

STANDING ORDERS



PART 1: GOVERNANCE

CONTENTS:

Sect.	Para	Subject	Page
A		INTRODUCTION	4
B		THE BOARD	
	1	Purpose of the Board	6
	2	Functions of the Board	6
	3	Principles of Good Governance	7
	4	Structure of Governance	7
	5	Delegations from the Board	8
	6	Size and Composition of the Board	9
	7	Skills and Competence of the Board	9
	8	Board Collective Responsibilities	10
	9	Responsibilities of Board Members	10
	10	Role of the Chair	11
	11	Role of the Vice-Chair	12
	12	Board Member Recruitment	13
	13	Board Member Renewal	13
	14	Board Review	15
	15	Conduct of Board Members	16
	16	Disqualification and Removal of Board Members	17
	17	Remuneration and Expenses for Board Members	17
	18	Conduct of Board Business	18
C		COMMITTEES AND TASK GROUPS OF THE BOARD	23
	1	Committees and their Terms of Reference	23
	2	Delegated Authority	29
	3	Committee Membership	29
	4	Appointment of Committee Chairs	30
	5	Role of Committee Chairs	30
	6	Conduct of Committee business	31
	7	Task Groups	32
	8	Disputes	33
D		CHIEF EXECUTIVE	34
E		COMPANY SECRETARY	36
F		ACCOUNTABILITY	37
G		OPENNESS AND TRANSPARENCY	38
H		EQUALITY AND DIVERSITY	39
I		AUDIT	40
J		CONDUCT AND PROBITY	41

K	APPENDICES	42
1	Governance Structure (diagram)	42
2	Scheme of Delegation	43
3	Recruitment Process for Independent Board Members	59
4	Recruitment Process for Tenant Board Members	65
5	Board Members Handbook Contents	74
6	Board Appraisal and Review Arrangements	75
7	Board Members Code of Conduct	76
8	Standard Board Agenda Format	115
9	Standard Format for Board Reports	117
10	Conventions for Minute Taking	119
11	Summary of Company Registers	121

Version	Detail of Changes Made (Para/Section etc)	Approved at Board Meeting Date
1	Total new Standing Orders	June and July 2007
2	Review	May 2008
3	Review	29 July 2010

A. INTRODUCTION

Nottingham City Homes Limited (the **Company**) is a not-for-profit organisation incorporated as a company limited by guarantee. Its sole member is Nottingham City Council (the **Council**). The Company was set up to manage the housing stock of the Council.

All activities of the Company must be in accordance with the statutory requirements and the Memorandum and Articles of Association of the Company (the **Memorandum and Articles**). These Standing Orders are not intended to replace or alter the Memorandum and Articles, and in so far as its provisions are contrary to the Memorandum and Articles the latter shall prevail.

Standing Orders are the Rules by which the Board conducts the business of the Company and must be adhered to at all times. Standing Orders are intended to:-

- (i) amplify those parts of the Articles relating to membership, convening and conducting meetings;
- (ii) outline the responsibilities and level of authority of the Company's Board and Committees;
- (iii) provide a sound and clear basis for the conduct of the Company's business in terms of procedure of meetings, letting of contracts and financial regulation; and
- (iv) be set within the context of sector good practice in relation to good governance, such as the National Housing Federation Code of Governance.

The Board may alter, rescind or add to any part or element of these Standing Orders by Board resolution at a properly constituted meeting of the Board except where restricted by the Company's Articles, in which case the Board may make a recommendation to the Company which can be considered at a General Meeting of the Company. The Chief Executive is to consider periodically, the need for amendments to Standing Orders and report on this matter to the Board.

A copy of these Standing Orders is to be available to all Board Members and staff.

The Standing Orders comprise:-

Part 1 - Standing Orders - Governance

Part 2 - Standing Orders - Financial Regulations

Part 3 - Standing Orders - Tender and Contract Procedure Rules

This document represents the first of these – i.e. Standing Orders – Governance.

Interpretation:

In these Standing Orders:

AGM – shall mean the annual general meeting of the Company;

Board- shall mean the board of the Company;

Committees – shall mean those committees established under Article 22;

Company – shall mean Nottingham City Homes Limited a company incorporated under the Companies Act (Registered Number 5292636);

Council Member – shall mean the Council acting as sole Member of the Company

Council – shall mean Nottingham City Council;

Management Agreement – shall mean the agreement which may be entered into by the Council and the Company from time to time in respect of the management of the Council's housing stock;

Memorandum and Articles shall mean the memorandum and articles of association of the Company (the **Articles** or the **Memorandum** shall be construed accordingly). Where there are references in the Standing Orders to the male gender they are to apply equally to the female gender.

In the event of any doubt as to the meaning or application of the Standing Orders, the matter shall, if urgent, be referred to the Chair of the Board for a decision, who shall report his/her decision to the next Board meeting. In the event that a decision is not urgent, the matter will be resolved by the Board at its next meeting.

Unless otherwise stated, references to 'tenants' means Council tenants and leaseholders.

B. THE BOARD

1. PURPOSE OF THE BOARD

The purpose of the Board is to determine strategy, direct and control the Company's affairs on behalf of the Company Member, all in accordance with its Memorandum and Articles and with the Management Agreement between the Company and the City Council, ensuring that day-to-day management is effectively delegated and carried out by the Chief Executive and the Company's staff.

2. FUNCTIONS OF THE BOARD

These are the core responsibilities or essential functions of the Board:–

1. Ensure that the affairs of the Company are conducted lawfully, ethically and in accordance with the terms of the Memorandum and Articles of the Company and of these Standing Orders. Particular attention is drawn to the requirements of the Companies Act 2006;
2. Determine appropriate governance arrangements to discharge its responsibilities;
3. Define and ensure compliance with the values and objectives of the Company;
4. Establish a framework for approving policies and plans to achieve these objectives;
5. Approve each year's accounts prior to publication and approve each year's budget and financial plan;
6. Establish and oversee a framework of delegation and systems of internal control;
7. Establish and oversee a framework for the identification and management of risk;
8. Agree policies or decisions on matters that might create significant financial or other risk to the Company, or which raise material issues of principle;
9. Monitor the Company's performance in delivering its plans and services, including in relation to customer feedback and the performance of comparable organisations;
10. Ensure that arrangements are in place for urgent decisions to be made in between meetings;
11. Appoint (and, if necessary dismiss) the Chief Executive, and approve his/her terms of employment;
12. Appoint the Company Secretary;
13. Appoint the Board Chair (and as necessary Vice-Chair); and
14. Ensure that the Company complies with the Management Agreement.

3. PRINCIPLES OF GOOD GOVERNANCE

The Board shall ensure that the Company upholds the following principles of good governance:–

- **Standards** – It operates according to high ethical standards, explicit values and the Company’s Articles and Standing Orders;
- **Accountability** – there is proper accountability to, and involvement of, all the Company’s stakeholders, including the Council as Company Member and the Council’s tenants and leaseholders;
- **Openness** – there is a spirit of openness, making full disclosure of governance matters and other information;
- **Equality** – there is fairness and equality of opportunity in all aspects of the Company’s governance;
- **Review** – there are formal and open processes for the periodic review of the Company’s own performance, and to ensure its renewal;
- **Clarity** – there is clarity of roles and responsibilities between the Company’s officers, Board members, paid staff and Company Member;
- **Control** – there are effective systems for internal delegation, audit and control;
- **Information** – the Board receives adequate and timely reports and advice to inform its decisions;
- **Structures** – there are effective staffing and committee structures to support the Company’s work; and
- **Audit** – there are effective and proper relationships between the Company and its external auditors and regulators.

3. STRUCTURE OF GOVERNANCE

The Board will determine, and from time to time review, the most appropriate governance structure for the Board to uphold the above principles of good governance (as set out in paragraph 3 above) and to most effectively discharge its responsibilities to the Company. This may include the establishment of Committees of the Board and any other arrangements (that are permitted under the Articles and in accordance with paragraph 5 below) delegating the Board Members’ powers that the Board may consider appropriate to meet its needs.

The current Company Governance Structure is presented diagrammatically in Appendix 1.

5. DELEGATIONS FROM THE BOARD

The Board will manage its business and ensure that:–

- (i) There is a clear separation of responsibilities between the Board and the Chief Executive;
- (ii) That a Scheme of Delegation is determined and, from time to time reviewed (the current Scheme of Delegation is set out in Appendix 2);
- (iii) Any responsibilities not delegated remain the responsibility of the Board; and
- (iv) The Chief Executive has the responsibility to operate plans and policies approved by the Board and delegate this responsibility further to other members of staff as appropriate.

In reviewing its Scheme of Delegation the Board shall not delegate the following matters which are reserved for Board decision only:–

1. Expansion of the Company's operations into new activities or geographical areas;
2. Any decision to cease a material part of the Company's operations;
3. Changes to corporate structure, including the setting up of subsidiary organisations;
4. Proposals for Company acquisition or merger;
5. Approval of resolutions to be put forward by the Board to a general meeting of the Company;
6. Approval of membership, chairs and terms of reference of any committee or any other body set up within the governance structure;
7. Appointments to the boards of any subsidiary or external organisation;
8. Appointments or removal of any officer of the Board;
9. Approval of key policies including Board Members Code of Conduct; and
10. Changes to any of the matters set out under numbers 1-9 above.

6. SIZE AND COMPOSITION OF THE BOARD

The size and composition of the Board are largely determined by the Company's Articles as follows:–

11. The size of the Board shall be 12.
12. The composition of the Board is made up of 3 separate constituencies, with membership from each constituency varying as follows:–
 - (i) Three Board members may be nominees from the City Council;
 - (ii) Four Board members may be Independent Board Members;
 - (iii) Five Board members may be Tenant Board Members; and
 - (iv) It is, of course possible for Independent Board Members and Council nominees to also be tenants, and Independent Board Members to be or become tenants etc, (subject to compliance with proper Company qualification and approval procedures) so the Articles set out other Board compositional limits as follows:–
 1. No more than 6 Board Members shall be tenants;
 2. No more than 6 Board Members may be local authority persons (meaning a Member of the City Council, or an officer holding a managerial post in the City Council, or any employee of the City Council's retained housing service); and
 3. In addition, the Articles provide for the Board to co-opt up to 2 additional people on to the Board in a non-voting capacity.

7. SKILLS AND COMPETENCE OF THE BOARD

In order to effectively discharge its responsibilities, the Board should ensure that it has or acquires a diverse range of skills, competencies, experience and knowledge, to cover the following broad areas:–

13. Providing leadership and working as an effective team to take strategic decisions for social results;
14. Direct knowledge of the needs and aspirations of the communities and people served;
15. General business, financial and management skills;
16. The external framework and operating environment for the Company; and
17. Other relevant or specialist skills, such as legal, health, care and support, property management.

8. BOARD COLLECTIVE RESPONSIBILITIES

All Board Members share responsibility for its decisions. Each should act and vote only in the best interests of the Company and not on behalf of any constituency or interest group. Board Members should put the interests of the Company before their own interests.

9. RESPONSIBILITIES OF BOARD MEMBERS

Each Board Member has the following responsibilities which shall be signed up to on appointment to the Board to: –

1. Uphold the values and objectives of the Company;
2. Uphold the Company's core policies, such as equality and diversity, and health and safety;
3. Contribute to and share responsibility for the Board's decisions;
4. Prepare for and attend meetings, training sessions and other events;
5. Attend and participate in reviews linked to individual performance or that of the whole Board;
6. Represent the Company as appropriate;
7. Declare any relevant interests;
8. Respect confidentiality of information; and
9. Uphold the Company's Board Members Code of Conduct.

10. ROLE OF THE CHAIR

In carrying out the following responsibilities, the Chair should always remember that he or she is acting on behalf of the Board. The Chair should seek the advice of other Board Members or the Chief Executive as necessary.

The Chair shall seek to ensure that:-

1. The Board's business and Board meetings are conducted efficiently;
2. All Board Members are given the opportunity to express their views;
3. A constructive working relationship is established, and support is provided to the Chief Executive;
4. The Board delegates sufficient authority to its Committees, the Chair, the Chief Executive, and others to enable the business of the Company to be carried out effectively between Board meetings;
5. The Board fulfils its role and responsibilities that are not otherwise delegated to Committees, the Chief Executive or others;
6. Effective communications are maintained between the Chair, Vice-Chair, and Chairs of Committees;
7. The Board receives professional advice when it is needed;
8. The Company is represented as required;
9. The Company's affairs are conducted in accordance with generally accepted codes of performance and propriety;
10. Board Members' standards of behaviour are appropriate and in accordance with the Board members Code of Conduct; and
11. He/she carries out any specific responsibilities delegated to the Chair as described elsewhere in the Company's Standing Orders or Financial Regulations effectively and to the best of their ability.

11. ROLE OF THE VICE-CHAIR

The Vice-Chair has particular duties which are additional to those of other Board Members. These primarily involve deputising for and supporting the Chair in his/her role. However, in carrying out these duties, the Vice-Chair should always remember that he/she is acting on behalf of the Board as a whole and seek the advice of other Board members or the Chief Executive as necessary.

