ET to SLT are set out in the Financial Regulations.

4.1 Purpose

4.1.1 The purpose of SLT is covered in detail in section 4.5 and includes:

- Delivering strategic ambitions including the production and management of supporting documentation (see 4.5.1).
- Performance management, data management and performance reporting, including associated commentaries (see 4.5.2).
- Risk management (see 4.5.3).
- Audit management (see 4.5.4).
- Financial management (see 4.6.5).
- Management of colleagues' terms and conditions of service (see 4.5.6).

4.2 Membership and Voting

4.2.1 Membership of SLT is as follows:

- Group Governance & Risk Manager – Chair of SLT
- Assistant Director of Finance.
- Assistant Director of People.
- Assistant Director of Corporate Services.
- Assistant Director of Homes & Wellbeing (1).
- Assistant Director of Homes & Wellbeing (2).
- Assistant Director of Assets.
- Assistant Director of Property Services.
- Assistant Director of Development & Sales.
- Head of Communications & Engagement

4.2.2 The Chair of SLT is the Group Governance & Risk Manager.

4.2.3 Decisions shall be passed by a simple majority. In the event of a tied vote associated with a contentious issue, the Chair of SLT will either refer the matter to ET to make a decision or will cast the deciding vote.

4.2.4 If the Chair of SLT is unable to attend a meeting then they will select an Assistant Director to fulfil the role of Chair for that meeting. The acting Chair will have the same powers as the Chair for that meeting.

4.3 Secretary

4.3.1 The Secretary of SLT is the Executive & Governance Assistant. The Chair and Secretary will be responsible for setting the agenda, managing the papers for the meeting, arranging the preparation and circulation of action logs and co-ordinating reporting to ET.

4.4 Frequency of Meetings

4.4.1 SLT will normally meet on a fortnightly basis.

4.4.2 In addition, SLT will meet with ET twice each quarter. One of these meetings will be used to review quarterly performance and the other to run through specific priorities that ET and SLT need to focus on in the period ahead. The joint meeting will be arranged by the Chief Executive and the Group Governance & Risk Manager and will take place on a Monday prior to the start of the ET meeting. These meetings will ideally be face-to-face meetings.

4.4.3 SLT will have an Away Day once a year at which it will review its effectiveness, identify its priorities for the following year and review its Terms of Reference.

4.5 Responsibilities

4.5.1 Delivering strategic ambitions including the production and management of supporting documentation by:

- a. Setting up an infrastructure within which to manage the delivery of the strategic ambitions contained within our Corporate Plans and core, priority, and regulatory Strategies, including oversight of the production and delivery of Team Plans. Link into the Steering Groups which oversee the delivery of the corporate projects programme.
- b. Producing annual progress reports on delivery against each of the Corporate Plans and core, priority, and regulatory Strategies for the Executive Team.

- c. Proposing new corporate projects to the Executive Team and monitoring delivery of the corporate projects programme, highlighting any concerns to the Programme Board.
- d. Reviewing, approving, and implementing policies and procedures, including the Standing Orders and Financial Regulations, ensuring that they are subsequently escalated to the Executive Team and NCHA Board where further, higher-level approvals are necessary.

4.5.2 Leading on performance management, data management and performance reporting, including associated commentaries by:

- a. Producing the monthly NCHA Board Performance Dashboard for submission to the Executive Team.
- b. Producing the quarterly NCHA Board Performance Dashboard and associated commentary. Meeting with the Executive Team to present the Dashboard and commentary in advance of it being submitted to NCHA Board.
- c. Proposing savings programmes and/or recovery plans to the Executive Team to address budget variances impacting on VFM or service delivery where budgetary pressures and/or stresses to the business plan are identified and then overseeing delivery of the savings/recovery plans.
- d. Driving data quality to support the delivery of the work of NCHA and all of the associated reporting. Effectively challenge the quality of the reporting and seek assurance that the data that sits behind our reporting is regularly validated.

4.5.3 Undertaking risk management with the objective of promoting the concept of 'risk in action' by:

- a. Monitoring, evaluating, and discussing emerging risks across the sector, and wider external environment, as part of the biannual review of risk. Seeking to add and close down risks where appropriate to do so.
- b. Monitoring the delivery of all 'suggested further actions' on the strategic risk maps. Providing effective oversight and challenge of all areas across NCHA.
- c. Monitoring the delivery of action plans relating to the items that trigger on the Group Events Log.

4.5.4 Providing oversight of internal audit management by:

- a. Contributing to the annual review of the 3-year internal audit plan.
- b. Signing off all management responses within internal audit reports, effectively challenging the precision of the responses and ensuring dates for implementation are timely, actionable and take account of priority ratings.
- c. Reviewing and signing off all internal audits with an audit rating of partial and limited assurance and holding the SLT lead to account for delivery of all management actions against the audit recommendations.
- d. Monitoring the delivery of all internal audit actions to agreed timescales, challenging, and approving proposed changes.

4.5.5 Undertaking financial management by:

- a. Preparing budgets annually and submitting them to the Executive Team.
- b. Preparing a mid-year budget review and submitting to the Executive Team for approval.
- c. Reviewing management accounts monthly including the fixed asset budget on a quarterly basis.

4.5.6 Managing colleagues' terms and conditions of service by:

- a. Reviewing regularly key terms and conditions and making recommendations to the Executive Team where changes are required.
- b. Revising terms and conditions policies by way of planned reviews. Advising the Executive Team of substantive changes before seeking approval at JUNG. Subsequently implementing approved policies.
- c. Reviewing lessons learned from employment disputes.

4.6 Action Log

4.6.1 The Chair of SLT will circulate the draft action log to the team. Any comments will be returned to the Chair of SLT in advance of the final version of the action log being circulated following receipt of any amendments. Key issues will be combined monthly into a Team Brief.

4.7 Quorum

4.7.1 A quorum for SLT shall be any 6 members. There will be no deputies where members of SLT are unable to attend a meeting.

5. Board Reporting

5.0 Context

5.0.1 The purpose of this section is to clearly set out the main standard reports that the Executive Team must prepare for both Boards to consider.

5.0.2 In addition to the reports outlined in this section further ad-hoc reports will be prepared as dictated by circumstances.

5.1. Organisational Reports

5.1.1. Biennial Corporate Plans Review

The Corporate Plans for NCHA, Pelham Homes and NCAC will be approved by the NCHA Board incorporating: -

- Group Vision, Mission, and Values.
- Group Corporate Ambitions.
- Where We Work.
- Group Structure.
- Group Financial Information.
- NCHA Board.
- Executive Team; and,
- Key Performance Indicators (KPIs) for 5 Years to:
 - i) Further NCHA's aims and objectives
 - ii) Achieve financial forecasts
 - iii) Achieve service improvement objectives

Performance should be monitored quarterly by the NCHA Board, and an annual review should be produced each year comparing actual performance against the targets for that year and comparing the current year's KPIs against previous years KPIs.

5.1.2. Biennial Strategy Review

This will cover a biennial review by the NCHA Board of the four 5-year Priority Strategies:

- Value for Money Strategy
- Social Impact Strategy
- Environmental Strategy
- Equality, Diversity, and Inclusion

The NCHA Board will also review biennially the four Core Strategies (Places, Customer, Care & Support and Technology) and remaining Regulatory Strategies (Risk Management Framework and Risk, Compliance & Safety Strategy). The Treasury Strategy will be presented annually by the Resources Directorate.

The Board will approve two key operational policies, the Asset Management Policy, and the Customer Policy.

5.1.3 **Biennial Strategy Performance Review**

This will cover a biennial review of the performance against Business Delivery strategies, Business Support strategies and Regulatory Strategies in the alternate year to the full strategy review.

5.1.4 **Insurance Report**

List of all insurances with levels of cover, excess and premiums normally presented prior to renewal in March each year.

5.1.5 **Chief Executive and Board & Committee Pay Settlements**

Recommendation to Board from the Governance Committee.

5.1.6 **Equalities, Diversities, and Inclusion Plan**

To include:

- Review of policy.
- Review of progress of all departments towards achieving the targets set.
- Review of training;
- Review of existing best practice; and,
- Action plan for the following year to include:
 - o Targets for departments
 - o Training requirements

Performance against targets will be reported to NCHA Board each year, normally in September.

5.1.7 **Value for Money Self-Assessment Report**

This will cover all regulatory metrics plus any additional metrics agreed by Board and will be published on the NCHA website.

5.1.8 **Board Membership**

The following items are covered by the Governance Committee. They are minuted accordingly:

- Board Self-Assessment including.
 - Board profile - gender/ethnic origin split.
 - Board attendance reports.
 - Board Skills Matrix.
- Board training needs analysis (training programme for next year).
- Board training provided.
- Review of Board reports and decisions.
- Review of policy on Board membership.
- Approval of the annual Governance Action Plan

5.1.9 Standing Orders and Financial Regulations

NCHA shall have Standing Orders and Financial Regulations in place at all times that are approved by NCHA Board on behalf of the NCHA Group. They shall be reviewed at least annually.