Specific tasks of the Vice-Chair -

1. Cover for the Chair
 - a. To deputise for the Chair when required to do so;
 - b. To fulfil the Chairs' responsibilities.;
2. Support for the Chair
3. To monitor the workload of the Chair and advise on priorities and balances;
4. To provide a sounding board and conduit for the Chair on the views of other Board members;
5. To take on specific tasks and responsibilities as assigned from time to time;
6. To support the Chair in debate on matters previously agreed between them;
7. To support the Chair in the external representational role as necessary; and
8. Board learning and development
 - a. To assist the Chair in appraising the Board's collective and individual performance; and
 - b. To ensure the Chair's performance is appraised annually.

12. BOARD MEMBER RECRUITMENT

Recruitment arrangements to the Board vary dependant on the category of membership as follows: –

1. **Council Board Members** are nominated and removed at any time and at the sole discretion of the Council Member by notice in writing to the Company;
2. **Independent Board Members** are selected by the Board in accordance with the process for Independent Board members set out in Appendix 3;
3. **Tenant Board Members** are elected to the Board in accordance with the process set out in Appendix 4;

Recruitment of Independent and Tenant Board Members will take place as casual vacancies arise during the year and also in anticipation of the retirement cycle for such members from the Board (see 12. Board Renewal below).

13. BOARD RENEWAL

Board renewal is important for good governance. Whilst the contribution of experienced Board members is vital, the Board also needs new members who can provide a challenge to long-standing practices and thinking. The Company's Articles make provisions for retirement and renewal as follows: –

1. **Council Board Members** – there are no provisions for the retirement of Council Board members. However, the Council election process itself and the capacity of the Council Member to remove or nominate Council Board members at any time by notice in writing almost guarantees that there will be gradual turnover and renewal in this category of Board membership;
2. **Independent Board Members** – At the annual general meeting of the Organisation to be held in the calendar year ending 31 December 2007 no Independent Board Members shall be required to retire from office. At every subsequent Annual General Meeting (AGM) thereafter the Independent Board Members shall retire from the office in accordance with the following cycle:
 - a. year 1 – no Independent Board Members shall retire from office;
 - b. year 2 – two Independent Board Members shall retire from office;
 - c. year 3 – two Independent Board Members shall retire from office.

Thereafter the cycle set out in (a) - (c) above shall be repeated and once completed shall be repeated again and so on.

Those due to retire each year are the longest serving members at that time. However, where there are no other candidates to fill the post, the retiring member (if willing to act) will be deemed to be reappointed unless a resolution not to reappoint is passed.

3. **Tenant Board Members** – At the annual general meeting of the Organisation to be held in the calendar year ending 31 December 2008 no Tenant Board Members shall be required to retire from office. At every subsequent AGM thereafter the Tenant Board Members shall retire from office in accordance with the following cycle:

- a. year 1 – two Tenant Board Members shall retire from office;
- b. year 2 – one Tenant Board Members shall retire from office;
- c. year 3 – two Tenant Board Members shall retire from office.

Thereafter the cycle set out in (a) - (c) above shall be repeated and once completed shall be repeated again and so on.

Those due to retire are the longest serving Tenant Board members at that time. Retiring members may put themselves forward for election by tenants to the Board in accordance with the process set out in appendix 4.

4. The Board will ensure that all new Board Members receive induction training. In addition, new Board members will receive:–

- a. A copy of the Board Members Handbook (see appendix 5 for contents) which the Board member will be asked to acknowledge receipt of;
- b. A letter setting out their responsibilities as Board Member (see section 9 above) which the Board member will be asked to sign and return a duplicate copy of;
- c. The Company's Board Members Code of Conduct (see section 14 below) which the Board member will be asked to sign and return a duplicate copy of;
- d. A briefing on the above documents from the Company Secretary;

5. Co-optees have a maximum term of 3 consecutive years, subject to review of the appointment on an annual basis at the first Board meeting following the AGM. Any new co-optees will receive the same induction programme as for new Board Members and will be expected to sign and be bound by the Board Members Code of Conduct; and

6. The positions of Board Chair, Board Vice-Chair, Committee Chairs, Membership of Committees, Co-optees of the Board and of Committees, are all renewed annually at the first Board meeting following the AGM.

14. BOARD REVIEW

The Board shall carry out a regular appraisal of its own performance, and ensure that the appraisal of individual Board members is also carried out on a regular basis. Arrangements will also be made for the appraisal of the Chair.

The appraisal system will:–

- (i) Review how well the Board performs its key roles;
- (ii) Review the effectiveness of board relationships;
- (iii) Review the composition of the Board, the skills and contributions of its individual members and the Company's ability to recruit and retain the balance of Board Members it needs;
- (iv) Result in a clear plan to support continuous improvement of the Board to meet the challenges faced by the Company; and
- (v) The Board's current appraisal and review arrangements are set out in Appendix 6.

15. CONDUCT OF BOARD MEMBERS

The Company expects and requires the highest standards of conduct and probity from its Board Members. The Company's Articles set out some specific requirements (Articles 25 & 26) and these are developed more fully in the Board Members Code of Conduct (set out in appendix 7).

The key principles of the Code of Conduct are:–

- (i) To demonstrate the integrity and reputation of Nottingham City Homes. That is why we need a Code of Conduct that everyone understands and agrees to abide by;
- (ii) To ensure Board Members do not obtain improper personal benefits from their association with the Company;
- (iii) To ensure that any personal relationship with a resident and staff do not conflict with board business;
- (iv) To avoid the giving or receiving of gifts and hospitality beyond those of nominal value;
- (v) That only Members expenses can be paid by the Company;
- (vi) To respect the confidentiality of information about our customers and the Company's business;
- (vii) To uphold and promote the Company's aims and values;
- (viii) To demonstrate the Company's non-party political nature;
- (ix) To avoid suspicion of preferential treatment of suppliers, contractors and consultants;
- (x) That Board and Committee meetings are conducted in a polite and businesslike way, demonstrating respect for others;
- (xi) To demonstrate leadership and commitment to the Company's Equality & Diversity Policy;
- (xii) To actively promote the Company's commitment to continuously improve value for money;
- (xiii) To adhere to the Company's Health and Safety Policies;
- (xiv) To be accountable, and ensure that the conduct and integrity of Board members is beyond reproach; and
- (xv) To help Board Members to act appropriately within their role, and to deal effectively with breaches of the Code of Conduct.

16. DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

1. Reasons for disqualification/removal

People may be disqualified from becoming Board Members for a number of reasons, and a current Member may be removed from the Board for a number of reasons. These are all clearly set out in the Company's Articles (Article 18) and so are not repeated here.

2. Allegations of Misconduct

In the event of information or an allegation that the behaviour or actions of a Board Member are contrary to the requirements of the Code of Conduct, the matter will be investigated and considered in accordance with a process approved by the Board (see appendix 8).

17. REMUNERATION AND EXPENSES FOR BOARD MEMBERS

1. Remuneration

- (i) The Board is not currently remunerated for its work. Any proposal to remunerate the Board would need to be approved by the Board following consideration of a Business Case. The proposal would then need to be passed by resolution of the Company Member at a General Meeting. Should this happen, the Board shall amend this Standing Order to reflect this, and the Scheme of Remuneration included in the Standing Orders as an appendix.

2. Expenses

- (ii) Board Members are, however entitled to reimbursement of reasonable expenses incurred in the performance of their duties as Board Members. The current Board Members Expenses Policy is set out in Appendix 9.

18. CONDUCT OF THE BOARD'S BUSINESS

1. General Meetings

The Articles (Articles 6-12) adequately set out the procedure to be applied for General Meetings of the Company – Extraordinary General Meetings (EGM) and the Annual General Meeting (AGM) - and are not repeated here.

2. Board Work Plan

At the first Board meeting following the Company's AGM, the Board will agree its work plan for the following year.

3. Board and Committee Calendar

The Board will agree a meetings calendar for the Board and Committees of the Board twice a year for a full 12 months ahead. The agreed calendar will be notified to the Company Member, Company staff, and Council tenants and leaseholders via a range of methods.

4. Appointment of Board Chair and Vice-Chair

At the first Board meeting following the Company's AGM, the Board will elect its Chair (and as necessary Vice-Chair) for the following 12 months. This election process will be conducted by the Company Secretary to a process agreed by the Board. The current process is set out in appendix 10.

5. Notice of Board Meetings

At least seven days Notice shall be given for the notice calling a meeting of the Board or Committee. Twenty-one days Notice shall be given for a notice calling an Extraordinary General Meeting or Annual General Meeting, shorter Notice may be given with the agreement of the Council Member.

This Notice shall be provided to the Council Member and to all Council tenants and leaseholders.

6. Agenda for Board Meetings

1. The Board shall agree a standard agenda for its Board meetings and the current agreed agenda format is set out in appendix 11;
2. The Board shall divide its business between a public agenda and a confidential agenda. The Board will ensure that only items that comply with one of the following criteria are placed on the confidential agenda:–
 - (i) Matters relating to individual staff members, individual tenants or leaseholders, or individual Board Members;
 - (ii) Matters relating to probity and conduct;
 - (iii) Matters that are commercially sensitive for the Company;
 - (iv) Matters that are reputationally sensitive for the Company; and
 - (v) Minutes or reports from committees or task groups or outside bodies whose content relates to any of the above matters.
3. No other business not declared on the Board meeting agenda may be transacted, save for any other urgent business. Such matters that any Board member may wish to raise under this agenda item must have been notified to and agreed by the Chair prior to the commencement of the meeting.

7. Quorum for Board Meetings

The quorum for a properly constituted meeting of the Board shall be 6 Board members. No Board meetings take place or Company business transacted where the quorum for the Board meeting is not met unless it is the adjourned meeting (Article 27(4))

8. Declarations of Interest

The Board agenda makes provision for Board members to declare an interest in an agenda item before it is discussed. The procedure for dealing with such matters is clearly set out in the Company's Articles (Article 29).

9 Board Reports

Agenda items will normally be accompanied by a written report from officers, and sent out at least 5 days before the meeting. The Board will determine its preferred layout and format for written reports. The current agreed format is set out in appendix 12. Reports should not be tabled at meetings, without the approval of the Board Chair prior to the commencement of the meeting.

10 Discussion

All members will direct their questions and comments to the meeting through the Chair. Members will conduct themselves in a manner which does not obstruct the business of the meeting. Further guidance to Board members is set out in the Board Members Code of Conduct. In the event of misconduct within the meeting, the Chair may direct that the offending member leave the meeting or, may adjourn the meeting and determine when it will be recommenced.

11. Decisions

Decisions at Board meetings will be determined by a simple majority of votes demonstrated by show of hands and each Board Member (with the exception of any co-opted Board members) present in person is entitled to one vote. In the event of an equality of votes, the Chair may have a second or casting vote, provided he/she has also voted first along with the other Board Members. A recorded vote will be taken if requested by any two (2) members. Any Board Member may request that their manner of voting be recorded in the minutes.

12. Minutes

Minutes shall be made and retained of the proceedings of all Board meetings by the Company Secretary. Minutes shall record those Board Members present at the meeting, and decisions of the Board shall be clearly recorded. Draft minutes will be included in the agenda for the following Board meeting and agreed as a true and fair record by the Board Members present and signed as such by the Chair in the meeting.

Minutes will be recorded using a number of standard conventions and these are set out in appendix 13.

13. Special Meetings

Article 27 makes provision for special board meetings to be called at the request of 4 Board Members, subject to the Notice provisions set out above.

14. Written Resolutions

Article 28 makes provision for Board decision to be properly made by written resolution, provided the resolution is signed by the Chair and by three quarters ($\frac{3}{4}$) of Board Members.

15. Urgency Procedure

The Board will ensure that there is an urgency procedure in place for dealing with urgent matters between Board meetings. The procedure shall balance the need for speedy decisions with proper Board oversight of important matters.

Three courses of action are possible, and in all cases the decision shall be a matter for the Chair to determine, following consultation with the Vice-Chair and Chief Executive:–

- i. The convening of a Special Board meeting – this may be the appropriate course of action where, for instance a decision would involve a significant departure from the Board's Strategic Plan or, where there is a serious problem or issue requiring the whole Board to agree an appropriate course of action;
- ii. Written Resolutions – as an alternative to the above, where whole Board involvement is desirable but the matter is not considered controversial or likely to require debate;
- iii. Chair's Action – this would be the normal way of dealing with a matter within the spirit of the Board's Strategic Plan, but perhaps outside or exceptions to prevailing policies or procedures, or beyond the authority delegated to the Chief Executive. The procedure for seeking Chair's Action is as follows:–
 - (i) Chair's Action requires the Chair (or Vice-Chair in his/her absence) to consult at least 2 other Board Members. The choice of Board members would depend on availability but would normally include those with a special expertise in the area of decision and/or those with a particular responsibility on the Board – e.g. Committee Chair;
 - (ii) The taking of Chair's Action and the outcome must be reported to the next Board meeting together with a note of which members were consulted;
 - (iii) The Chair will decide the most appropriate method of consultation that maybe by way of meeting, correspondence or properly noted over the telephone. The decision taken will be reported to the Chief Executive at the earliest opportunity;
 - (iv) In circumstances where the approval is a formality and consequential to a decision already made by the Board, it will be adequate for the Chair to take Chair's Action alone.

16. Suspension of Standing Orders

In exceptional circumstances Standing Orders may be suspended. This might occur, for instance where there is a disturbance or an emergency to be dealt with within a meeting, or where a decision clearly needs to be made that is contrary to existing Standing Orders.

In these circumstances, the Board may agree to temporarily suspend Standing Orders or make a decision contrary to Standing Orders, provided that the Board also agree to amend Standing Orders to ensure that suspension of Standing Orders will not be required again if the same matter occurs again.

C. COMMITTEES AND TASK GROUPS OF THE BOARD

The Board may set up any number of committees, task groups or other arrangements that will enable it to most effectively carry out its functions and discharge its responsibilities.

The Board shall ensure that there is clarity about:–

- (i) the roles and responsibilities of each of these elements of the governance structure;
- (ii) terms of reference and the extent of any authority delegated by the Board;
- (iii) membership and appointment arrangements;
- (iv) chairing expectations;
- (v) frequency of meetings and life expectancy of any short life group set up; and
- (vi) conduct of business.

1. COMMITTEES AND THEIR TERMS OF REFERENCE

The Board has set up three standing committees and two service committees to assist it with its work. These committees and an overview of their functions is set out below. Each Committee has its own terms of reference.

(i) FINANCE & AUDIT COMMITTEE

ACCOUNTABILITY

The Finance and Audit Committee is charged with assisting the Board to fulfil its statutory obligations and is accountable to the Board for the fulfilment of the responsibilities delegated to it as set out in its 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.

The main objectives of the Finance and Audit Committee are to independently contribute to the Board's assurance that an effective internal control system is maintained and that the Company's financial performance is being effectively managed.

The Board will agree and review the delegations to each of its committees on a timely basis. With the exception of those matters specifically reserved for the Board's decision, the Finance and Audit Committee shall discharge the functions set out for them on behalf of the Board and in accordance with the Company's Articles. The 'Duties and Responsibilities' section below sets out in detail the Committee's full remit and the scope of its obligations as per the articles and key documents of the Company. Appendix A also includes examples of best practice.

The Finance and Audit Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board. The Committee's Terms of Reference may be amended at any time by the Board.

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

AUTHORITY AND ACCESS

The Finance and Audit Committee is authorised by the Board to investigate any activity within its Terms of Reference. The Finance and Audit Committee shall meet on a quarterly basis and may meet without Company staff present, including Executive Directors, should it so wish, to ensure it maintains its independence.

The Committee has an unfettered right of access to all information within the organisation in relation to such investigations as well as the resources which it needs to do so. All employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other professional advice and to secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

The Committee shall meet in a closed session with the external or the external and internal auditors together, where required. The Chair of the Finance and Audit Committee, external and internal auditor shall meet as necessary to ensure that the auditors have direct access to the Chair to guarantee the independence of the audit functions.

MEMBERSHIP

The Committee will comprise a minimum of four non-Executive Directors appointed by the Board. The maximum period for which Members shall serve on the Finance and Audit Committee is five years. Executive Directors shall not be Members of the Finance and Audit Committee.

The Chair will be appointed annually by the Board and shall not also be the Chair of the Board.

The Committee may co-opt Members if required, but the Committee's membership shall never include more than 50% co-opted Members. Co-opted Members will be (re)appointed annually.

Each Member appointed to the Finance and Audit Committee shall have skills and experience relevant to the work of the Committee.

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

- Director of Finance, ICT and Governance;
- Senior representative of the Company's internal auditors;
- Company Secretary; and
- Other Directors and Managers as required.

Attendance at Committee meetings shall be monitored by the Chair and concerns in relation to regular non-attendance by any Committee Member should be reported to the Board.

(ii) HUMAN RESOURCES & REMUNERATION COMMITTEE

The Human Resources & Remuneration Committee is charged with assisting the Board to fulfil its statutory obligations as an employer, including such matters as staff relations and development, equality and diversity, health and safety, and discrimination.

The Human Resources & Remuneration Committee is accountable for the Board for ensuring that the Company has adequate and effective HR function, policies and strategies that meet statutory and regulatory requirements.

The Human Resources & Remuneration Committee also fulfils the remuneration function for senior executive team on behalf of the Board, including reviewing the performance and pay of the Chief Executive

(iii) BUSINESS DEVELOPMENT COMMITTEE

The Business Development Committee is charged with assisting the Board to fulfil its obligations that the Company runs and develops in an efficient, effective and viable way in the provision of services that meet customer needs.

The Business Development Committee is accountable to the Board for overseeing all aspects of business development, including the Company's strategies and plans, service development and improvement, innovation and inward investment.

The Committee will monitor customer feedback, satisfaction, needs and expectations, ensuring that the Company is striving to continually improve the customer experience and to understand the neighbourhoods we serve. The Committee will monitor the delivery of performance and value to deliver the best possible outcomes for customers and communities. The Committee will monitor progress against key strategies and plans and oversee the development of good practice in relation to cross cutting company wide issues such as equality and diversity, sustainability and tenant involvement.

The Committee will oversee the Company's approach to resident scrutiny and compliance with the regulatory regime.

Areas Covered by Business Development Committee

- Understanding the customer
- Identifying the markets
- Strategic overview of equality and diversity
- Tenant and resident involvement strategy
- External environment
- Regulatory framework
- Partnership and relationship management
- Innovation
- Cross cutting themes and initiatives

(IV) HOUSING MANAGEMENT SERVICES COMMITTEE

The Housing Management Services Committee is charged with assisting the Board to fulfil its obligations that the Company runs in an efficient, effective and viable way in the provision of effective services that meet customer needs.

The Housing Management Services Committee is accountable to the Board for monitoring the service risk registers, the financial and service performance of the Housing Management Service, and ensuring that the Company is striving to continually improve its performance in relation to its peers and to the satisfaction of the Council and the Council's tenants. The Housing Management Services Committee is also responsible for developing new business and service development opportunities for housing management service.

The Housing Management Services Committee also has specific responsibility to monitor the effectiveness of the Company's tenant involvement arrangements on behalf of the Board.

Papers relating to the Housing Management Services Committee will be made available to all Board members. Board members who are not member of the Housing Management Services Committee may attend the Committee and contribute to the debate, subject to declaring any conflict of interest; they will not however have any voting rights.

Service Areas Covered By Housing Management Services Committee

- Supported Housing
- Voids Management and Co-ordination
- Allocations and Choice Based Lettings
- Tenancy Management, including ASB
- Estate Management, including public realm
- Income Management
- Tenant and Leaseholder Involvement
- Leaseholder Services

(V) *PROPERTY SERVICES COMMITTEE*

The Property Services Committee (PSC) is charged by the Board with the responsibility and authority to ensure that the affairs of the Company in relation to the delivery of an efficient, effective and viable repairs and maintenance service is carried out.

The Property Services committee (PSC) shall on behalf of the Board establish a framework, monitor and determine the effectiveness of planned property investments, renovations and new build activities that the Company may from time to time undertake.

The Property Services committee (PSC) shall be accountable to the Board and shall report upon its activities at each meeting of the Board.

The Board shall ensure that as appropriate suitable arrangements and authority for any urgent decisions of the Property Services committee between Board meetings are in place.

On behalf of the Board the Property Services committee shall as appropriate ensure that the Company's affairs in relation to those connected activities that are specifically set out within the Management Agreement between the Company and the City Council in relation to;

- Customer Service policy and strategy
- Risk Management
- Service Performance and Improvement
- Tenant Involvement
- Financial

and that may from time to time be more particularly described and detailed within the Company's Annual Delivery Plan are at all times appropriately and effectively considered.

Mission Statement

The Property Services committee acting on behalf of the Board of Nottingham City Homes shall through its close working relationship with the Director of Property Services actively encourage and seek to create a culture that will continually seek to improve the quality of maintained housing stock across the City through but not limited to strategic and innovative investments that will be linked to realistic outcomes together with setting out underlying objectives that will add real and measurable value to those services provided.

2. DELEGATED AUTHORITY

The Board will agree and, from time to time review the delegations to each of its committees. The current Scheme of Delegation is set out in appendix 2. Except for those matters specifically reserved for the Board's decision, the committees shall discharge the functions set out for them on behalf of the Board and in accordance with the Company's Articles.

3. COMMITTEE MEMBERSHIP

All committees will consist of a minimum membership of Board Members as follows:–

- (i) Finance & Audit Committee - Four (4) Board Members
- (ii) Human Resources & Remuneration Committee - Four (4) Board Members
- (iii) Business Development Committee - Five (5) Board Members
- (iv) Housing Management Services Committee – Six (6) Board Members
- (v) Property Services Committee – Five (5) Board Members

All committee members shall be appointed by the Board and membership renewed on an annual basis at the first Board meeting following the AGM.

Each committee may supplement its membership by co-option of non-Board members on to the committee, at levels set by the Board as follows –

- (i) Finance & Audit Committee – up to Two (2) co-options
- (ii) Human Resources & Remuneration Committee – Nil (0) co-options
- (iii) Business Development Committee – up to Two (2) co-options
- (iv) Housing Management Services Committee – up to (x) co-options
- (v) Property Services Committee – up to (x) co-options

Any such co-options are to be recommended by the Committee and approved by the Board. Co-options may be approved at any time during the year but all must be renewed annually at the first Board meeting following the AGM. No co-optee may serve in this capacity for more than 3 years.

In considering any co-optees for recommendation to the Board, committees should have regard to the following:–

- (i) A business case for the recommendation is expected – e.g. the committee requires further expertise in a particular area and this person can provide it;
- (ii) Co-optees cannot be members of the Company staff, Council staff or Nottingham City councillors; and
- (iii) The person has agreed to be co-opted and has agreed to sign and be bound by the Board Members Code of Conduct.

4. APPOINTMENT OF COMMITTEE CHAIRS

Committee Chairs shall be appointed by the Board for a 1 year term at the first Board meeting following the AGM.

5. ROLE OF COMMITTEE CHAIRS

- **Efficient conduct of committee business**
 - a. Ensuring an appropriate balance of committee attention to the different aspects of the committee's remit so that it exercises effective overall control;
 - b. Ensuring that the framework of delegation from the Board to committee and from committee to the Executive is operating effectively;
 - c. Agreeing the annual work plan of the committee, the agenda for each committee meeting, and ensuring that the committee is on target for completing its annual work plan, the minutes and reports back from the committee meeting to the Board; and
 - d. Managing the business of the meeting effectively, so that meetings are contained within target duration, most time is spent on the most important items, committee members are provided with the opportunity to participate in discussion, and that decisions are clearly made and recorded.
- **Effective communication of the committee's business**
 - e. Maintaining regular communication with the Board Chair, ensuring that the Board Chair is aware of particular issues or concerns of the committee;

- f. Ensuring effective communication of the committees' business to the Board, by agreeing the draft minutes of committees, ensuring committee decisions and recommendations are clearly recorded, and any reports back to the Board are appropriate and accurate; and
- g. Ensuring regular and effective contact with Executive Directors between meetings in order, for example –
 - i. To have prior discussion on sensitive items to be considered at a forthcoming committee meeting
 - ii. Following up decision points from committee meetings
 - iii. Generally, ensuring that committee is “on course” in relation to its remit.

- **Review of Committee effectiveness**

- h. The Chair should review the effectiveness of the committee's work with the committee annually; and
- i. The Chair should ensure that the committee considers and agrees its annual report back to the Board.

6. CONDUCT OF COMMITTEE BUSINESS

The Board requires Committees to conduct their business to the same standards as it sets for itself, in particular: –

- (i) Each Committee will agree a work plan for itself for the coming year and present this for approval to the Board at the Board's first meeting following the AGM;
- (ii) Each Committee will agree a calendar of meetings for the year ahead and agree this with the Board. The Board requires the three standing Committees to meet a minimum of 4 times each year and the two service committees to meet a minimum of six times each year. Committees may agree additional meetings at their own discretion;
- (iii) Committees are required to maintain the same administrative standards as the Board including Notice of meetings, agenda format, reports format, and standards of minutes etc;
- (iv) Committees are required to conduct their meetings to the same standards including those relating to the Declarations of Interest and Any Other Business agenda items;
- (v) Committees are required to communicate their issues and concerns to the Board via regular written reports back to Board meetings and contact between the Committee Chair and Board Chair. Committee minutes will be sent to all Board Members;

- (vi) Committees are required to provide the Board with an annual report to the first Board meeting following the AGM, to include a review of the Committee's effectiveness;
- (vii) The quorum rule for committees meetings is that there must be 50% (or the greater nearest number thereto) of the total members of the committee present of which at least 2 must be Board Members; and
- (viii) The Committee Chair may also operate the Urgency Procedure, but only for matters within the delegated authority of the Committee. The Chair has the option of calling a Special Meeting of the Committee or by written resolution or of dealing with the matter through Chair's Action following the general principle set out in the Urgency Procedure.

7. TASK GROUPS

Task Groups are, by definition, not Committees of the Board and not expected to behave like Committees. Task Groups are intended to be more fluid bodies set up by the Board to consider specific issues and then disband when their work is done.