5.2 Resources Directorate

5.2.1 Regular Reports

Detailed management accounts, key treasury management information, actual performance against budget & variations from budget and projections to the end of the financial year reported to the previous quarter end (allowing six weeks preparation) for NCHA and subsidiaries as appropriate, and a revised budget proposal to the end of the year (as and when required). Additionally, the PH Board will receive equivalent reports on PH at least four times a year.

Financial risk assessment, incorporating stress testing and recovery options, of Development Programmes for the Group (NCHA Board) and for PH (PH Board).

5.2.2 Annual Reports

Group Treasury Strategy & Group Treasury Management Policy (NCHA Board)
 Detailed Annual Budget (both Boards)
 Financial projections for NCHA and any significant subsidiary including significant joint ventures (both Boards as appropriate)
 Annual Accounts and Auditors' Management Letter (both Boards)

5.3 Development and Sustainability Directorate

5.3.1 Regular Reports

Showing progress against targets. Statistical report showing performance for the year to date against targets covering key areas of cash planning targets, scheme progress, schemes in the pipeline, and variations and additions to the approved programme.

Reports for approval of Bids to Homes England and continuous market engagement together with details of allocations when received.

Property Sales Progress Report.

For the Design Team (Pelham Architects) showing work on the new development programmes as well as new initiatives including energy.

5.4 Homes and Wellbeing Directorate

5.4.1 Regular Reports

The work of the team against agreed targets. To include a statistical report showing performance for the year to date in respect of performance areas agreed by Customer Committee. Quarterly Sales and Marketing report. New Business Report. Annual Report to Customers. Minutes of the Care Committee & Customer Committee.

Regulatory Compliance and exception reporting as defined in the Care Act 2014.

5.5 Asset Management and Property Services Directorate

5.5.1 Regular Reports

Report on the work of the Property Services section showing performance for the year to date against targets covering key areas of workload, expenditure, and customer service.

Compliance Reporting on a quarterly basis to Board.

**AUDIT AND RISK COMMITTEE
TERMS OF REFERENCE**

Review date: October 2024

1 Purpose

1.1 The Purpose of these Terms of Reference is to set out the scope of the Audit and Risk Committee's (the 'Committee') role and responsibilities in independently contributing to the Board's overall process for ensuring that effective Internal Control and Risk Management systems are maintained for the Group. The Committee's responsibilities relate to the Group as a whole including NCHA, NCAC and Pelham Homes. The Board will always retain responsibility for all aspects of Risk Management and internal control.

2 Accountability

2.1 The Committee is accountable to the Board for the fulfilment of the responsibilities delegated to it as set out in these terms of reference. All Committee members share responsibility for its decisions and should act only in the interests of the organisation and not on behalf of any subsidiary, constituency, or interest group, putting the interests of the organisation before their own interests.

2.2 The Board will obtain assurance on the Committee's work via minutes of all Committee meetings which will be made available to the Board. The Chair of the Committee (the 'Chair') will ensure that key issues are promptly brought to the attention of the Board and has the right to attend and speak on matters of concern at any Board meeting.

2.3 The Committee will present a report annually to the Board on its work. A separate section in the annual report will set out how the Committee has discharged its responsibilities.

3 Lead Director

3.1 The lead director is the Director of Finance and Resources.

4 Authority and Access

4.1 The Committee has an unfettered right of access to all information within the organisation and the active co-operation of any of the organisation's employees so as to be able to carry out its responsibilities.

4.2 The Committee may obtain independent legal or other professional advice and secure the attendance of others with relevant experience and expertise, within a pre-set budgetary limit set by the Board, to assist in fulfilling its responsibilities.

4.3 The Chair, external and internal auditors shall meet as necessary, and the auditors have direct access to the Chair to ensure the independence of the audit functions. The Committee will meet the internal and external auditors at least once each year without officer's present and will retain provision for this as a standing item on the agenda for each meeting.

4.4 Any member of a board, committee or employee with serious concerns has the right of access to the Chair.

5 **Membership and voting**

5.1 Committee Members will be appointed by the Board. The Committee will comprise a minimum of four members.

5.2 Committee Members may be non-executive Board Members or co-opted independent members. However, at least three members must be non-executive Board Members.

5.3 The Board may appoint independent Committee co-optees who it is considered have particular expertise or experience that will be of benefit to the Committee.

5.4 Executive Directors may not be members of the Committee.

5.5 The Chair and members of the Committee will be appointed annually by the Board.

5.6 The Chair of the Board cannot be the Chair of the Audit and Risk Committee, nor a member of the Committee. However, the Chair of the Board may attend the Committee, from time to time.

5.7 Decisions shall be passed by a simple majority; in the event of a tied vote the Chair may cast a deciding vote.

5.8 The membership of the Committee must include at least one person with recent and relevant financial experience proportionate to the size and complexity of the organisation.

6 **Attendance**

6.1 The Committee shall meet on its own regularly. Employees and others may attend all or part of meetings at the invitation of the Committee. Attendees will usually include:

- Chief Executive.
- Director of Finance and Resources.
- Assistant Director of Finance.
- Finance Manager - Systems.
- Lead Directors and/or Managers for the reports presented; and
- Company Secretary.

7 **Meetings**

7.1 The Committee will meet at least 4 times a year.

8 **Quorum**

8.1 A quorum for any meeting will be 3.

8.2 Before any committee/panel meeting can start its business there must be a quorum present. Meetings which are not quorate must be adjourned and rearranged.

9 **General**

9.1 The Committee's primary role is to independently contribute to the Board's overall process for ensuring that effective internal control and Risk Management systems are maintained for the Group.

9.2 This shall include overseeing the following, which are covered in more detail in sections 10 to 14 below:

- The external audit function and production of statutory accounts.
- The Internal control framework.
- The internal audit functions.
- High level risk framework; and
- Other areas relating to regulation, governance, and confidential reporting.

9.3 The Committee will exercise its role and responsibilities in these matters for all the Group companies.

9.4 The Committee will review these terms of reference annually and make recommendations to the Board on any changes.

10 **External Audit and Statutory Accounts**

- To make recommendations to the Board, for approval either by Board Members in Board Meeting or by shareholders in a General Meeting (in accordance with NCHA's rule F3), on the appointment, reappointment or otherwise, of the external auditor.
- to approve the fees and terms of engagement of the external auditor.
- to review, agree and monitor a planned programme of work with the external auditor.
- to obtain assurance that management responses to external audit recommendations, which have been endorsed by the Board or Committee, are robust and implemented by management as timetabled.

- to discuss with the external auditor any problems, reservations or issues arising from the interim or final audit or other investigations.
- to review and monitor the external auditor's independence and objectivity and annually appraise the effectiveness and value for money of the external audit service.
- to develop, implement and monitor a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant guidance regarding the provision of non-audit services by the external audit firm.
- to ensure the effective co-ordination between internal and external audit.
- to receive the Statutory Accounts and the related Letters of Representation, required by the external auditors, for all Group Companies.
- recommend the Statutory Accounts, Letter of Representation, and external auditors Accounts Audit Report to the respective Boards for Approval; and
- to consider and make recommendations on the response to any other audit reports, letters or investigations and report to the Board.

11

Internal Control Framework

- To oversee the embedding and maintenance of an effective system of internal control.
- to oversee the report to the Board on the effectiveness of the system of internal control throughout the organisation.
- to satisfy the Board that there is a sufficient and systematic review of the internal control arrangements within the organisation.
- to review the statement on internal control systems and make appropriate recommendations to the Board.
- to ensure that any significant weaknesses identified are remedied and reported to the Board.
- to commission special investigations into matters of particular concern relating to internal control.
- to ensure that the impact of alleged or fraudulent activity on the organisation's framework of internal control is properly assessed and, where it considers it necessary, to recommend changes to strengthen the control framework; and
- to receive reports relating to any matters of whistleblowing or alleged or actual fraudulent activity which may have an effect upon the organisation or any of its subsidiaries.

12

Internal Audit

- To consider and make recommendations to the Board on the internal audit arrangements, including the appointment, reappointment or otherwise, fees and terms of engagement of the internal auditor, whether on the organisation's payroll or outsourced.
- to review and approve the internal audit needs assessment and strategy and the annual plan and monitor delivery of the plan, approving any changes during the year.
- to ensure that all relevant control systems and procedures are reviewed within an appropriate period.
- to receive and consider reports by the internal auditors on all audit findings, together with the response from managers to these reports.
- to obtain assurance that management responses to internal audit recommendations, which have been endorsed by the Board or Committee, are robust and implemented by management as timetabled.
- to review and annually appraise the effectiveness of the approach, nature and scope of internal audit activities and compliance with professional standards, good practice guidance and performance indicators; and
- to receive and review the annual report from the internal auditors.