Arrangements for Task Groups are as follows:–

- (i) They may only be set up by the Board or with the approval of the Board;
- (ii) Setting up of new Task Groups may be recommended to the Board by Committees, and such Task Groups, if agreed by the Board, may report formally back to the sponsoring committee rather than directly to the Board;
- (iii) The overall definition of the task must be agreed and approved by the Board;
- (iv) The duration of the life of the Task Group must be set by the Board together with a minimum set of outputs required back from the Task Group;
- (v) Membership of the Task Group must include at least 2 Board members;
- (vi) The Task Group may include co-optees, who must be approved by the Board or sponsoring Committee;
- (vii) The Task Group will consider its task and required outputs from its work, and then recommend its own Terms of Reference and any Delegated Authority requested, back to the Board or sponsoring Committee for approval;
- (viii) The Task Group will determine for itself when and how frequently it meets;
- (ix) Each Task Group will be supported and serviced by the Executive;

- (x) Formal administration around Notices of meetings, agenda formats, report formats etc need not be followed by Task Groups. Minutes of each meeting are not required, but notes of each meeting are to be made and agreed by the Group at its next meeting and signed off as such. In addition, the Board or sponsoring Committee will require brief written or oral updates from the Task Group to each of its meetings;
- (xi) Task Groups are only disbanded by agreement of the Board or sponsoring Committee;
- (xii) The Company Secretary will maintain registers and records of all Task Groups identifying name of Task Group, when set up and by Board or Committee, definition of task and key outputs required, membership, details of terms of reference and when signed off, all notes of meetings and written updates to the Board or sponsoring committee, date when disbanded etc.

8. DISPUTES

In the event of a dispute between the Board and one of its Committees or Task Groups, the Board's decision shall override that of any Committee or Task Group. The Chair of the Audit Committee shall have the right to report the Board's decision in dispute to External auditors and/or to the Company Member, following discussion within a Board meeting about the intended course of action. The Chair of the Audit Committee also has access to legal advice paid for by the Company from the Company's solicitors.

D. CHIEF EXECUTIVE

Clear working arrangements between the Board and Chief Executive are a key element of good governance. The essential duties of the Chief Executive are to:–

- (i) Act in the best interests of the Company;
- (ii) Assist and advise the Board in determining the Company's policies and strategy;
- (iii) Manage the affairs of the Company in accordance with the values and objectives of the Company, and the general policies and specific decisions of the Board;
- (iv) Draw the Board's attention to matters that it should consider and decide;
- (v) Ensure that the Board is given the information necessary to perform its duties and, in particular, that the Board receives advice on matters concerning compliance with its governing instrument, the law, compliance with its Management Agreement, and the need to remain solvent;
- (vi) Ensure that proper systems of control, risk assessment and risk management are established and maintained, and that regular reports on these are provided, at least annually, to the Board;
- (vii) Supervise, with the guidance of the Chair, the preparation of documents for consideration by the Board;
- (viii) Help the Chair ensure that the business of the Board is properly conducted;
- (ix) Lead and manage the staff of the Company and ensure that their performance is appraised; and
- (x) Represent the Company as appropriate.

The Board will ensure that the Chief Executive has a written contract of employment which, as well as complying with current legislation clearly defines:–

- (i) His or her duties and the standards of performance expected;
- (ii) The procedures for monitoring the Chief Executive's performance and fixing his or her remuneration;
- (iii) How complaints and disciplinary matters will be dealt with; and
- (iv) The length of the contract, whether or not it can be renewed (if for a fixed term) and any notice period.

The Board will ensure that the Human Resources & Remuneration Committee has responsibility for setting and conducting the appraisal arrangements for the Chief Executive, and making a recommendation to the Board on an appropriate remuneration package for the Chief Executive.

E. COMPANY SECRETARY

The Company Secretary is a formal officer of the Board and Company Article 35 requires that the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they think fit and any Company Secretary so appointed may be removed by the Board.

The principle duties of the Company Secretary are to:–

- (i) Summon and attend all General Meetings of the Company, and meetings of the Board, and keep minutes of these meetings;
- (ii) Keep and maintain the registers and other records as determined by the Board (see Appendix 15.for list of registers required by the Company to be maintained);
- (iii) Make any returns on behalf of the Company to statutory and regulatory bodies;
- (iv) Have charge of the seal of the Company; and
- (v) Ensure the compliance of the Company with the Articles and Standing Orders of the Company.

F ACCOUNTABILITY

The Company recognises its broader accountability responsibilities to a range of external stakeholders, in particular to the Council, Council tenants and leaseholders, the Company's staff, the regulators, complementary service organisations and authorities, other groups representing community and neighbourhood interests.

The Board will ensure that there are sufficient and appropriate opportunities for the Board to engage with its stakeholders, to account for the Company's work, and to offer influence over, or involvement in, planning and decision-making. These arrangements will include the following:–

- (i) Consultation with all stakeholders through the development or review of the Company's strategic plan;
- (ii) Accountability through broadly based invitations to attend the Company's AGM;
- (iii) Consultation on a variety of Company matters directly with staff and also indirectly via recognised communication channels with unions;
- (iv) Consultation and accountability to the Council via Board Member and Chief Executive attendance at regular senior level liaison meetings; and
- (v) Consultation and accountability to Council tenants and leaseholders as set out in the Company's Tenant and Leaseholder Involvement Policy and the Tenant Compact agreed with tenant and leaseholder groups and the City Council. The Tenant Compact provides that the Board will meet the Tenant and Leaseholder Congress on 3 occasions each year.

G. OPENNESS AND TRANSPARENCY

The Company recognises that conducting its business in an open and transparent way is a key element in relation to its accountability to its wider stakeholders, and the Board will ensure compliance with the following principles:-

- (i) As a general rule, information about the Company, its work, its Board and employees will be made available unless there are good reasons for confidentiality or practicality;
- (ii) The Board will determine and publish an Openness Policy which will set out –
 - a. The information about the Company that it will make available;
 - b. In what circumstances personal information will be provided and to whom;
 - c. Identification of which Board and Committee papers are confidential; and
 - d. Whistle blowing arrangements.
- (iii) The Board will determine and publish its arrangements for compliance with the Data Protection Act 1998, with Freedom of Information Act 2000, and the Environmental Information Regulations 2004;
- (iv) The Board will publish a Financial and Operating Review as part of its Statutory Annual Accounts and Financial Statements and make this available to stakeholders;
- (v) The Board will publish an Annual Report of the Company's activities and performance and distribute this widely to stakeholders;
- (vi) The Board will also publish an annual performance review for the particular interest of tenants and leaseholders;
- (vii) The Board will publicise its forthcoming meetings and ensure that the public attending any Public Board meeting have an opportunity to ask question of the Board;
- (viii) The Board will ensure that agendas, reports, and minutes of all public Board and Committee meetings are available on the Company's website; and
- (ix) The Board will ensure the provision of regular newsletters to tenants and leaseholders.

H. EQUALITY AND DIVERSITY

Equality & Diversity is a core value of the Company; which recognises its responsibility to serve the whole community equally. The Board will ensure continuing focus on this area by:–

- (i) Ensuring that the Company, when carrying out its functions and delivering its services, demonstrates commitment to equality and diversity issues;
- (ii) Adopting and publishing an Equality and Diversity Policy, which promotes equal opportunities and diversity in all areas of the Company's work including:–
 - a. Identification and assessment of needs;
 - b. Allocation of housing and other services;
 - c. Provision and delivery of services;
 - d. Membership and operation of the Board and any Committees;
 - e. Staff recruitment, selection, training and condition of service; and
 - f. The Company's buying of goods and services and contracting procedures;
- (iii) Publicising the Company's achievements and performance in these areas;
- (iv) Ensuring that the Board membership represents the diversity of the local community;
- (v) Ensuring that recruitment policies to the Board are fair and transparent; and
- (vi) Ensuring that training for Board members on equality issues is provided and taken up.

I. AUDIT

Effective audit of all the Company's functions and activities are essential to good governance. Standards of performance, service delivery and compliance should all be subject to some form of audit.

The Board will ensure that it complies with the following principles of good audit practice:–

- (i) That the Company will have audited accounts;
- (ii) That the audited accounts and audit management letter are sent to the Council;
- (iii) Its external auditors must be independent and effective. The Audit Committee will not normally agree to external auditors providing non-audit services, or undertaking the internal audit function, without satisfying itself in relation to compromising the independence and objectivity of the external auditors;
- (iv) That there will be a proper procedure for the selection and periodic review of the appointment of the external auditor;
- (v) That whilst the responsibility for audit remains with the Board, this responsibility is discharged by a Finance & Audit Committee of the Board;
- (vi) That the Company has effective internal controls;
- (vii) That the Company has an effective internal audit service;
- (viii) That the Finance & Audit Committee provides an annual report to the Board on its activities and effectiveness in discharging its responsibilities; and
- (ix) That the Finance & Audit Committee should meet at least four times a year and may meet without staff present should it so wish.

J. CONDUCT AND PROBITY

The Company is intent on maintaining high standards of conduct and probity within the Company.

In order to maintain these standards the Board will ensure that:–

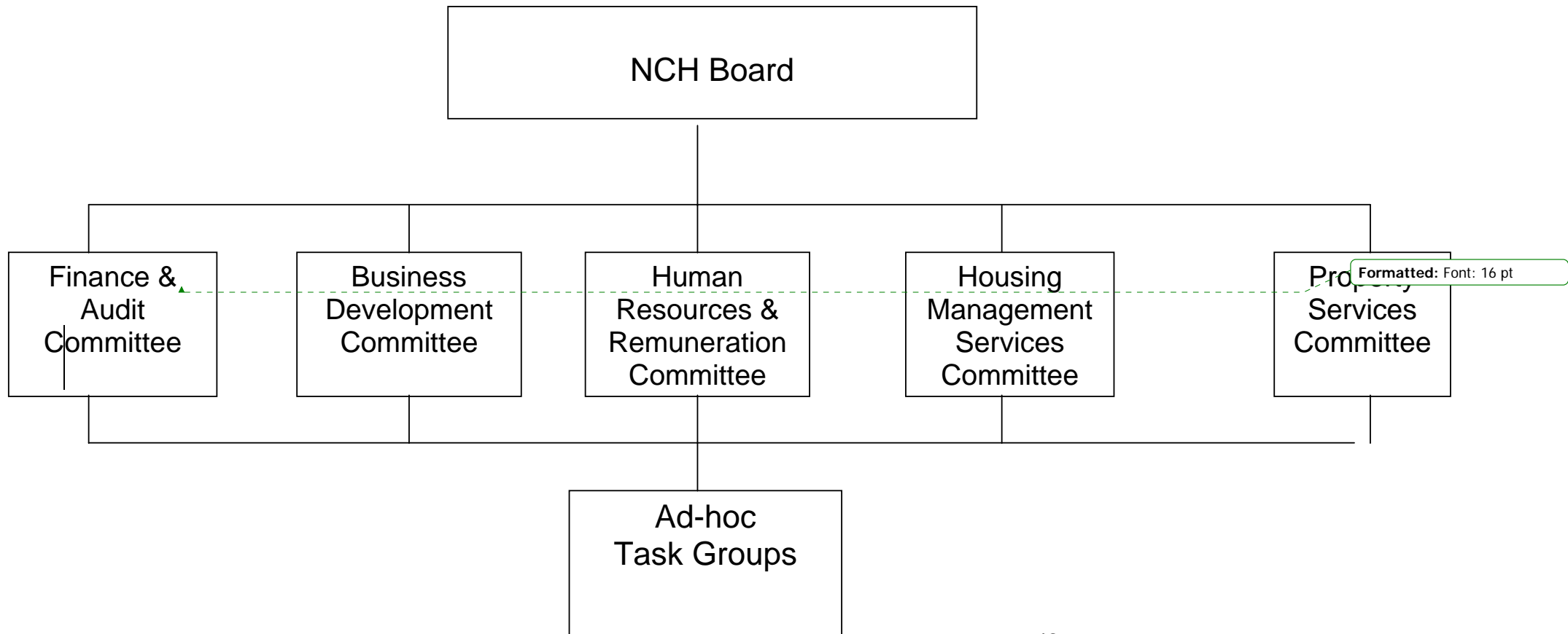
- (i) It maintains current and appropriate Codes of Conduct for Board members and for staff;
- (ii) The Codes of Conduct are available for public inspection;
- (iii) The Codes of Conduct clearly set out:–
 - a. The requirement and process for declaring interests and conflicts of interest; and
 - b. The Boards policies in relation to receipt and offering of gifts and hospitality.
- (iv) The Company is compliant with its own Articles and with the spirit of Schedule 1 of the Housing Act 1996 for the provision of any non-contractual benefits to staff (or their relatives) and Board Members (or their relatives) (See appendix 16 for detailed provisions on this matter);
- (v) The Board, or relevant Committee of the Board, from time to time review:–
 - a. The values of the Company and whether they are implemented in practice;
 - b. The implementation of these Standing Orders;
 - c. The Codes of Conduct; and
 - d. Other related policies such as Whistle-blowing, and any other matter of business ethics and probity.

K APPENDICES

APPENDIX 1- GOVERNANCE STRUCTURE

NOTTINGHAM CITY HOMES LTD

BOARD STRUCTURE wef 24 September 2009



APPENDIX 2 - SCHEME OF DELEGATION

1. POWERS RESERVED TO THE BOARD

Company objectives

- 1 Determination of the values and overall strategic direction of the Company;
- 2 Determination of the Company's corporate objectives; and
- 3 Determination of the Company's Corporate Strategic Plan.

Company finances and resources

- 4 Determination of the Company's business plan, medium term financial plan, capital programme and annual revenue budget;
- 5 Approval of the Company's annual accounts;
- 6 Approval of the annual staff pay award;
- 7 Approval of any changes to the pension scheme; and
- 8 Approval of the principles of any workforce restructuring proposals.

Corporate policies, strategies and standards

- 9 Determination, and review on a planned rolling programme, of key strategies and policies, including:-
 - Governance
 - Risk management
 - Equality and diversity
 - Health and safety
 - Board remuneration and/or expenses
 - Openness
 - Procurement
 - Efficiency and value for money
 - Environmental and community sustainability
 - Customer Focus
 - Tenant and Leaseholder Involvement
 - Tenant Compact
 - Information and communications technology (ICT)
 - Accommodation
 - Business continuity
 - Complaints, grievances, allegations of impropriety and whistle-blowing
 - Any others the Board may determine from time to time

- 10 Approval to the Company's input to the City Council's Housing Strategy.
- 11 Setting of standards for the Company in relation to probity, competence, management, and customer services.

Business Activities

- 12 Responsibility for the business relationship and partnership with the City Council, and with other major stakeholders;
- 13 Agreeing, and satisfying itself that compliance is being effectively monitored and reported to the Board, of the Management Agreement with NCC;
- 14 Approval of the annual Delivery Plan;
- 15 Approval of the arrangements in preparation for Audit Commission Inspection and for ensuring compliance with any action Plan or requirement of the Commission following Inspection;
- 16 Approval to re-tendering proposals in relation to existing activities;
- 17 Extension of the Company's operations into new activities or geographic areas, including approval to participate in tendering proposals arising from these; and
- 18 Any decision to cease a material part of the Company's operations.

Internal Control

- 19 Approval of all financial regulations;
- 20 Determination of the Company's risk capacity, profile and appetite;
- 21 Establishment and oversight of a framework for the identification and management of risk;
- 22 Establishment and oversight of a framework of delegation and systems of internal control;
- 23 Requirement, from committees or staff, of monitoring reports or other forms of assurance the Board may determine, on any aspect of the Company's business; and
- 24 Approval of action recommended by staff or committees in response to any report from external auditors or the Audit Commission

Governance

- 25 Approval of any changes proposed to the Company's governing instrument to be recommended to the Company Member;
- 26 Approval of all standing orders;
- 27 Appointment (and, if necessary, dismissal) of the Chief Executive;
- 28 Changes to corporate structure, including the setting up of subsidiaries or merging with another organisation, for recommendation to the Company Member;
- 29 Establishment of criteria for appointments to (and, if necessary, dismissals from), the Board;
- 30 Changes to structure, size and composition of the Board for recommendation to the Council Member;
- 31 Approval of committee membership, including committee chairs and committees' delegations/terms of reference;
- 32 Establishment, including deciding upon membership, including chair and delegations/terms of reference, of task-and-finish groups; and
- 33 Ensuring that there are effective arrangements for:–
 - (i) annual appraisal of the effectiveness (collectively) of the Board and committees, and (individually) of board and committee members;
 - (ii) board recruitment and (s)election criteria, policies and procedures; and
 - (iii) board and committee member induction, development, retention, renewal and succession.

Other

- 34 Any other matters not specifically delegated to committees, task-and-finish groups, tenant bodies, or the Chief Executive

2. POWERS DELEGATED BY THE BOARD TO THE FINANCE & AUDIT COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- 1 To review the Committee's membership and effectiveness on a regular basis to ensure that it has appropriate skills and relevant experience, advising the Board accordingly;
- 2 To review annually the Committee's activities and effectiveness in discharging its responsibilities and provide an annual report and a work plan for the next twelve months to the Board;
- 3 To receive and consider reports from staff on a statutory, regulatory or inspection reports, recommendations, or notices of non-compliance with requirements in relation to Support Service Directorates, as well as the proposed responses and actions plans;
- 4 To ensure the Company is operating within recognised codes of practice and Standards;
- 5 To ensure adequate processes are in place for the safeguarding of Company assets;
- 6 To monitor and review the Company's Tender and Contracts Registers;

Internal Control Framework

- 7 To oversee the embedding and maintenance of an effective system of internal control and ensure that any significant weaknesses identified are remedied and reported to the Board;
- 8 To review and consider the effectiveness of the Company's system of internal control systems and assurance framework on an annual basis and make appropriate recommendations to the Board;

Anti-Fraud and Corruption

- 9 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;
- 10 To receive reports relating to any matters of whistle-blowing or alleged or actual fraudulent activity which may have an effect upon the Company;

Internal & External Audit

- 11 To discuss with the external auditor any problems, reservations or issues arising from the interim or final audit or other investigations;
- 12 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;
- 13 To sign off individual audit plans, receive and consider reports by the internal auditor on significant audit findings, together with the response from managers to these reports;
- 14 To monitor the timely implementation of recommendations in respect of internal and external audit and of any other regulatory or inspection auditor;
- 15 To make recommendations to the Board, for approval in general meeting, on the appointment, re-appointment or otherwise, of the external audit;
- 16 To approve the fees and terms of engagement of the external auditor;
- 17 To advise the Board on the internal audit arrangements, including the appointment, re-appointment or otherwise, fees, methods and terms of engagement, of the internal auditor, whether on the Company's payroll or outsource
- 18 To monitor the performance of the internal and external auditors

Statutory Accounts

- 19 To consider, and report to the Board on, the annual statutory audit and make recommendations on the response to any audit management letters, reports and investigations;
- 20 To ensure compliance with applicable Financial Reporting Standards;

Financial Reporting

- 21 To ensure that Company budgets are systematically monitored and the timely and effective corrective action is taken on variances against plans;
- 22 To ensure the financial viability of the Company by the monitoring and review of quarterly management accounts and cash-flow, and advising the Board in relation to these;
- 23 To monitor and review progress of the capital investment programme on a quarterly basis;

- 24 To review the proposed annual revenue budget for the forthcoming year and recommend its approval to the Board;
- 25 To review the proposed capital investment programme for the Company for the forthcoming year and recommend its approval to the Board;
- 26 To monitor the impact of the City Council's Housing Revenue Account on the Company's current, short and long term financial position;

Risk Management

- 27 To provide assurance to the Board that there is a sufficient and systematic review of the risk management arrangements within the organisation;

Standing Orders & Financial Regulations

- 28 To ensure compliance with the Financial Regulations, and recommend any proposed revisions to the Board;
- 29 To monitor and review the Company's Register of Dispensations;

Probity – Action taken must be notified to the Finance & Audit Committee

- 30 Authority to suspend Financial Regulations or grant dispensation
- 31 Authority for staff members to accept gifts or to accept hospitality;
- 32 Authority to dispose, and arrangements for disposal, of stock items and obsolete equipment.

3. POWERS DELEGATED BY THE BOARD TO THE BUSINESS DEVELOPMENT COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- 1 Receive and consider related reports from staff on any statutory or inspection reports, recommendations, or notices of non compliance with requirements in relation to the Company, as well as the proposed responses and actions plans;
- 2 Ensure the Company is operating within recognised codes of practices and standards;
- 3 To monitor and review the Company's compliance with regulatory requirements;

Audit and Internal Control

- 4 Receive and consider Strategy and Partnership Directorate audit reports by the internal auditor on significant audit findings, together with the response from managers to these reports;
- 5 Monitor the timely implementation of Strategy and Partnership Directorate audit report recommendations and the respective actions agreed by management;

Equality and Diversity, Quality, Performance Monitoring and Improvement

- 6 Oversee the Equality and Diversity Strategy and Equality and Diversity performance management;
- 7 Reviewing high level performance against key corporate outcomes, strategies and plans;
- 8 Securing continuous improvement in the quality and efficiency of customer services by establishing, overseeing the delivery of, and taking decisions arising from the results of a programme of service reviews;
- 9 Commissioning, reviewing the results, and determining action plans from research;

Tenant Involvement

- 10 Keeping the effectiveness of the tenant involvement/resident consultative structures under review, promoting the effectiveness of involvement, and regularly consider and advise the Board on any potential for budgetary or other decision-making responsibility to be delegated to Area Panels/Forums;

Policies and strategies

- 11 Determination, and review on a planned rolling programme, of key corporate strategies and policies;
- 12 Review of, and advice to, the Board, on tenant involvement/resident consultation strategy and the Tenant Compact;
- 13 Responsible for identifying and agreeing service and business development opportunities, as well as receiving and considering the associated reports;
- 14 Reporting to the Board all major Company wide business developments which have an impact on the way services are delivered; activities of the Company; Company's reputation; performance and or relationship with external partners;

Partnership Working

- 15 Review and monitoring of partnerships and relationship management;
- 16 Approval, and monitoring provision, of customer –related services provided by organisations;
- 17 Exploring opportunities to work with other organisations to increase efficiency and effectiveness of the service delivery;
- 18 Monitoring of management services provided to other organisations.

4. POWERS DELEGATED BY THE BOARD TO THE HUMAN RESOURCES & REMUNERATION COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

HR policies and strategies

- 1 Determination, and review on a planned rolling programme, of key strategies and policies for human resources and organisational development;

Staff and Trades Union consultation

- 2 Determination, and oversight, of effective arrangements for consultation with staff as a whole, and for negotiation and consultation with appropriately recognised Trades Union(s) and/or other representatives;
- 3 Undertake the role of the Disputes Resolution Panel to consider appeals against Chief Executive or Company decisions;

Chief Executive

- 4 Establishment of targets for the Chief Executive for each financial year;
- 5 Ensuring effective arrangements are in place for the Chief Executive's appraisal and monitoring of in-year progress against these targets;
- 6 Assessment of, and making recommendations to the Board on, the Chief Executive's performance related pay in the light of achievement or otherwise of these targets;
- 7 Consideration of any changes to the Chief Executive's remuneration as and when this may be required;
- 8 Appointment of the Chief Executive position;

Terms and Conditions of Employment

- 9 Determination of performance related pay awards for other staff based on the achievement or otherwise of the year's targets;
- 10 Consideration, and recommendation to the Board of, the annual pay award for the Company's staff;
- 11 Consideration and determination of changes to the Company's pay structure;
- 12 Consideration and determination of the remuneration of the Executive Management Team;
- 13 Determination of significant variations to the terms and conditions of employment;
- 14 Ensure appropriate policies and procedures are in place in relation to appeals and appeal panel arrangements;
- 15 Consider the details of restructuring proposals following any necessary approvals in principle by the Board;

Performance Monitoring

- 16 Monitor key Company employment indicators and trends e.g absence, turnover, employment tribunal cases;

Equality & Diversity

- 17 Ensure effective measures are in place to promote equality and diversity in employment;

Employee Development

- 18 Promote people development across NCH;
- 19 Review progress on key initiatives such as liP and Staff Survey.

5. POWERS DELEGATED BY THE BOARD TO THE HOUSING MANAGEMENT SERVICES COMMITTEE

Within the context of the objectives, policies and budgets set by the Board:

General Governance

- 1 Receive and consider related reports from staff on any , regulatory or inspections reports, recommendations, or notices of non-compliance with requirements in relation to the housing Directorate, as well as proposed responses and action plans;
- 2 Ensure the Company is operating with recognised codes of practice and Standards;

Financial and Investment Matters

- 3 Monitor and review financial performance with the Directorate;
- 4 Monitor the performance of key Housing Directorate Service Level Agreements;

Audit and Internal Control

- 5 Receive and consider Housing Directorate audit reports by th internal auditor on significant audit findings, together with the response from managers to these reports;
- 6 Monitor the timely implementation of Housing Directorate audit report recommendations and the respective actions agreed by management;

Risk

- 7 To assess, monitor and review the key Directorate risks and the Housing Directorate Risk Register on a quarterly basis;

Performance monitoring and improvement

- 8 Ensuring performance against key customer service performance indicators and service budgets are systematically monitored;
- 9 Reviewing proposed key customer service standards, performance indicators and service budgets for the forthcoming year;
- 10 Securing continuous improvement in the quality and efficiency of customer services by establishing, overseeing the delivery of, and taking decisions arising from the results of a programme of best value reviews;
- 11 Commissioning, reviewing the results, and determining action plans from customer research;
- 12 Benchmarking service delivery costs against external comparators, reviewing the results, and determining actions plans to deliver service efficiencies;
- 13 Agreeing service improvement plans and for monitoring progress in relation to this. Agreeing any service action plans arising from inspections/service audits and monitoring progress in implementing the plans;
- 14 Reviewing performance against allocations and lettings targets and ensuring compliance with the relevant policies and procedures;

Tenant involvement

- 15 Effective and meaningful consultation, with tenants, residents and leaseholders, where appropriate in operational matters

Customer services policies and strategies

- 16 Determination, and review on a planned rolling programme, of key strategies and polices for customer services including voids, allocations, income management, leasehold management, tenant and leaseholder involvement, tenancy and estate management and supported housing;
- 17 Review of , and advice to, the Board, on tenant involvement/resident consultation strategy and the Tenant Compact;
- 18 Responsible for identifying and addressing service development opportunities;
- 19 Reporting to Board all major service developments which have an impact on the way services are delivered; Company's reputation; financial position; performance and or relationship with external partners;

Partnership Working

- 20 Approval, and monitoring provision, of customer-related services provided by other organisations;
- 21 Exploring opportunities to work with other organisations to increase efficiency and effectiveness of the service delivery;
- 22 Monitoring of management services provided to other organisations;
- 23 Responsible for service development opportunities.

6. POWERS DELEGATED TO TASK AND FINISH GROUPS

From time to time the Board may set up Task and Finish Groups to assist the Company in its work. By definition, the groups will be set up to undertake a particular task and then disband once the Board agrees that they have completed the task.

Such groups may only be set up by properly constituted meetings of the Board. Each group so set up shall have clear Terms of Reference ascribed to it by the Board, making clear what, if any, formal delegated powers are being provided to the Group.