13

High Level Risk Framework

- To receive the minutes of, and regular reports from, the Risk Panel.
- to consider the Risk Management Strategy and Risk Management Framework on an annual basis and make appropriate recommendations to the Board.
- to consider the Strategic and Operational Risk Maps in detail and recommend a Corporate Risk Map to Board for approval twice a year.
- to receive regular reports and assurance on the management of risks relating to Care & Support activities.
- to provide direction to the Risk Panel to help develop a culture in which Risk Management is embedded in the culture of the organisation.
- to satisfy the Board that there is a sufficient and systematic review of the risk management arrangements within the organisation.
- to review the Regulator of Social Housing's annual Sector Risk Profile and consider its implications for the work of the Committee.

- to receive regular reports on the organisation's arrangements for mitigating key risks in the Sector Risk Profile; and
- to ensure that appropriate disaster recovery and contingency plans are in place and are tested regularly.

14

Regulation, Governance and Confidential Reporting

- To receive, as appropriate, regular reports on any governance issues which may affect the operation of the Committee or the scope or extent of its responsibilities.
- to receive, as appropriate, regular reports on any regulatory or compliance issues which may affect the operation of the Committee or the scope or extent of its responsibilities, including for example, HMRC compliance inspections and Homes England Audit Reports.
- to approve the following key policies:
 - Fraud Policy: NCHA Policy on Business Ethics & Fraud.
 - Whistleblowing Policy.
 - Anti-Bribery Policy.
 - Data Quality Policy.
- to review the proportionality, independence and appropriateness of the organisation's Whistleblowing Policy and follow-up action.
- to review the Group's Assets & Liabilities Register at least once a year and recommend it to the Board for approval; and
- to review and scrutinise the stress-testing conducted upon the 30-year financial projections in the Board approved Business Plan and the action plans for mitigation.

APPENDIX 2

CARE COMMITTEE

TERMS OF REFERENCE

Reviewed September 2024

Issued November

1.0 Terms of Reference

The functions, overall responsibilities, membership, and proceedings of the Committee will be as follows:

1.1 Status

The Care Quality and Regulatory Compliance Committee (**Care Committee**) will sit alongside the other committees of the Board (Audit & Risk Committee, Governance Committee and Customer Committee). It will act as an accountable body on behalf of the Board and its remit will include matters relating to safeguarding, care quality assurance, care performance management and care regulatory compliance. The Committee will have the power to make recommendations to the Board, other Committees and/or functions of NCHA but its authority will reflect that of its officers, and it will not be entitled to direct implementation of those recommendations without the express sanction of the Board.

1.2 Functions/Responsibilities

The Care Committee will have the following functions and responsibilities:

- General oversight and scrutiny of the work carried out by officers in respect of quality assurance and regulatory compliance in relation to the requirements of the Care Act 2014
- Keeping abreast of developments and/or changes in the legislative and regulatory framework for NCHA Care and Support and disseminating information relevant to the whole or parts of the organisation.
- Approving a standing list of policies and procedures to be provided to it at each meeting; scrutinising and commenting on the content of proposed and/or updated policies; making recommendations for the production of new policies where appropriate.
- The areas which the Committee will address will include:
 - quality assurance and performance management.
 - safeguarding, for example around the action to be taken where there are concerns about an adult's or child's safety or welfare and the processes for investigation of safeguarding allegations concerning persons who work with service users.

- compliance with the legislative and regulatory regime overseen by CQC and Ofsted.
- complaints, duty of candour, whistleblowing, and serious incidents in relation to care and care and support services.
- approval of the following named policies relating to Care and Support:

| Policy Number | Policy Name |
|----------------------|---|
| CSFIN 06 | Service Users Monies |
| CSHS 01 | Reporting Accidents, Incidents and Near Misses including RIDDOR |
| CSHS 05 | Medication Policy |
| CSHS 23 | Death of Colleagues, Visitors or Contractors in CS |
| CSSU 01 | Mental Capacity |
| CSSU 10 | Support Planning and Risk Assessment |
| CSSU 11 | Positive Behaviour Support |
| CSSU 15 | Managing Behaviours of Concern |
| CSSU 27 | Duty of Candour |
| CSQM 29 | New Business Procedure |
| HWS 01 | Safeguarding Adults, Children and Young People |
| CSSU25 | Missing Persons aged 16-17. |
| CSSU35 | Behaviour Management for young persons aged 16-17 |

- Scrutinising the training programmes developed in relation to quality management and regulatory compliance and making recommendations to the relevant officers where appropriate.
- Reviewing systems and practices designed to maintain external, independently accredited, and internal quality standards and reporting on the resulting findings. Such standards including:
 - BSI standards.
 - CQC reports.
 - Ofsted reports.
 - NHS or Local Authority contract monitoring reports
 - complaints.
 - whistleblowing reports.
 - service user surveys.
- Monitoring and evaluating the effectiveness of safeguarding processes and procedures within the organisation, both at an individual and collective level, and making recommendations on ways to improve these processes where appropriate.
- Analysing information and activity data about safeguarding and complaints, identifying trends, suggesting areas where closer monitoring may be desirable

and reporting and/or making recommendations to officers in respect of the same.

- Analysing information and activity data about quality performance and contract compliance, identifying trends, suggesting areas where closer monitoring may be desirable and reporting and/or making recommendations to officers in respect of the same.
- Providing a conduit between quality assurance/safeguarding/regulatory compliance and the Board and Audit and Risk Committee.
- Reporting on its work to the Board.
- Receiving reports from the Care and Support Voice group on the activities and impact of their work.
- Supporting and directing activities of the Care and Support Voice group based on observations, for example from service user survey results, quality assurance and regulatory compliance reports.
- Analysing lessons learnt and sharing information and/or making recommendations as appropriate.
- Assessing all operational risks around care and support including quality and safeguarding, especially from a reputational management perspective and reporting its findings to the Board, relevant officers, or other Committees.
- Maintaining a register of complaints that are live and calling officers to account where matters remain “open” for an excessive time.

1.3 Membership

The Care Committee will comprise a minimum of four members supported by officers. Members will be appointed annually by the Board and must include:

- at least two members of the NCHA Board one of which will hold the post of Chair of the Committee.
- an expert by experience.

The Board may appoint independent Committee co-optees who it is considered have particular expertise or experience that will be of benefit to the Committee.

The officers attending the Committee will be the individuals holding the following posts:

- Director of Homes and Wellbeing (act as Committee secretary)
- Assistant Director of Homes and Wellbeing
- Quality and Regulatory Compliance Manager.
- Head of Care and Support.
- Any other officers of the Association by invitation

Qualifications/competencies:

Members should have two or more of the following:

- quality assurance and/or performance management expertise; and/or
- background in clinical or general governance and/or the health and social care sector; and/or
- personal experience of service provision either as someone in receipt of paid care or as a career.

All members must demonstrate a commitment to NCHA's strategy, vision and values around care and support.

At least one member of the Care Committee, who is also a Board Member should have specific knowledge of and/or a background in safeguarding and direct professional experience of CQC regulated activities.

1.4 **Rules of Procedure**

Chair

The Chair will be a Board member.

Meetings

The Committee will meet quarterly. The Chair may call an extraordinary meeting at any time.

Quorum

The quorum at a meeting of the committee shall be three members.

Terms of office

Following appointment, members serve for a term of 3 years subject to successful appraisal. This can be extended under the Terms of Office policy to a maximum of 6 years (2 successive, 3-year terms).

Members of the committee will comply with the NCHA Board Members Terms of Office Policy.

Voting

Wherever possible the Chair of a meeting shall attempt to reach decisions by consensus but where this proves not to be possible then matters will be settled by a simple majority of those members present and entitled to vote.

No person shall exercise more than one vote and in the case of an equality of votes the Chair shall have the casting vote. To avoid doubt only members of the Care Committee are entitled to vote.

Guests

The Care Committee may invite guests to attend meetings, to contribute to a particular item under discussion, in order to facilitate cross learning around the organisation or to represent service users or their families.

Minutes

Minutes shall be kept for all meetings of the Committee and approved by the Committee at the following meeting.

Draft Committee minutes will be presented, for information, to the following NCHA Board meeting.

2. Reporting

The Care Committee shall receive reports from/about the following:

- BSI audit programme including annual effectiveness review.
- internal Homes and Wellbeing audit programme
- Local Authority, CQC reports and other external accreditations.
- complaints.
- whistleblowing.
- Duty of Candour disclosures.
- health and safety annual report.
- KPIs relevant to human resources quality, safeguarding and other regulatory compliance.
- training programme as this relates to quality and regulatory compliance.
- individual services where appropriate.
- Care and Support strategy.
- business development framework
- risk map review.
- early warning indicators

APPENDIX 3

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

Review date: October 2024

1. Constitution

- 1.1. The Governance Committee is constituted as a Committee of the Board of Nottingham Community Housing Association.
- 1.2. The Committee's terms of reference may be amended at any time by the Board.
- 1.3. The purpose of the Committee is to: oversee all Boards and Committee Members remuneration; to oversee Executive remuneration; to manage all Boards and Committee nominations and succession planning; and to ensure good governance and compliance in related areas.

2. Authority

- 2.1. The Committee is authorised by the NCHA Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 2.2. The Committee is authorised by the NCHA Board to obtain external legal or other professional advice and to secure the attendance of anyone it considers has relevant experience, expertise, or knowledge.

3. Membership

- 3.1. The Committee shall be appointed by the NCHA Board from amongst its members and shall consist of not less than three members. These shall usually be the Chair of the Audit and Risk Committee, the Chair of the Care Committee and the NCHA Board Chair.
- 3.2. The NCHA Board shall appoint the Committee Chair who shall either be Chair of the Audit and Risk Committee or Chair of the Care Committee. In the absence of the appointed Committee Chair, the meeting chair shall be the alternative Committee Chair.
- 3.3. In accordance with the adopted Code of Governance, the Chair of the NCHA Board shall not be appointed to, or act as, Chair of the Governance Committee.

- 3.4 Appointments to the Committee shall be for a period of one year and reviewed by the NCHA Board annually.
- 3.5 The Committee shall also normally be attended by the Chief Executive and the NCHA Company Secretary (although they are not members of the Committee).
- 3.6 The NCHA Company Secretary may act as Secretary to the Committee.
- 3.7 The Committee shall have the power to appoint a specialist advisor, if deemed necessary, as a co-optee.

4. Lead Director

- 4.1. The lead director for the Committee is the Chief Executive.

5. Meetings

- 5.1. The Committee shall meet at least twice a year and at such other times as they shall require.
- 5.2. The quorum necessary for the transaction of the business of the Committee shall be at least two Committee members. Before any committee/panel meeting can start its business there must be a quorum present. Meetings which are not quorate must be adjourned and rearranged.
- 5.3. At the request of the Committee any other Board members or senior management staff shall attend meetings.
- 5.4. Meetings of the Committee shall be arranged by the NCHA Company Secretary at the request of the Committee Chair.
- 5.5. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.
- 5.6. Meetings are held in person. Subject to agreement with the Chair, members may attend the meetings by MS Teams in exceptional circumstances.

6. Minutes of Meetings

- 6.1 The NCHA Company Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.

6.2 The Committee shall approve the minutes of its last meeting at the following meeting.

7. Responsibilities

7.1 In relation to its oversight of the Chief Executive's, Directors and Board and Committee remuneration, the Committee shall:

7.1.1 consider and approve proposals from the Chief Executive concerning the remuneration of the Directors which may be supported by external independent advice.

7.1.2 consider and recommend to Board the remuneration for Members of all Boards and Committees considering all factors which it deems necessary. These may include the review of data and information supplied by external parties and of internal and external comparative information.

7.1.3 consider and recommend to Board the remuneration of the Chief Executive which may be informed by the review of data and information supplied by external parties and of internal and external comparative information.

7.2 In relation to its nominations and succession planning responsibilities, the Committee shall:

7.2.1 regularly review the structure, size, and composition (including the skills, knowledge, and experience) required of all Boards and Committees and make recommendations to the NCHA Board about any changes.

7.2.2 consider succession planning for NCHA Board members, Pelham Homes Board members, all Committee members and the Chief Executive considering the challenges and opportunities facing the Group, together with the skills and experience needed in the future.

7.2.3 ensure that the Chief Executive has succession planning arrangements in place for members of the Executive Team.

7.2.4 be responsible for identifying and nominating candidates to fill NCHA and Pelham Homes board vacancies and Committee vacancies as and when they arise.

7.2.5 before any external appointment is made, evaluate the balance of skill, knowledge and experience on the relevant Board or Committee, then prepare a description of the role and capabilities required. In identifying suitable candidates, the Governance Committee shall:

- consider candidates from a wide range of backgrounds.

- consider candidates on merit and against objective criteria.
- 7.2.6 make recommendation to the NCHA Board on the appointment of statutory officers.
- 7.2.7 where specifically requested to assist in the resolution of disputes, grievances or other Human Resource related issues amongst Members or the Chief Executive.
- 7.3 In relation to its governance and compliance role, the Committee shall:
- 7.3.1 commission a comprehensive, independent review of NCHA's governance arrangements aiming to complete every two years (and at least every three years) which shall be recommended to Board for approval.
- 7.3.2 oversee an internal, collective board evaluation process every two years which shall be recommended to Board for approval.
- 7.3.3 review and monitor the delivery of the Board's Annual Governance Action Plan.
- 7.3.4 review the Members Declaration of Interest Register as a standing item at each meeting, receive & monitor updated Declarations of Interest and recommend necessary action.
- 7.3.5 approve the Annual Code of Governance Self-Assessment.
- 7.3.6 approve the Annual Company Secretary Checklist Report.
- 7.3.7 review and recommend the Annual RSH Regulatory Self-Assessment to Board for approval.
- 7.3.8 be responsible for approving the following key policies:
- Board Member Recruitment policy.
 - Board Member Terms of Office policy.
 - Board Member Expenses policy.
 - Board Member Remuneration policy.
 - Board Member Conflict of Interest policy.
 - Policy for the Selection of Board Roles and Committee Chairs
 - Code of Conduct
 - Board Member Complaints Policy
 - Board Appraisal Policy
 - Board Induction and Training Policy
 - Chairs Action Protocol

8. Reporting Responsibilities

8.1 The minutes of the Committee shall normally be presented for information at the NCHA Board meeting following the Committee meeting.

8.2 Where the Chair of the NCHA Board considers this to be impractical the minutes shall be circulated to all members of the NCHA Board as soon as possible.

9. Other

9.1 The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the NCHA Board for approval.

APPENDIX 4

GROUP HEALTH AND SAFETY PANEL TERMS OF REFERENCE

Approved – September 2024

1. Purpose

- 1.1. The primary role of the NCHA Group Health & Safety Panel (The Panel) is to co-ordinate the delivery of effective health & safety, building safety, fire safety and compliance management across the NCHA Group, to provide a forum for consultation with interested parties, to develop and implement effective strategies, policies, and procedures, and to secure continual improvement for the benefit of colleagues, residents, and the communities that we serve.

2. Governance and Accountability

- 2.1. The Panel is accountable to NCHA's Audit & Risk Committee. Panel minutes will be forwarded to Audit & Risk Committee for information.
- 2.2. There are four forums which report into the Panel, namely Homes & Wellbeing, Development & Sales and Assets & Property Services, Finance & Resources Health & Safety forums and the Fire Safety Forum.
- 2.3. The H&S Team is accountable for maintaining NCHA's Health and Safety and Fire Safety operational risk maps and preparing these documents for Panel approval.
- 2.4. The Assets & Property Services Team (APS) is accountable for managing NCHA's management plans for the Big Seven and preparing these documents for The Panel approval.
- 2.5. The Panel is responsible for overseeing and approving the development and management of NCHAs health & safety, fire safety, building safety management, and compliance management plans, procedures, and registers, excepting those policies which are matters reserved for Board.
- 2.6. The Panel will be the principal means of consulting with colleagues on Health & Safety matters and will carry out the function of a health and safety committee as required under the Safety Representatives and Safety Committees Regulations 1977. Recommendations requiring wider consultation and negotiation will be made to JUNG by the Panel Chair.

3. Decision Making and Resources

- 3.1. The Panel has delegated responsibility to take all operational decisions relating to health & safety, fire safety, building safety management, and compliance, and to ensure the implementation of relevant procedures across the NCHA Group.
- 3.2. The Panel has no budgetary function. Initiatives requiring additional resources will be referred to the appropriate budget holder or Executive Team.

4. Chair of the Health, Safety & Fire Panel

- 4.1. The Chief Executive will chair The Panel.
- 4.2. If the Chief Executive is unavailable, the Group Health and Safety Manager will chair The Panel.
- 4.3. The Corporate Health & Safety Team will facilitate Panel Meetings including booking rooms, preparing agendas, and taking and circulating minutes and matters arising.

5. Authority and Access

- 5.1. The Panel has unrestricted right of access to all information held within the Group and the active co-operation of any of the Group's colleagues to be able to carry out its responsibilities.

6. Membership and Attendance

- 6.1. Members are appointed by the Chair of the Panel. The Panel will include the chairs of all the health and safety forums and trade union representatives. Specialist H&S advisors, compliance managers will be invited as attendees.

- 6.2. Panel members will usually include: -

- Chief Executive
- Group Health & Safety Manager (Chair of the Fire Safety Forum)
- Chair of the Homes & Wellbeing H&S Forum
- Chair of the Development & Sustainability and Assets & Property Services H&S Forum
- Chair of Finance and Resources H&S Forum
- Building Safety Manager
- H&W Quality & Regulatory Compliance Manager
- Assistant Director of Assets
- Trade Union H&S Representatives

- 6.3. Panel Attendees: -

- H&S Advisors x 2
- Fire Coordinator
- H&S Assistant (minutes and actions)
- Compliance Contracts Manager
- Others by invitation

- 6.4. Other managers, colleagues, resident representatives, or consultants may attend all or part of the meetings at the invitation of the Panel.

- 6.5. In the interest of promoting consultation with colleagues, other colleague representatives other than the Trade Union H&S representative may attend with prior permission from the Panel Chair.