The Company Secretary shall maintain proper records of all such groups set up by the Board from time to time, including inception and completion details, record of membership, record of meetings held, reports back to the Board, as well as Terms of Reference and specific delegations.

7. POWERS DELEGATED TO TENANT BODIES

Tenant Involvement Structure

Through the NCH Tenant and Leaseholder Participation Compact 2007 – 2010 (under review), NCH has agreed the following vision for tenant participation in NCH (quote from the Tenant and Leaseholder Compact).

Within the Compact, NCH recognises a number of ways that the NCH Board (and its committees) can consult with and be consulted by, communicate with and receive communication from, challenge and be challenged by, inform and be informed by, the various bodies within the tenant involvement structure.

In addition, the NCH Board may, from time to time, agree specific delegations to any of these tenant bodies. Examples might include delegations to Area Panels to manage an area budget, or to the Tenant and Leaseholder Congress to manage a tenant training budget. Such delegations, together with any conditions or criteria to be attached, may only be agreed at a properly constituted meeting of the Board, and a record of such delegations will be held by the Company Secretary.

8. POWERS DELEGATED BY THE BOARD TO THE CHAIR

Given the frequency of Board meetings, it will be necessary from time to time to secure the efficient and effective operation of the business for actions, such as the award of contracts or approval of payments, to be taken.

All actions undertaken through these powers shall be for the sake of expediency, and following the written recommendation of the Chief Executive. A report must be taken to the next Board meeting following any delegated actions.

9. POWERS DELEGATED BY THE BOARD TO THE CHIEF EXECUTIVE

The Chief Executive has the following powers and responsibility delegated by the Board within the context of the values, objectives, policies and budgets set by the Board, to:

- 1 Manage the affairs of the Company in accordance with its values and objectives and the general policies and specific decisions of the Board
- 2 Act as principal strategic adviser
- 3 Lead, direct, set targets for and hold to account the Executive Management Team as a whole
- 4 Appoint, set targets for, appraise the performance of, and if necessary dismiss, the individual members of the Executive Management Team and any other direct reports
- 5 Establish arrangements for monitoring compliance with, and reporting promptly to the Board upon performance against, the Management Agreement with NCC
- 6 Take or authorise the taking of items through the urgency procedure and ensuring that a report is taken to the Board at the earliest time after the event

- 7 Subject to the Memorandum & Articles, and provided that it is consistent with the approved values, objectives, policies. business plan, budget, scheme of delegations and financial regulations and any decisions made by the Board or any committee, to take the action he/she considers necessary to ensure the efficient and effective management and routine administration of the Company's activities

The above authorities may not be further delegated by the Chief Executive without the approval of the Board, other than by way of written delegation of authority to act in his/her temporary absence. That written delegation can be through a minute of the Executive Management Team and will include financial authorisations at a level which only the Chief Executive could sign off.

The Chief Executive also has the following powers and responsibilities. In order to exercise efficient and effective management the Chief Executive may delegate specific responsibilities in writing to Directors or Managers within the following list:

- 1 Undertake and be responsible for day to day management of the Company.
- 2 Employ and dismiss staff, and set and review individual terms and conditions of employment subject to:
 - Adherence to Company HR policies
 - Adherence to annual budgets and staffing plans
- 3 Implement policies and strategies, including the Company's Business Plan, and decisions and directions of the Board
- 4 Lead, direct, set targets for, and hold to account, staff throughout the chain of command
- 5 Ensure that local managers and staff teams are customer-focussed and responsive to individual residents, Area Panels, local councillors, and NCC's Area Committees
- 6 Take, or authorise the taking, of any appropriate action in cases of urgency or emergency
- 7 Take, or authorise the taking, of any appropriate action to preserve the Company's position, pending scrutiny by the Board or appropriate committee of the matter, in relation to any proposed legislation, or any other proposal, scheme, plan, act or omission to act by any person or body or any event or occurrence, including Acts of God.

10 SPECIFIC MATTERS FOR APPROVAL WITH THEIR DELEGATION LEVELS

The table below sets out the current matters that require specific approval, which positions within the Company have been delegated by the board to make such approval decisions, and any arrangements for subsequent reporting where a decision relating to such a delegation has taken place.

Specific Board Delegations on Matters of Probity

Matter	Delegation to	Action Taken Notified to
Authority to approve reimbursement of Board Members expenses within policy	Company Secretary	Board (annual review)
Authority for Board Members to accept gifts or accept or offer hospitality	Chair	Board (annual review)
Determining breaches of the Board Members Code of Conduct	Chair plus 2 other Board members	Finance & Audit Committee or Board
Determining appeal against Panel hearing above	Vice-chair plus 2 Finance and Audit Committee members	Finance & Audit Committee or Board
Grant of offer of tenancy to a Board Member (or close relative)	Director of Housing plus Co Sec	Board (next meeting)
Determination of an appeal from a Board Member (or close relative) to an allocation or tenancy management matter	Chief Exec plus 1 other Director	Board (next meeting)
Grant of an offer of employment or engagement as a consultant or contractor to a Board Member or close relative	Chief Exec plus Director of OD	Board (next meeting)
Authority to suspend Standing Orders (urgency procedure)	Chair plus Chief Exec plus 1 other Board member	Board (next meeting)
Authority to suspend Financial Regulations (grant dispensation)	Chair of Finance & Audit Committee plus Chief Exec	Finance & Audit Committee (next meeting)
Approval to repair or improvement to a council property occupied by a Board Member (or close relative) in excess of £1000 in value	Chief Exec plus Director of Finance, ICT & Governance	Board (next meeting)
Grant of offer of tenancy to a member of NCH staff (or close relative)	Director of Housing plus Assistant Director of Housing Services	Board (annual review)
Grant of offer of tenancy to a City Councillor	Chief Exec plus Director Housing	Board (next meeting)

Grant of offer of tenancy to an employee of Nottingham City Council who work in housing – i.e. housing strategy, regeneration, and Housing Aid.	Director of Housing plus Assistant Director of Housing Services	Board (annual review)
Grant of offer of employment or engagement as a consultant or contractor to a City Councillor	Chief Exec plus Director of OD	Board (next meeting)
Grant of offer of employment to a close relative of existing NCH staff member	Chief Exec plus Director of OD	Board (annual review)
Re-employment of former employee or re-engagement as self-employed contractor within 6 months of termination of employment with NCH	Chief Exec plus Director of OD	Board (annual review)
Authority for staff members to accept gifts or to accept or offer hospitality	Line Manager	Finance & Audit Committee (annual review)
Authority to agree out of court settlements	Chair plus Chief Exec plus 1 other board member	Board (next meeting)
Authority to agree non-contractual severance arrangements with employees	Chair plus Chief Exec plus 1 other board member from HR Committee	Human Resources & Remuneration Committee (next meeting)
Authority to dispose, and arrangements for disposal, of stock items and obsolete equipment	Chief Exec plus Director of Finance ICT & Governance	Finance & Audit Committee (annual review)

APPENDIX 3 - RECRUITMENT AND SELECTION OF INDEPENDENT BOARD MEMBERS

1 Introduction

This policy note sets out the Board's criteria and process for the recruitment and selection of Independent Board members.

2 Recruitment Criteria

2.1 Articles

The Articles impose some restrictions on who may not be an Independent Board member, and these criteria are set out below, someone who is;–

- Prohibited by law from being a company director
- Disqualified from elected membership of a local authority
- Bankrupt
- Suffering from mental disorder as defined further in the Articles
- An employee of NCH
- An employee of the City Council

2.2 Common Criteria

The Board's objective is to develop a 'One Board' approach, where Board members work collectively on issues, and the category of Board membership Tenant, Independent, Council Nominee being irrelevant. Board members have collective responsibilities regardless of their category of membership.

Accordingly, it is the Board's intention that recruitment criteria for all categories of membership shall be common so far as possible.

Common criteria shall be those that are set out in the Company's Standing Orders Section B Para 9 – Responsibilities of Board Members, and reproduced below:–

1. Uphold the values and objectives of the Company
2. Uphold the Company's core policies, such as equality and diversity, and health and safety
3. Contribute to and share responsibility for the Board's decisions
4. Prepare for and attend meetings, training sessions and other events

5. Attend and participate in reviews linked to individual performance or that of the whole Board
6. Represent the Company as appropriate
7. Declare any relevant interests
8. Respect confidentiality of information
9. Uphold the Company's Board Members Code of Conduct

Whilst the above may seem a statement of the obvious that all prospective Board members would automatically subscribe to, in practise it is the commitment to these responsibilities that drives and unites Board members. It is worth spelling out these responsibilities to prospective Board members.

2.3 Board Policies

From time to time, the Board may wish to agree other specific policy parameters for the selection of Independent Board members – these will be considered by the Recruitment Panel and recommended to the Board as appropriate. Such policies might include:-

- A preference for applicants to work or live within a given distance of Nottingham
- A preference for applicants to be an employee or Director or Board member of a partner organisation to the Company, or a preference that applicants are not associated with actual or potential competitor organisations of the Company
- A preference that applicants are not an employee or Director or Board member of the same organisation as another existing Independent Board member

2.4 Core Competencies

Current good practice is to differentiate between technical or professional skills, knowledge and experience, often gained in a formal work setting and evidenced by paper qualifications, and broader competencies gained in the 'school of life.'

A competency is an underlying characteristic possession of which results in effective and/or superior performance.

Whilst every Board member makes a unique and valuable contribution to the Board's work, and their diverse skills, experience and knowledge strengthen the Board, NCH is defining core competencies that all Board members need to possess. However, it is recognised that individual Board Members will not all be at the same level on every competency.

In recruitment of Board Members, there will be a clear expectation that every candidate will be at or above base level for the majority of competencies. New recruits may receive support as part of their induction to help them to develop in specific competencies on the understanding that they should reach a base level within six (6) months of appointment. If the person does not achieve that base level, then they should be asked to leave the Board.

The competencies agreed by NCH Board are –

See page 68.

2.5 Skills, knowledge, experience and perspectives

In the recruitment process for Independent Board members, the Board should use the opportunity to seek to recruit Board members that complement and add to the existing skills and knowledge base of the Board rather than duplicate skills and experience that already exists.

Thus, before a recruitment exercise takes place, the Board should review its existing skills and experience mix and identify areas of skills/experience that it considers it needs but currently lacks.

The Board will review its skills and experience mix annually, identifying gaps in the process.

Areas of skills, knowledge, and experience may include the following –

Asset management	Local government
Board/committee membership	Marketing and public affairs
Business development/management in an organisations of a similar size to NCH	Organisational change management
Chairing meetings	Partnership working with other organisations
Community involvement	Policy making
Community languages	Political acumen
Community regeneration	Procurement
Contract law	Property maintenance
Customer services	Property management – other residential
Domiciliary care services	Property management - commercial
Employment law	Regulation, inspection and compliance
Environmental issues	Risk management
Equality and diversity	Sheltered housing
Financial management	Stock reinvestment
Governance	Supported housing
Housing management	Tax
Human resources	Treasury management
Information technology management	User involvement (as a tenant)
Internal controls	Voluntary agencies

2.6 Diversity

The Board shall determine its own targets for diversity characteristics for the Board, and take the opportunity of a recruitment exercise for Independent Board members to work towards the achievement of these targets. The Board will want to ensure that the its composition is reflective of the communities that it serves so far as practicable

3 Recruitment Process

The recruitment process for Independent Board Members will encompass the following elements:–

- Recruitment Panel
- Application Process

3.1 Recruitment Panel

The Board should determine the remit and composition of a recruitment panel.

The remit may be:–

- To determine any particular skills, knowledge, experience required
- To consider any particular policies that the Board may wish to apply
- To determine any diversity requirements
- To agree the application process to apply
- To agree the evaluation and selection process to apply
- To undertake the final selection process
- To make a selection recommendation to the Board

The composition of the recruitment panel shall be:–

- The Chair
- Two (2) other Board Members, One (1) of whom to be a Tenant Board Member

The recruitment panel shall be empowered a technical advisor to the Panel where a particular specialist skill is being sought through the recruitment process.

3.2 ***Application Process***

With the support of the Chief Executive and Company Secretary, the recruitment panel will need to determine the following:–

- Any required skill, experience, knowledge required of the new Independent Board Member. This would be undertaken from an analysis of the current skills and experience profile of the Board;
- Any required diversity profile of the new Independent Board Member. This would be undertaken by reference to the current diversity profile of the Board and the diversity targets around Board composition;
- Where the vacancy will be advertised and the media to be used. The Board's policy is to advertise the vacancy as widely as possible subject to the particular profile and skill requirements agreed by the recruitment panel;
- The wording of the advertisement;
- The contents of the recruitment pack. There is a marketing as well as an information aspect to this.

The recruitment pack will normally consist of:–

- Invitation letter from the Chair;
- Application process explained;
- Pre-qualification requirements – i.e. matters from paras 2.1-2.4 above; and
- Annual Report, Strategic Plan summary, and any other appropriate marketing materials.
- Arrangements for short listing. Depending on numbers of applications received, the Company Secretary and one other Director will normally undertake the 'first sift', providing the recruitment panel with a shortlist of around 10-12, with recommendation to interview 4 or 5;
- Arrangements for interview. The full recruitment panel will normally interview all applicants selected for interview, and will be furnished with proposed interview questions and scoring sheets by the Company Secretary;
- Arrangements for recommendation to the Board. The panel should make a clear selection recommendation to the next available Board meeting; and
- Timetable for the recruitment process

With the recruitment of Independent Board Members, it should be understood that the Company will need to be proactive in order to secure the interest of the highest calibre people. This will mean, that in considering the above process, the recruitment panel should give active consideration to creative means to secure this objective – examples that other organisations have used include:-

- Use of recruitment consultants to proactively seek out applicants to supplement the advertisement of the vacancy; and
- Interview arrangements that acknowledge that the interview is a 2 way process. Such arrangements might include the opportunity for short listed candidates to sit in on a Board meeting.