7. Meetings

- 7.1. The Panel will meet five times a year in advance of the Audit & Risk Committee (i.e., in February, April, June and September). An annual review meeting will be held in December. The agenda for Panel meetings is at section 10.

8. Quorum

- 8.1. The quorum for any meeting will be six members of the Panel, not including the Chair and admin support.
- 8.2. Before any Panel meeting can start its business there must be a quorum present. Meetings which are not quorate must be adjourned and rearranged.

9. Remit of the Panel

- 9.1. To ensure that the health and safety, compliance, building safety and fire safety risk maps are kept up to date at least on an annual basis.
- 9.2. To review compliance with The Big seven early warning Indicator(s) and tolerances and provide NCHA Compliance Board report items.
- 9.3. To comment and advise on the identified methods of controlling health & safety, building safety, fire safety and compliance risks, ensuring that controls are both in place and appropriate.
- 9.4. Where inadequate or inappropriate controls are identified the Panel will report their concerns, along with suggested remedial action, to the Executive Team via the Panel Chair.
- 9.5. To contribute towards the ongoing implementation and review of our Risk, Compliance & Safety Strategy.
- 9.6. To review, comment on and approve NCHA corporate health & safety, building safety, fire safety and compliance policies, management plans and procedures.
- 9.7. To ensure consultation with colleagues on the introduction of any new measures in the workplace which may affect the health and safety of colleagues.
- 1.1. To ensure that we have competent people in place to assist the NCHA Group to comply with health & safety, building safety, fire safety and compliance legislation and codes of practice and with implementing emergency procedures.
- 9.8. To plan and develop communications with interested parties, including colleagues, residents, and regulators.
- 9.9. To review health & safety and fire safety training for colleagues.

10. Agendas

- 10.1. Agendas for Panel meetings are as follows:

10.2. Standard Meetings

- Welcome, attendance, apologies.
- Previous minutes and matters arising
- Chair reports from directorate H&S forums.
- New and arising risks and operational risk map review.
- Compliance programme (Big seven)
- Building Safety Management
- Changes in legislation standards, and operational policies and procedures.
- Incident statistics, performance indicators and audit outcomes
- Consultation and communication with interested parties
- Report to Audit and Risk Committee
- Any Other Business

10.3. Annual review meeting:

- Welcome, attendance, apologies.
- Review of significant risks and new legislation over previous 12 months
- Preview of anticipated legislation and emerging risks
- Annual performance / audit reports
- Compliance performance
- Building Safety management
- Review of H&S Management system
- Any other business

10.4. The Group Health & Safety Manager will prepare an annual meeting calendar at the beginning of each financial year to ensure all cyclical document reviews are carried out within the required timescales and in time for the relevant Audit & Risk Committee / NCHA Board meetings.

10.5. Other items may be added to the agendas for each meeting by prior agreement with the Panel Chair.

11. **Key Performance Indicators**

11.1. Panel will receive updates as appropriate on the following key performance indicators:

- Accident and incident statistics and trends.
- Safety Incidents reported to regulators under relevant.
- MMS (Managers Managing Safely) compliance rates.
- Compliance (the big seven)
- Building Safety Management
- H&S compliance cycle training completion rates.
- Outcomes of sector benchmarking.

11.2. Panel may, in addition, elect to monitor additional metrics, especially in relation to the implementation and performance of new compliance measures, services or initiatives.

11.3. Outcomes of performance monitoring will be reported to NCHA Board within the Annual Health & Safety report.

12. Trade Union and Colleague Representatives

12.1. Union and colleague entitlements are set out in the Safety Representatives and Safety Committees Regulations 1977 and the Health & Safety (Consultation with Employees) Regulations 1996, as laid out in HSE Approved Code of Practice L146 (the Brown Book). Nothing in these terms of reference imply any amendments to these entitlements.

12.2. Trade Union appointed Health & Safety Representatives will be expected to commence appropriate training within the first 6 months of appointment to enable them to fully undertake their role as Health & Safety Representatives.

APPENDIX 5

GROUP RISK PANEL TERMS OF REFERENCE

August 2024

1. Purpose

- 1.1. The primary role of the NCHA Group Risk Panel (the Panel) is to co-ordinate the delivery of effective strategic risk management, and business continuity management across the NCHA Group, to ensure that we take account of risk in the delivery of the Group Corporate Plan and, in addition, that we meet the regulatory and compliance requirements within which we operate.

2. Governance and Accountability

- 2.1. The Panel is accountable to NCHA's Group Audit and Risk Committee.
- 2.2. Panel meetings will be scheduled in advance of Audit and Risk Committee meetings to ensure effective reporting of compliance and strategic risk and business continuity matters.
- 2.3. The Panel is accountable for maintaining and reviewing NCHA's risk strategies and risk management framework and drafting these documents for NCHA Board approval.

3. Decision Making and Resources

- 3.1. The Panel has delegated responsibility to take all operational decisions relating to strategic risk, and to implement relevant procedures across the Group.
- 3.2. The Panel has no budgetary function. Initiatives requiring additional resources will be referred to the Executive Team.

4. Chair of the Compliance and Risk Panel

- 4.1. The Chief Executive will chair the Panel.
- 4.2. If the Chief Executive is unavailable, the Group Governance and Risk Manager will chair the Panel.
- 4.3. The the Group Governance and Risk Manager will facilitate Panel Meetings including booking rooms, preparing agendas, and taking and circulating minutes.

5. Authority and Access

- 5.1. The Panel has unrestricted right of access to all information held within the Group and the active co-operation of any of the Group's employees to be able to carry out its responsibilities.

6. Membership

- 6.1. Members are appointed by the Chair of the Panel.

7. Attendance

7.1. Attendees will usually include: -

- Chief Executive
- Director of Homes and Wellbeing
- Assistant Director - Finance
- Assistant Director - People
- Assistant Director - Corporate Services
- Assistant Director - Assets
- Assistant Director – Development & Sales
- Group Governance and Risk Manager

7.2. Other managers may attend all or part of the meetings at the invitation of the Panel.

7.3. Where attendees are unable to attend a meeting, they are only expected to nominate a deputy to cover any agenda items assigned to them.

8. Meetings

8.1. The Panel will meet four times a year in advance of the Audit & Risk Committee (i.e., in February, April, June and September). A further annual review meeting will be held in December. The agendas for Panel meetings are at section 11.

9. Quorum

9.1. A quorum for any meeting will be four members of the Panel, not including the Panel Chair and secretarial support.

9.2. Before any committee/panel meeting can start its business there must be a quorum present. Meetings which are not quorate must be adjourned and rearranged.

10. Remit of the Panel

10.1. To ensure that the strategic risk maps are updated with any new risks, requirements, and controls at least bi-annually.

10.2. To comment and advise on the identified methods of controlling risks and complying with legal and other requirements; ensuring that controls are both in place and appropriate.

10.3. To identify and monitor compliance relating to the NCHA Compliance Board report items, including People, Data and Care & Support Compliance

10.4. To identify and monitor tolerance and early warning indicator triggers and compliance performance indicators and identify imminent strategic risks and compliance failures.

10.5. To issue an updated risk map to the Audit and Risk Committee and the NCHA Group Board at least bi-annually.

- 10.6. To review our risk and compliance-strategies, and risk management framework on an annual basis and to submit recommendations to Audit & Risk Committee and subsequently Board.
- 10.7. To ensure that the Audit & Risk Committee is kept informed of panel business by copying minutes of all meetings to members.
- 10.8. To externally validate our approach to risk management utilising various approaches including audit and attendance at risk management conferences.
- 10.9. To annually review the Group's business continuity arrangements, and to arrange testing to ensure that the overall business continuity plan functions as expected.
- 10.10. To annually review our stress testing measures and internal audit programme, making sure that appropriate links are made to our strategic risk maps, and to make appropriate recommendations to the Director of Finance & Resources.

11. Agendas

11.1. Agendas for Panel meetings are as follows:

Standard meetings

Welcome, attendance, apologies.
Previous minutes and matters arising
Emerging risks, risk maps and assurance reports
Compliance Board Reporting: People, Data and Care & Support
Changes in legislation, standards, policies & procedures
Sector Risk Profile assurance report.
Stress testing, audit & business continuity updates.
Feedback from RSH, Board and Audit & Risk Committee
Report to Audit & Risk Committee (Risk) and Board (Compliance)

Annual review meeting

Welcome, attendance, apologies.
Review of significant risks over previous 12 months
Review of significant compliance changes over previous 12 months
Preview of Sector Risk Profile and emerging risks
Review of assurance events log

Other items

Other items may be added to the agendas for each meeting by prior agreement with the Panel Chair.

Annual meeting calendar

The Group Governance & Risk Manager will prepare an annual meeting calendar at the beginning of each financial year to ensure all cyclical document reviews are carried out within the required timescales and in time for the relevant Audit & Risk Committee and NCHA Board meetings.

Minutes of Meetings

Minutes of meetings will be circulated to Panel, Executive Team, and Audit & Risk Committee.

Terms of Reference for the Joint Union Negotiating Group
Approved November 2022
Review December 2024

NCHA has a Union Recognition Agreement with UNISON and Unite in respect of its colleagues. NCHA will operate a Joint Union Negotiating Group to meet that arrangement in all its aspects and as the method for achieving all that is described below.

This Agreement and these Terms of Reference constitute a valid pre-existing agreement under the requirements of the Information and Consultation of Employees Regulations 2004.

1.0 Decision Making

- 1.1 The JUNG is the forum within which all aspects of the Union Recognition Agreement will be agreed.
- 1.2 The Executive Team is responsible within the Board's policy and budgetary framework, for deciding on all aspects of the terms and conditions of NCHA's colleagues after due consultation and negotiation at JUNG meetings.
- 1.3 The Executive Team is empowered to refer any items which they have difficulty in resolving by this means to Board for advice or decision.
- 1.4 In the event of failure to reach agreement on any substantive issues, the services of ACAS may be called upon to provide advice and conciliation by agreement of NCHA and UNISON/Unite.

2.0 Remit of JUNG

- 2.1 The Remit of JUNG will be as follows: conditions of service, working conditions, staffing and grading, NCHA wide reorganisations, welfare of colleague, training, equal opportunities, union facilities (excluding terms and conditions relating to the Executive Team).
- 2.2 Issues relating to operational policy and budgeting will fall within the remit only in so far as they impinge on the areas noted in 2.1.
- 2.3 Issues around local re-organisations including TUPE will be included for information at JUNG and local representatives will be consulted at a local level.
- 2.4 Matters concerning health and safety will be dealt with at the Health and Safety Panel which includes 2 places for Union representatives.

3.0 Composition of JUNG

3.1 The JUNG will comprise the four members of the Executive Team and six elected Colleague Union Representatives. Both sides may invite up to two Advisors; for the Colleague side, these Advisors may be officials from Unite/UNISON.

3.2 Working Groups of the JUNG will be established on an ad hoc basis to discuss any issues which both colleague side and the Executive Team agree need particular consideration. The mandate of any Working Group will be agreed by the JUNG.

4.0 Frequency of JUNG Meetings

4.1 Meetings of the JUNG will be held every two months, with interim meetings arranged as and when necessary, allowing at least two weeks notice. Additional informal meetings on specific issues may be held from time to time.

5.0 Conduct of Meetings

5.1 A quorum will consist of three representatives from the colleague side and two from the Executive Team and an HR representative (in Unison this will include non-colleague representatives in attendance). This includes colleagues or Executives attending remotely or virtually.

5.2 The Chair responsibility will alternate between the colleague side and the Executive Team.

5.3 The People Team will service JUNG meetings, and produce agendas and minutes.

6.0 Circulation of Papers and Minutes

6.1 The notice of meetings will be circulated one week in advance of the meeting. The schedule of the regular two monthly meetings will be arranged on an annual basis and minuted.

6.2 The agenda and papers will be circulated in advance of the meeting by the HR Business Partner or Head of People.

6.3 Minutes of JUNG meetings will normally be distributed within one week of the meeting.

6.4 Meeting minutes will be circulated to the Executive Team for information.

7.0 Facilities for elected Trade Union Representatives

7.1 Details of the facilities provided for Trade Union representatives are detailed in the facilities agreement.

APPENDIX 7
CUSTOMER COMMITTEE
TERMS OF REFERENCE
Review date August 2024

1 Purpose

- 1.1 To support the work of NCHA Group Board ('the Board') through the monitoring of performance relating to customer experience, across the NCHA Group.
- 1.2 To ensure compliance with the Regulatory and other legislative standards.
- 1.3 To review and recommend to NCHA Board appropriate policies and strategies related to the customer experience.

2 Accountability

- 2.1 To be accountable to the Board for the fulfilment of the responsibilities delegated to it as set out in these terms of reference. All Committee members share responsibility for its decisions and should act only in the interests of the organisation and not on behalf of any subsidiary, constituency, interest group or themselves, putting the interests of the organisation before their own interests.
- 2.2 The Board will obtain assurance on the Committee's work via minutes of all Committee meetings which will be made available to the Board.
- 2.3 The Committee may issue reports to Board from time to time as required for the effective working of the Committee.
- 2.4 To review these terms of reference annually and make recommendations to the Board on any changes.

3 Lead Director

The lead director is the Director of Homes & Wellbeing.

4 Membership and voting

- 4.1 The Committee will comprise the following membership:
 - 1 independent Chair
 - 3 NCHA Board members
 - 3 NCHA customers
- 4.2 The Chair position and Customer members are appointed by NCHA Board following a recruitment process in line with the NCHA Board Recruitment Policy.

- 4.3 The Chair cannot hold another position within the NCHA governance structure.
- 4.4 The Chair, Board and Customer members of the Committee are confirmed annually by the Chair of NCHA Board, following the NCHA AGM.
- 4.5 Following appointment, members serve for a term of 3 years subject to successful appraisal. This can be extended under the Terms of Office policy to a maximum of 6 years (2 successive, 3-year terms).
- 4.6 The Chair and Customer members of the committee will comply with the NCHA Board Members Terms of Office Policy.
- 4.7 The Customer Committee may appoint associate Customer members without voting rights to assist with succession planning in the case of the Chair and Customer member's maximum terms of office ending in the same year.
- 4.8 Customer members will be required to undertake a regular appraisal in line with the Board Appraisal policy.
- 4.9 Customer members cannot hold another position on the Homes & Neighbourhood, Scrutiny or Care & Support panels.
- 4.10 The Chair and Customer Committee members will be remunerated in line with the NCHA Board approved remuneration arrangements.
- 4.11 There will be one vote, one member excluding the independent chair who will not have voting rights.
- 4.12 If a majority decision cannot be reached, the decision will be referred to NCHA Group Board.
- 4.13 If required, one of the Customer Committee members will formally deputise for the Independent Customer Committee Chair.

5 **Attendance**

Employees and others may attend all or part of meetings at the invitation of the Committee. Attendees will usually include:

- Director of Homes and Wellbeing.
- Assistant Director of Homes & Wellbeing.
- Assistant Director of Property Services
- Other Directors and Managers as required; and
- Members of the Customer Involvement Team as required.

6 **Meetings**

To meet at least 4 times a year.

7 **Quorum**

A quorum for any meeting will be 4 including at least 2 Board Members and 1 Customer Representative.

Before any committee meeting can start its business there must be a quorum present. Meetings which are not quorate must be adjourned and rearranged.

8 **Delegated Responsibility & Authority**

8.1 To monitor the performance relating to customer experience and make recommendations to Board. To include:

- Complaints
- Maintenance including landlord compliance.
- Customer & service user satisfaction
- Anti-Social Behaviour
- Arrears
- Allocation/ lettings and tenancy management
- Service Standards
- Customer Strategy
- Property and Asset Strategy
- Estate management and improvement

8.2 To review & approve the following published documents:

- The Annual Report to customers
- NCHA's customer Service Standards
- The Scrutiny Panel's forward plan
- NCHA Service Standards

8.3 To approve recommendations from scrutiny or task and finish projects where already contained within existing budgets or make recommendations to Board.

8.4 The Committee's role with the approval of customer facing policies is as follows:

8.4.1 To be consulted on and give feedback to Board on the following Board approved policies:

- Complaints Policy
- Rent Setting Policy
- Tenant & Customer Involvement Policy

- Corporate Safeguarding & Domestic Abuse Policy Statement
- Asset Management Policy
- Estate Management & Estate Improvement Policy
- Customer Policy

8.4.2 To approve the following policies:

- Anti-Social Behaviour & Hate Incidents Policy
- Allocations Policy
- Tenancy Policy
- Estate management Policy
- Void and Relets Policy
- Lettable Standard Policy
- Damp, Mould, and Condensation Policy
- Customers with Vulnerabilities Policy

8.5 To consider and review NCHA contractor performance and receive reports on procurement activity relating to major service delivery areas e.g., repairs, cleaning, and gardening to ensure customer's needs are being met as well as efficiencies delivered.

9 Oversight

9.1 To receive and note for information feedback from the Board. Agreed actions to be recorded and tracked.

9.2 To approve the consultation framework that enables customers to feed into the strategic priorities for NCHA.

9.3 To review organisation proposed thematic plans and strategies and offer feedback to ensure customer views are informing strategic actions.

9.4 To receive quarterly updates from the Homes & Neighbourhood, Scrutiny and Care & Support panels. To note for information and make recommendations for follow up. To include the following:

- Details of outcomes delivered for customers and service users.
- Barriers preventing meaningful engagement.
- Effectiveness of social value activities
- Updates on follow up to scrutiny and task & finish recommendations.
- Make recommendations for specific work for the panel(s) to undertake.

9.5 To have oversight of the formal structure of customer involvement to ensure customers' views are influencing service decisions. To include market rent,

leaseholder and shared owner views, alongside general needs, and service user accommodation.