APPENDIX 4 - RECRUITMENT AND SELECTION OF TENANT BOARD MEMBERS

1 Introduction

This policy note sets out the Board's criteria and process for the recruitment and selection of Tenant Board Members.

2 Recruitment Criteria

2.1 Articles

The Articles impose some restrictions on who may not be a Tenant Board member, and these criteria are set out below, someone who is:-

- Prohibited by law from being a company director
- Disqualified from elected membership of a local authority
- Bankrupt
- Suffering from mental disorder as defined further in the Articles
- An employee of NCH
- An employee of the City Council
- Currently in serious breach of their tenancy obligations as a Tenant
- Not a secure tenant or leaseholder of a property from and occupies a property belonging to the City Council (for example, a tenant holding an introductory tenancy is not eligible for Tenant Board membership)
- Also a City Councillor, but only if their Board membership would lead to a breach of Article 13(6) that there shall be no more than 3 councillors or employees of the City Council on the NCH Board
- Not prepared to submit themselves for election to the Board via an election process of all City Council tenants

2.2 Common Criteria

The Board's objective is to develop a 'One Board' approach, where Board members work collectively on issues, and the category of Board membership Tenant, Independent, Council Nominee being irrelevant. Board members have collective responsibilities regardless of their category of membership.

Accordingly, it is the Board's intention that recruitment criteria for all categories of membership shall be common so far as possible.

Common criteria shall be those that are set out in the Company's Standing Orders Section B Para 9 – Responsibilities of Board Members, and reproduced below –

10. Uphold the values and objectives of the Company;
11. Uphold the Company's core policies, such as equality and diversity, and health and safety;
12. Contribute to and share responsibility for the Board's decisions;
13. Prepare for and attend meetings, training sessions and other events;
14. Attend and participate in reviews linked to individual performance or that of the whole Board;
15. Represent the Company as appropriate;
16. Declare any relevant interests;
17. Respect confidentiality of information;
18. Uphold the Company's Board Members Code of Conduct.

Whilst the above may seem a statement of the obvious that all prospective Board members would automatically subscribe to, in practise it is the commitment to these responsibilities that drives and unites Board members. It is worth spelling out these responsibilities.

2.3 Board Policies

From time to time the Board will wish to consider other specific policy parameters for the selection of Tenant Board members. Currently, the only specific policy to apply is that no Tenant Board member may also be a member of the Tenant and Leaseholder Congress or Chair of any Tenants Forum or Area Panel that forms part of the Company's Tenant and Leaseholder Involvement Structure.

The Board will wish to consult with the City Council and Tenants and Leaseholder Congress on any other policy parameters that might be considered, for instance;–

- Whether tenants should 'represent' a particular geographical part of the City;
- Whether tenants should represent a particular 'constituency' of tenants, for instance, one place reserved for a leaseholder, 1 place reserved for a sheltered or supported housing tenant etc.

2.4 Core Competencies

Current good practice is to differentiate between technical or professional skills, knowledge and experience, often gained in a formal work setting and evidenced by paper qualifications, and broader competencies gained in the 'school of life.'

A competency is an underlying characteristic possession of which results in effective and/or superior performance.

Whilst every Board member makes a unique and valuable contribution to the Board's work, and their diverse skills, experience and knowledge strengthen the Board, NCH is defining core competencies that all Board members need to possess. However, it is recognised that individual Board members will not all be at the same level on every competency.

In recruitment of Board members, there will be a clear expectation that every candidate will be at or above base level for the majority of competencies. New recruits may receive support as part of their induction to help them to develop in specific competencies on the understanding that they should reach a base level within 6 months of appointment. If the person does not achieve that base level, then they should be asked to leave the Board.

The competencies agreed by NCH Board are –

Leading & Deciding (Essential)

Takes control and exercises leadership. Initiates action, gives direction and takes responsibility.

Deciding & Initiating Action

- a. Makes prompt, clear decisions which may involve tough choices or considered risks
- b. Takes responsibility for actions, projects and people
- c. Takes initiative, acts with confidence and works under own direction
- d. Initiates and generates activity

Leading & Supervising

- a. Provides others with a clear direction
- b. Sets appropriate standards of behaviour
- c. Delegates work appropriately and fairly
- d. Motivates and empowers others
- e. Provides all members with development opportunities and coaching
- f. Recruits staff and members of a high calibre

Supporting & Co-operating (Essential)

Supports others and shows respect and positive regard for them in social situations. Puts people first, working effectively with individuals and teams, clients and staff. Behaves consistently with clear personal values that complement those of the organisation.

Working with people

- a. Demonstrates an interest in and understanding of others
- b. Adapts to the team and builds team spirit
- c. Recognises and rewards the contribution of others
- d. Listens, consults others and communicates proactively
- e. Supports and cares for others
- f. Develops and openly communicates self-insight such as an awareness of own strengths and weaknesses

Adhering to principles and values

- a. Upholds ethics and values
- b. Demonstrates integrity
- c. Promotes and defends equal opportunities, builds diverse teams
- d. Encourages organizational and individual responsibility towards the community and the environment

Interacting & Presenting (Desirable)

Communicates and networks effectively. Successfully persuades and influences others. Relates to others in a confident and relaxed manner.

Relating & networking

- a. Establishes good relationships with customers and staff
- b. Builds wide and effective networks of contacts inside and outside the organization
- c. Relates well to people at all levels
- d. Manages conflict

Persuading & Influencing

- a. Makes a strong and positive impression on others to influence and persuade
- b. Gains clear agreement and commitment from others by persuading, convincing and negotiating
- c. Promotes ideas on behalf of self or others

Presenting and communicating information

- a. Speaks clearly and fluently
- b. Expresses opinions, information and key points of an argument clearly and respectfully
- c. Makes presentations in a variety of settings with skill and confidence

Analysing & Interpreting (Desirable)

Shows evidence of clear analytical thinking. Gets to the heart of complex problems and issues. Applies own expertise effectively. Quickly learns new technology. Communicates well in writing.

Writing and reporting

- a. Avoids the unnecessary use of jargon or complicated language
- d. Structures information to meet the needs and understanding of the intended audience

Applying expertise

- a. Develops job knowledge and expertise through continual professional development
- b. Shares expertise and knowledge with others
- c. Demonstrates an understanding of different organisational departments and functions

Analysing

- a. Analyses numerical data, verbal data and all other sources of information
- b. Probes for further information or greater understanding of a problem
- c. Makes rational judgements from the available information and analysis

Creating & Conceptualising (Essential)

Open to new ideas and experiences. Seeks out learning opportunities. Handles situations and problems with innovation and creativity. Thinks broadly and strategically. Supports and drives organisational change.

Learning & Researching

- a. Gathers and manages appropriate information and knowledge to support decision making
- b. Demonstrates an effective understanding of newly presented information
- d. Learns from successes and failures and seeks staff and customer feedback

Creating & Innovating

- a. Produces a range of solutions to problems
- b. Seeks opportunities for organisational improvement
- c. Devises effective change initiatives

Formulating strategies & concepts

- a. Works strategically to realise organisational goals
- b. Sets and develops strategies
- c. Identifies and develops positive visions of the organisation's future potential

Organising and Executing (Essential)

Plans ahead and works in a systematic and organised way. Follows directions and procedures. Focuses on customer satisfaction and delivers a quality service or product to the agreed standards.

Planning & Organising

- a. Sets clearly defined objectives
- b. Plans activities and projects well in advance and takes account of possible changing circumstances
- c. Identifies and organises resources needed to accomplish tasks
- d. Monitors performance against deadlines and milestones

Delivering Results and Meeting Customer Expectations

- a. Focuses and monitors customer needs and satisfaction to improve quality and service delivery
- b. Sets high standards for quality and productivity
- c. Consistently achieves project goals

Following Instructions and Procedures

- a. Follows procedures and policy
- b. Demonstrates commitment to the organisation
- c. Complies with legal obligations and safety requirements of the role

Adapting and Coping (Desirable)

Adapts and responds well to change. Manages pressure effectively and copes well with setbacks.

Adapting and responding to change

- a. Open to new ideas and change initiatives

Coping with pressure and setbacks

- a. Keeps negative emotions under control during difficult situations
Handles criticism well and learns from it.

2.5 Skills, knowledge, experience and perspectives

In the recruitment process for Tenant Board members, it is deemed that all tenants are bringing to the Board their skills, experience, knowledge and perspectives from being a City Council and a receiver of services delivered by NCH.

Because of this, and concerns not to restrict the opportunity for all eligible tenants to put themselves forward to election to the Board, it is not considered appropriate to identify additional skills and experience gaps that could be filled by particular tenants possessing such a skill profile.

2.6 Diversity

The Board shall determine its own targets for diversity characteristics for the Board, and determine whether it wishes to take the opportunity of a recruitment exercise for Tenant Board members to work towards the achievement of these targets. Clearly, to do so would restrict the opportunity for all eligible tenants who wish to stand for election to do so. The Board is committed to ensuring that the Board composition reflects the communities that it serves so far as practicable

3 Recruitment Process

The recruitment process for Tenant Board members will encompass the following elements:–

- Recruitment Panel
- Application Process
- Election Process

3.1 Recruitment Panel

The Board should determine the remit and composition of a recruitment panel.

The remit may be:–

- To determine any diversity requirements;
- To agree the application process to apply;
- To agree the election process to apply.

The composition of the recruitment panel shall be:–

- The Chair
- Two (2) other Board members, one (1) of whom to be a Tenant Board Member

3.2 Application Process

With the support of the Chief Executive and Company Secretary, the recruitment panel will need to determine the following:–

- Any required diversity profile of the new Tenant Board member. This would be undertaken by reference to the current diversity profile of the Board and the diversity targets around Board composition;
- Where and how the vacancy will be advertised. The Board's policy is to advertise the vacancy as widely as possible, so the vacancy will normally be advertised through the Tenants Newsletter;
- The wording of the advertisement;
- The contents of the recruitment pack. There is marketing, as well as an information aspect to this. The recruitment pack will normally consist of:–
 - Invitation letter from the Chair;
 - Application process explained;
 - Pre-qualification requirements – i.e. matters from paras 2.1 - 2.4 above;
 - Induction and support arrangements for Tenant Board Members;
 - Annual Report, Strategic Plan summary, and any other appropriate marketing materials.
- Arrangements for confirming pre-qualification for standing for election. The Company Secretary will review all applications to ensure that all applicants are eligible to stand for election (i.e. comply with the requirements of 2.1 – 2.4 and 2.6 above); and
- Timetable for the recruitment process.

3.3 Election Process

With the support of the Chief Executive and Company Secretary, the recruitment panel will need to determine the following:–

- The election process that will apply;
- Any support or publicity resources that the Company will make available to candidates;

- Who will administer the election process – in house or external service provider (e.g. Electoral Reform Services);
- Timetable for the election process;
- Communications with election candidates;
- How results will be announced.

APPENDIX 5 - BOARD MEMBERS HANDBOOK CONTENTS PAGE
(UNDER REVIEW)

	Section Ref.
1. Nottingham City Homes - Company Documents	
1.1 What is an ALMO	1
1.2 Memorandum & Articles of Association	2
1.3 Standing Orders:	
(i) Part 1 - Governance	3
(ii) Part 2 - Financial Regulations	4
(iii) Part 3 - Tender & Contract	5
1.4 Management Agreement	6
1.5 Current Delivery Plan	7
2. Nottingham City Homes - Board Members	
2.1 Responsibilities of Company Directors	8
2.2 Board & Committee Matters:	
(i) Committee Structure	9
(ii) Membership of Committees and task groups	10
(iii) Company Diary	11
2.3 Code of Conduct	12
2.4 Glossary of Terms & Abbreviations	13
2.5 Board Member Development:	
(i) Appraisal	14
(ii) Training	15
(iii) Support	16
3. Nottingham City Homes - Internal Matters	
3.1 Executive Structure	17
3.2 Contact details:	
(i) Board Members	18
(ii) Directors	19
(iii) Key Managers	20
(iv) Offices	21
3.3 Key Strategies: <i>All key strategies are under review</i>	
(i)	22
(ii)	23
(iii)	24
(iv)	25
3.4 Key Policies:	
(i) Data Protection Policy	26
(ii) Health & Safety Policy	27
(iii) Equality & Diversity Policy	28
(iv) Risk Management Policy	29
4. Other Matters	
4.1 Tenant Compact	30
4.2 Audit Commission Inspection Report	31

APPENDIX 6 - BOARD MEMBER APPRAISAL & REVIEW ARRANGEMENTS

Board appraisals are conducted on an annual basis by the Chair of the Board with the support of the Company Secretary who may procure external assistance as appropriate.

APPENDIX 7 - BOARD MEMBERS CODE OF CONDUCT

Declaration

I acknowledge receipt of the Nottingham City Homes Board Members Code of Conduct.