- 9.5 To note and make recommendations to Board in relation to sector initiatives that improve customer and service user engagement.

10 Equality, Diversity, and Inclusion

- 10.1 To support NCHA's commitments outlined in the Equality, Diversity & Inclusion Strategy.
- 10.2 To ensure fair and equal treatment for all, regardless of any protected characteristics.
- 10.3 To ensure obstacles that may prevent customers from contributing to its work are identified, and to find the means to remove those obstacles.
- 10.4 To annually review its membership, and the membership of the Homes & Neighbourhood, Scrutiny and Care & Support panels. To ensure the formal involvement structure is representative of the diverse communities in which NCHA operates.
- 10.5 To abide by NCHA's policies on equality and diversity and attend equality and diversity training as part of individual membership.

11 Confidentiality

- 11.1 Customer members of the Committee will have access to information of a sensitive and confidential nature. Any such information shared as part of the committee's work must not be disclosed beyond the Committee.
- 11.2 Customer members will be required to sign the NCHA Code of Conduct and confidentiality statements as part of their appointment and be expected to always uphold the NCHA values.

APPENDIX 8

Terms of Reference for the Equality, Diversity, and Inclusion Panel at NCHA

Agreed and adopted: May 2023

1. Vision, Objectives, Scope, and Deliverables

The Panel aims to

- Achieve greater awareness of equality, diversity, and inclusion issues within NCHA and for our customers.
- Provide a critical friend role for NCHA on key strategic ED&I issues.
- Improve the working environment for all, in alignment with national initiatives such as those championed by I, Housing Diversity Network, Chartered Institute of Housing and the National Housing Federation.
- Increase and promote diversity among the NCHA workforce, at Board level and, where appropriate, with our customers
- Embed a culture of participation and inclusivity, where all colleagues and customers feel valued.
- Regularly review policy and practice across NCHA and colleague data in order to inform an ever-evolving *Action Plan* for implementing positive change.

2. Roles and Responsibilities

Equality and diversity issues are the responsibility of all members of NCHA. The role of the ED&I Panel is to raise awareness, and to advise on, initiate and facilitate changes to the culture, environment and working practices which further the above-mentioned objectives.

The Panel meets quarterly and is chaired by a Director of NCHA. Members include representatives from Resources, Homes and Wellbeing, Property Services, Diversity Champions, and Trade Unions. The role of the members of the ED&I panel is:

- Attend meetings and promote meaningful discussion.
- Share information on good practice initiatives, processes, and documentation.
- Attend other appropriate ED&I events to represent NCHA where appropriate.
- Makes recommendations on the development of NCHA equality and diversity policies, practices, and action plans.
- Support and promote the ED&I campaigns that NCHA undertakes.
- Review the NCHA ED&I Strategy and Action Plan on a biannual basis.
- Agree and present the ED&I strategy and annual reports to the NCHA Board
- Review a range of data sets across KPIs for HR and colleagues and customer satisfaction across protected characteristics, look for trends and suggest action.
- Receive and comment on all relevant reports in relation to agreed equality and diversity objectives and action plans.
- Promote the work of the panel and support the development and work of Diversity Champions across NCHA

3. Measures of Success

A key measure of success is the inclusion, satisfaction, and wellbeing of colleagues and NCHA customers, and evidence for increased diversity where groups are underrepresented.

This is monitored through the NCHA ED&I KPIs and the ED&I strategy action plan.

**APPENDIX 9
HOMES & NEIGHBOURHOOD PANEL
TERMS OF REFERENCE**

Review date: February 2023

1 Purpose

- 1.1 To support the work of the Customer Committee through the monitoring of performance relating to customer experience, across the NCHA Group.
- 1.2 To support compliance with Regulatory and other legislative standards.
- 1.3 To review and recommend to the Customer Committee appropriate areas for improvement across all asset management, maintenance, and housing activity.
- 1.4 To provide a clear link from the informal involvement activity to the Homes and Neighbourhood Panel, Scrutiny Panel, Customer Committee and NCHA Board.
- 1.5 To ensure customers are supported to influence the work of NCHA.

2 Accountability

- 2.1 To support the Customer Committee for the fulfilment of the areas of oversight and responsibility as set out in these terms of reference. All panel members share responsibility for its decisions and should act only in the interests of NCHA customers and the organisation. Panel members must not act on behalf of any subsidiary, constituency, interest group or themselves, putting the interests of NCHA customers and the organisation before their own interests.
- 2.2 The Customer Committee will obtain assurance on the panel's work via minutes of all panel meetings. Assurance will also be obtained through an effectiveness review that will take place after the first 12 months, then every 2 years.
- 2.3 The panel lead will meet quarterly, including an annual review meeting with the Scrutiny Panel lead and Care & Support Panel lead to ensure their work is aligned. Assurance in this respect will be given to the Customer Committee on a quarterly basis, via a short report.
- 2.4 The panel may issue reports to the Customer Committee from time to time as required for the effective working of the panel.
- 2.5 To review these terms of reference after the first 12 months, then every two years. Recommendations from these reviews will be made to the Customer Committee.

3 **Lead NCHA colleague.**

The lead NCHA colleague is the Assistant Director of Homes & Wellbeing.

4 **Membership and voting**

4.1 The panel will comprise the following membership:

- 1 panel lead (customer)
- 1 support to the panel lead (colleague of NCHA)
- 10 NCHA customers
- Head of Communities
- Head of Rents & Leasehold
- Customer Involvement Manager
- Department Head – Maintenance Services
- Department Head – Technical Services

4.2 The customer members are appointed by the Assistant Director of Homes & Wellbeing, the panel lead & customer member(s) of the Customer Committee, following a recruitment process in line with the NCHA Board Recruitment Policy. Where possible customer membership will include care & support projects & housing, and leaseholders. The panel lead is appointed by the Assistant Director of Homes & Wellbeing, a customer member of the Customer Committee and the Customer Committee chair.

4.3 The panel lead and customer members cannot hold other positions within the NCHA formal involvement and governance structure, such as NCHA Board, Customer Committee, and Scrutiny Panel.

4.4 Following appointment, members serve for a term of 2 years, subject to a successful appraisal. This can be extended by a further 2 years and to a maximum of 6 years.

4.5 Customer members will be required to undertake an appraisal 12 months following appointment to ensure ongoing suitability for the role, and to identify training and development needs. Future appraisals will take place every two years. The panel lead and Assistant Director of Homes & Wellbeing will confirm ongoing suitability. Appraisals will include objective measures, such as a 360 assessment.

4.6 There will be one vote per customer member, excluding all NCHA colleague members who will not have voting rights.

4.7 If a majority decision cannot be reached, the decision will be referred to the Customer Committee.

5 **Attendance**

NCHA colleagues may attend all or part of meetings at the invitation of the panel. Attendees will usually include:

- Assistant Director of Homes and Wellbeing
- Head of Customer Contact
- Governance Manager
- Other Directors and Managers as required.
- Members of the Customer Involvement Team as required.

6 **Meetings**

To meet at least 6 times a year, but possibly 8 times per year. The meetings can take place in person and remotely.

7 **Quorum**

A quorum for any meeting will be 5 customer members including the panel lead.

8 **Areas of Oversight**

- 8.1 To oversee and monitor key customer insight and performance data in defined areas.
- 8.2 To oversee the informal involvement activity for NCHA. The involvement activity includes engagement via the on-line portal/app, community voices, events and other activity that engages customers. Oversight will include reviewing the effectiveness of this activity and using the feedback, insight and data gained from the on-line portal, community voices, events and other activity that gives customer feedback. The panel will make recommendations to NCHA for areas of improvement.
- 8.3 To monitor progress and provide feedback to customer facing corporate projects and service specific improvement plans that affect the customer experience.
- 8.4 To be made aware of the priorities of internal management groups, such as the Strategic Property Group, Health, and Safety & Fire Panel, for information and to give feedback on areas that affect the customer experience.
- 8.5 To review progress on Community Improvement Fund work and make recommendations on future applications.

- 8.6 To receive and note for information any feedback from the Customer Committee. Agreed actions to be recorded and tracked.
- 8.7 To receive, note and give feedback on budget performance for disabled adaptations. The panel to note where budget allocation has been reached and the impact on customers for applications put on hold until the new financial year.

9 Areas of Activity

- 9.1 To co-produce and recommend to the Customer Committee the NCHA Homes and Neighbourhood Standard and participate in its ongoing oversight.
- 9.2 To receive reports and support the work of NCHA's Environmental Panel.
- 9.3 To support NCHA with procurement activity that affects the customer experience, such as grounds maintenance.
- 9.4 To co-develop NCHA's approach for customer involvement with building safety strategies.
- 9.5 To support the work of the Customer Committee and Care Committee in developing improvement plans relating to customer experience across all tenures and accommodation types. To refer to areas of improvement identified by the Customer Committee, Scrutiny Panel, informal involvement activity, external and internal insight. To include the following areas:
- Complaints
 - Asset management and maintenance, including landlord compliance.
 - Customer & service user satisfaction
 - Service chargeable services (grounds maintenance, caretaking, cleaning etc)
 - Anti-Social Behaviour
 - Arrears
 - Allocation/ lettings and tenancy management
 - Estate management and improvement
- 9.6 To support and deliver specific projects as required by the Customer Committee.
- 9.7 To make recommendations to the Customer Committee regarding the formal and informal structure of customer involvement, to ensure customers' views are influencing decisions that affect the customer experience. To include intermediate rent, leaseholder and shared owner views, alongside affordable and social tenants, and service user accommodation.
- 9.8 To provide quarterly updates to the Customer Committee on the panel's activity to include the following:
- Details of outcomes delivered for customers and service users.
 - Barriers preventing meaningful engagement.

- Effectiveness of social value activities

10 Equality, Diversity, and Inclusion

- 10.1 To support NCHA's commitments outlined in the Equality, Diversity & Inclusion Strategy and Policy
- 11.2 To ensure fair and equal treatment for all, regardless of any protected characteristics.
- 11.3 To ensure obstacles that may prevent customers from contributing to its work are identified, and to find the means to remove those obstacles.
- 11.4 To review its membership every two years after the initial 12-month review. To ensure the panel membership is representative of the diverse communities in which NCHA operates.
- 11.5 To abide by NCHA's policies on equality and diversity and attend equality and diversity training as part of individual membership.

12 Confidentiality

- 11.1 Customer members of the panel will have access to information of a sensitive and confidential nature. Any such information shared as part of the panel's work must not be disclosed beyond the panel.
- 11.2 Customer members will be required to sign the NCHA Code of Conduct and confidentiality statements as part of their appointment and be expected to always uphold the NCHA values.

APPENDIX 10
SCRUTINY PANEL
TERMS OF REFERENCE

Review date: February 2023

1 Purpose

- 1.1 To oversee and deliver an independent and customer led scrutiny offer, whereby areas of scrutiny and the recommendations are the responsibility of the panel. To be delivered with the full support of NCHA.
- 1.2 To act as a critical friend to NCHA, holding the organisation to account, whilst also recognising good practice.
- 1.3 To deliver positive outcomes for customers across all tenures through service improvements, better value for money and increasing transparency and accountability, because of scrutiny, task & finish, and similar activity.
- 1.4 To provide a clear link from the informal involvement activity to the Scrutiny Panel, Homes and Neighbourhood Panel, Customer Committee and NCHA Board.
- 1.5 To ensure compliance with Regulatory and other legislative standards.
- 1.6 To recognise and promote a range of customer led scrutiny approaches, to enable greater diversity in engagement and the best possible outcomes. These can include but not limited to scrutiny projects, task & finish, 'boot camp' and 'action forum' approaches.

2 Accountability

- 2.1 To support the Customer Committee for the fulfilment of the areas of oversight and responsibility to it as set out in these terms of reference. All panel members share responsibility for its decisions and should act only in the interests of NCHA customers and the organisation. Panel members must not act on behalf of any subsidiary, constituency, interest group or themselves, putting the interests of NCHA customers and the organisation before their own interests.
- 2.2 The Customer Committee will obtain assurance on the panel's work via minutes of the quarterly panel meetings. Assurance will also be obtained through an effectiveness review that will take place after the first 12 months, then every 2 years.
- 2.3 The panel lead will meet quarterly, with an annual review meeting with the Homes and Neighbourhood panel lead and Care & Support panel lead to ensure their respective work is aligned. Assurance in this respect will be given to the Customer Committee on a quarterly basis, via a short report.

2.4 The Panel will issue reports of all completed scrutiny, task & finish, and similar activity to the Customer Committee within agreed timescales and in line with the agreed process for the type of activity undertaken.

2.5 To review these terms of reference after the first 12 months, then every two years. Recommendations from these reviews will be made to the Customer Committee.

3 Lead colleague

3.1 The lead colleague is the Assistant Director of Homes & Wellbeing.

4 Membership

4.1 The panel should comprise the following membership:

- 1 panel lead (customer)
- 6 NCHA customers (including at least 1 leaseholder and 1 care & support service user)

4.2 The customer members are appointed by the Assistant Director of Homes & Wellbeing, the panel lead & customer member(s) of the Customer Committee, following a recruitment process in line with the NCHA Board Recruitment Policy. The panel lead is appointed by the Assistant Director of Homes & Wellbeing, a customer member of the Customer Committee and the Customer Committee chair.

4.3 One customer member will be co-opted onto the Panel as subject matter expert. This role will take the lead in identifying and sharing best practice, act as a liaison with sector bodies, such as TPAS and recommend appropriate training.

4.4 The Panel lead and customer members cannot hold other positions within the NCHA formal involvement and governance structure, such as NCHA Board, Customer Committee, Homes, and Neighbourhood Panel.

4.5 Following appointment, members serve for a term of 2 years, subject to a successful appraisal. This can be extended by a further 2 years, and to a maximum of 6 years.

4.6 Customer members will be required to undertake an appraisal after the first 12 months to ensure ongoing suitability for the role, and to identify training and development needs. Future appraisals will take place every two years. The panel lead and Assistant Director of Homes & Wellbeing will confirm ongoing suitability.

5 Attendance and NCHA support

5.1 NCHA colleagues and others may attend all or part of the quarterly meetings at the invitation of the panel. Attendees will usually include:

- Director of Homes & Wellbeing

- Assistant Director of Homes and Wellbeing
- Assistant Director of Property Services
- Head of Communities
- Customer Involvement Manager
- Governance Manager
- Other Directors and Managers as required.
- Members of the Customer Involvement Team as required.

5.2 The panel will be supported by the Customer Involvement Team with an agreed point of contact to facilitate evidence gathering, internal and external meetings and associated administration.

5.3 The panel will be given all reasonable access to reports, colleagues, and any other relevant information to support their activity.

6 Meetings

6.1 To meet quarterly as a panel to:

- Review and move forward all activity from the previous quarter.
- Monitoring overall performance of the panel
- Identify training needs for panel members.
- Review any barriers to delivering effective scrutiny.

6.2 All meetings/focus panels associated with specific scrutiny activity will be agreed and overseen by the panel. These meetings may comprise a combination of panel members, other customers, NCHA colleagues and external experts.

7 Quorum

7.1 A quorum for any of the quarterly meetings will be 4 customer members including the panel lead.

8 Areas of Responsibility

8.1 To recommend to the Customer Committee a 12-month forward plan for all proposed scrutiny activity with estimated timescales. The proposed activity should include scrutiny, task & finish, and other exercises the panel aim to oversee and deliver.

8.2 To consider NCHA's internal audit programme and other planned service reviews to avoid duplication in activity.

8.3 To recommend to the Customer Committee, and in line with the NCHA budget setting timetable a proposed annual budget to cover the estimated costs for scrutiny activity.

- 8.4 To identify future scrutiny activity from the following sources:
- Areas for service improvement identified by the Customer Committee, Care & Support Panel and Homes & Neighbourhood Panel
 - Customer feedback from informal involvement activity
 - External and internal insight
- 8.5 To present to the Customer Committee or NCHA Board the outcomes and recommendations following scrutiny, task & finish, and other activities the Panel have overseen. Agreement will be reached during each activity whether NCHA Board or the Customer Committee will consider the outcomes. The report to be presented with conclusions, supported by evidence and research with clear recommendations.
- 8.6 To recommend to Customer Committee or NCHA Board an agreed timescale for the implementation of approved recommendations and for updates from service leads to the panel.
- 8.7 Areas for scrutiny and/or scrutiny recommendations that are not accepted by NCHA and/or the Customer Committee, will first be discussed between the Customer Committee chair, Scrutiny Panel chair, and the lead colleagues for both groups. In the event a resolution cannot be found the matter will be escalated to NCHA Board.
- 8.8 To identify training, development, and support for panel members to ensure the delivery of high-quality scrutiny. Where appropriate the panel to utilise external expertise to support scrutiny activity.
- 8.9 To produce agreed criteria and processes for each type of activity the Panel promotes and commissions, to be shared with the Customer Committee.

9 Equality, Diversity, and Inclusion

- 9.1 To support NCHA's commitments outlined in the Equality, Diversity & Inclusion Strategy and Policy.
- 9.2 To ensure fair and equal treatment for all, regardless of any protected characteristics.
- 9.3 To ensure obstacles that may prevent customers from contributing to its work are identified, and to find the means to remove those obstacles.
- 9.4 To review its membership every two years after the initial 12-month review. To ensure the panel membership is representative of the diverse communities in which NCHA operates.
- 9.5 To abide by NCHA's policies on equality and diversity and attend equality and diversity training as part of individual membership.

10 Confidentiality

- 10.1 Customer members of the panel will have access to information of a sensitive and confidential nature. Any such information shared as part of the panel's work must not be disclosed beyond the panel.
- 10.2 Customer members will be required to sign the NCHA Code of Conduct and confidentiality statements as part of their appointment and be expected to always uphold the NCHA values.