I acknowledge that I have received a briefing on the Code of Conduct from the Company Secretary, that it is my responsibility to fully read and understand the Code, to refer any queries to the Company Secretary for clarification, and to act in accordance with the requirements of the Code at all times.

I acknowledge that there are consequences for failure to act in accordance with the requirements of the Code which could lead to dismissal from the Board of Nottingham City Homes,

Signed:

Date:

CONTENTS

- 1. A Summary of the Code of Conduct**
- 2. Why do we need a Code of Conduct**
- 3. Standards in Public Life**
- 4. Aims and Values**
- 5. Disclosure of Interest**
- 6. Relationships with Tenants, Leaseholders and Staff**
- 7. Gifts**
- 8. Hospitality**
- 9. Members Expenses**
- 10. Financial Grants and Loans**
- 11. Confidentiality and Access to Information**
- 12. Corporate Accountability**
- 13. Behaviour in Board Meetings**
- 14. Behaviour When Representing the Company Externally**
- 15. Political Activities**
- 16. Contact with the Media**
- 17. Equality & Diversity**
- 18. Purchasing**
- 19. Health & Safety**
- 20. Directors & Officer Liability Insurance**
- 21. Failure to follow the Code of Conduct**
- 22. Board Members Disqualification From Office**
- 23. List of Appendices**

1. A SUMMARY OF THE CODE OF CONDUCT

- 1.1 The conduct of the Board Members is crucially important to the integrity and reputation of Nottingham City Homes. That is why we need a Code of Conduct that everyone understands and agrees to abide by.
- 1.2 To show that we do not get improper personal benefits from our association with the Company we must sign a “Disclosure of Interest”
- 1.3 We must be especially careful of relationships with tenants, leaseholders and staff, and never allow any personal relationship with a tenants, leaseholders and staff to conflict with board business (Section 6).
- 1.4 Giving or receiving gifts or hospitality creates a relationship that can be seen to influence the Company’s judgements. Therefore, we should always avoid gifts and hospitality except in the very limited circumstances set out in this Code (Sections 7 and 8).
- 1.5 Keeping our personal monies totally separate from the Company’s money and work will also avoid problems. Only Members expenses can be paid by the Company (Section 9).
- 1.6 Our work involves confidential information about our customers and the Company’s business, and we must respect that confidentiality (Section 11).
- 1.7 The Company’s work and reputation relies on us all upholding and promoting its aims and values (Section 4).
- 1.8 We must ensure that we demonstrate the Company’s non-party political nature and keep our personal political activities totally separate from its work. (Section 15)
- 1.9 We must avoid suspicion of preferential treatment of suppliers, contractors and consultants by separating our private purchasing from the Company wherever possible (Section 18).
- 1.10 Board and Committee meetings must be conducted in a polite and businesslike way, demonstrating respect for others (Section 13).
- 1.11 Board Members have a specific responsibility to demonstrate leadership and commitment to the Company’s Equality & Diversity Policy. (Section 17)
- 1.12 Board Members carry special responsibilities for accountability, and their conduct and integrity must always be beyond reproach.
- 1.13 The Code of Conduct is designed to help the Board Members to act appropriately within their role. Any Board Member who ignores the Code may be putting themselves at risk of censure or disciplinary action (Section 21).

2. WHY DO WE NEED A CODE OF CONDUCT?

- 2.1 The Board has collective responsibility for all actions carried out by Board Members and staff. This includes responsibility for the management, maintenance and improvement of housing for all tenants and their families, and the stewardship of large sums of money. The Board is determined that its own conduct and the conduct of Board Members and staff should show integrity and transparency and that at all times we avoid any risk of suspicion of being influenced by improper motives.
- 2.2 A written Code provides tangible evidence and demonstration of the Company's commitment to govern and manage its affairs to the highest possible standards.
- 2.3 The term 'we' has been used throughout to show that the Code of Conduct applies to the Board Members. Each Board Member is required to sign and to agree to adhere to the Code.
- 2.4 Staff has a similar Code of Conduct that includes additional requirements to protect the Company.

3. STANDARDS IN PUBLIC LIFE

A Committee, known as the Nolan Committee (after its Chair Lord Nolan), was established by the government to identify and report on best practice. The Committee published its first report, entitled "Good Standards in Public Life," in 1995. The seven principles of public life identified in the first report guide the content of the Company's Code of Conduct.

- 3.1 **Selflessness:** take decisions solely in terms of the Company's values and mission. We should not do so in order to gain financial or other material benefits for ourselves, our family and friends.
- 3.2 **Integrity:** not place ourselves under any financial or other obligation to outside individuals or Company's that might influence us in the performance of our duties.
- 3.3 **Objectivity:** ensure that in the delivery of services, the appointment of staff or the awarding of contracts, we ensure impartiality and that choices are made on merit alone.
- 3.4 **Accountability:** accept accountability for our decisions and actions to our tenants and leaseholders, the providers of public funds and other stakeholders, and submit ourselves to whatever scrutiny is appropriate.
- 3.5 **Openness:** be as open as possible about all decisions and actions that we take. We should give reasons for our decisions and restrict information only when individual or commercial confidentiality clearly demands it.

3.6 **Honesty:** declare any personal interests relating to our duties and take steps to resolve any conflicts arising in a way that is lawful, and protects the Company's reputation, values and mission.

3.7 **Leadership:** promote and support these principles by leadership and example.

4. **AIMS AND VALUES**

4.1 Our work and reputation relies on us all upholding and promoting the Company's aims and values.

4.2 All parts of the Company should work to the same aims and uphold the same values. These are set out in the Company's "**Core Values**" statement, which is sent to all newly appointed Board Members who should ensure that they adhere to these in their conduct in relation to the Company. The "**Core Values**" statement is attached at Appendix 2.

5. **DISCLOSURE OF INTEREST**

5.1 This covers any circumstances where an individual or his/her close relative could in theory receive a personal or business benefit (other than salary and expenses) as a consequence of any Company activity.

5.2 There are two main examples where a benefit could occur:

- ✓ A Duality of Interest. This is where the circumstances could potentially bring about some personal or business gain.
- ✓ A Conflict of Interest. This is where both a Company interest and a personal/business interest do actually occur.

Both types of Interest must be disclosed.

5.3 Interest are to be disclosed in two ways:

- ✓ Via the completion of an annual return
- ✓ Within Board and Committee meetings where company business is being contracted

5.4 It will be the responsibility of the Company Secretary annually to require all of the Board Members to complete a declaration of interests on a prescribed form. A list of consultants and contractors will be circulated annually to all of the Board Members to assist in the process. Declarations of interest will be held in a register that accurately reflects the details provided in the declaration and this register will be open to public scrutiny.

5.5 Additionally at the start of all Board meetings, the Chair will ask the Board Members to declare any particular interest they may have in any item on the agenda for the meeting.

- 5.6 Such an interest could include a Board Member's awareness of the following:
- (1) An interest in any property being managed or purchased by the Company;
 - (2) An interest in any company selling or being agent for any property being managed or purchased by the Company;
 - (3) A business relationship with any person or firm earning fees from work placed by the Company;
 - (4) A business relationship with any person or firm entering into a contract to carry out work for the Company.
 - (5) Membership of a Tenants and Residents' Association which has applied for access to funds administered by Tenant & Leaseholder Involvement Team or whose performance is under review by the City-Wide Customer Panel.
 - (6) A family or personal relationship with a person seeking rehousing into a property managed by the Company.
- 5.7 The examples of interests listed in 5.6 above do not provide an exhaustive list of the interests that must be disclosed. Any other personal or business interest which conflicts with the Company's interest must be disclosed through the process outlined above. Where there is doubt as to whether or not a conflict of interest arises the Company Secretary should be approached for advice on how to proceed.
- 5.8 Any Board Members wishing to raise matters relating to individual Tenants' and Residents' Associations should bring the matter to the attention of the relevant Area Manager outside the Board meeting framework.

6. RELATIONSHIPS WITH TENANTS, LEASEHOLDERS AND STAFF

6.1 Relationships with Tenants, Leaseholders and Staff

We must be especially careful of relationships with tenants and leaseholders, and never allow any personal relationship with a tenant or leaseholder to conflict with their best interest by bringing undue pressure to bear in matters concerning their rights as a tenant or leaseholder.

Board Members must therefore never allow themselves to be compromised by, nor take advantage of, their relationships with tenants and leaseholder. The relationship of trust must never be abused. For example:

- ✓ Not to accept an offer money or other benefits from or to a tenant or leaseholder
- ✓ Not to promise anything to a tenant or leaseholder that they do not have the authority to deliver etc.

If a Board Member is in any doubt, all personal interest must be declared by that Board member. If Board Members have any prior relationship or

contact with a tenant(s), which, may bring them (or be seen to bring them) into disrepute, then this must be disclosed.

6.2 **Relationships with Staff**

Board Members are expected to conduct themselves in a professional and businesslike way in their dealings with members of staff. It is not expected that Board Members have routine contact with any staff other than the Executive Management Team and senior managers. Board Members should not take on board or follow up the grievances or issues of individual members of staff.

In order to avoid embarrassment and allegations of impropriety, Board Members who have an existing or develop an emerging close relationship with a member of staff are strongly encouraged to disclose this matter to the Chair and the Chief Executive Officer. This is not a matter for disclosure on a public register of interests.

However it is important that in any dealings between Board Members and staff, the parties should observe reasonable standards of courtesy and show respect for each other, and that neither party should seek to take unfair advantage of their positions. When a Board Member approaches a member of the Executive Management Team or another designated manager or officer for guidance, the advice given may be provided in writing by mutual agreement immediately following the giving of oral advice.

7. **GIFTS**

- 7.1 The giving and receiving gifts creates a relationship that could be seen to influence our judgement therefore we should always avoid gifts except in very limited circumstances.
- 7.2 Personal gifts must not be solicited under any circumstances.
- 7.3 Gifts of cash should not be accepted under any circumstances.
- 7.4 It is particularly important that the Board Members should not accept gifts of value from tenants, leaseholders or potential tenants or leaseholders, although birthday cards, diaries, calendars, stationery etc or a small gift of modest value (of £5) to a Board Member who is leaving, may be accepted.
- 7.5 No personal benefit to individuals or groups of Board Members is permitted.
- 7.6 Any unsolicited gift received that is not covered by section 7.5 above must not be personally accepted and should immediately be recorded in a Register held at Head Office by the Company Secretary. The Company Secretary will advise what action the Board Member should take.

7.7 Gifts offered by an individual Board Member to another individual or Company are only to be made in exceptional circumstances, with the approval of the Chair of the Board, and must be referred to the Company Secretary for recording in the Gifts Register.

8. HOSPITALITY

8.1 Board Members may not solicit hospitality, and may not give or receive repeated or lavish hospitality to or from representatives of any other Company. Occasional and modest hospitality will be allowed (value £50.00), but only with the approval of the Chair of the Board.

8.2 All examples of hospitality that require and have received approval must be notified to the Company Secretary who will record this in the Company register held for this purpose as soon as practicable:

- (i) the time and date that the hospitality was given or received;
- (ii) the name of the receiver;
- (iii) the name of the giver;
- (iv) the nature of and level of the hospitality.

8.3 The total cost of the hospitality, rather than simply the cost per head, should be recorded.

8.4 Business lunches must have the consent of the Chair of the Board and must be recorded.

8.5 The hospitality register will be inspected and signed off monthly by the Chief Executive Officer to signify that all hospitality during the period has been of a reasonable and permissible nature.

9. MEMBERS EXPENSES

Board Members may claim expenses in accordance with the limits as set out in the Members Expenses Policy. See Appendix 4.

10. FINANCIAL GRANTS AND LOANS

10.1 Board Members may not receive as individuals any payment, grant, loan or benefit in kind from any funds associated with the Company except under the conditions of reimbursement of expenses under approved procedures, or, if they are tenants, such benefits as those being made available under the Decent Homes Investment Programme to all tenants.

10.2 Board Members may not in any way involve their personal money with the Company's funds except in an emergency. In such cases relevant managers should be notified at the earliest possible occasion.

11. CONFIDENTIALITY AND ACCESS TO INFORMATION

- 11.1 Although business at Board meetings is as far as possible conducted in public, our work involves obtaining and storing confidential information about our Board Members, tenants, customers, staff and the Company's business. When we come into possession of confidential information, we must fully respect the requirement not to disclose this either verbally or in writing. Occasionally it may be necessary to pass this information on to a third party either at the tenant's request or by requirement under law, in doing so Board Members should act in accordance with the company's confidentiality policy adopted from time to time and must first contact the Company Secretary as unauthorised disclosure could be regarded as a breach under the Data Protection Act 1998. Any Board Member who is unsure about whether or not a particular item of information is confidential should contact the Company Secretary for advice, or, in their absence, a Member of the Executive Management Team.
- 11.2 Certain matters of Company business are confidential to the Company. For example, when the Company puts out a tender for a contract, the identity of the companies tendering for the work must be kept confidential. Board Members must treat as confidential:
- ✓ information concerning people – tenants, leaseholder, staff, applicants, etc;
 - ✓ those matters of the Company's business which are defined as confidential printed on gold paper.
- Any other matter of Company business or Company information; the disclosure of which could damage the business interests or reputation of the Company. See also Section 16: Contact with the media.
- 11.3 Confidential papers must always be stored and disposed of in a secure manner. If Board Members cannot dispose of papers confidentially, they should send papers to the Company Secretary for secure disposal in an envelope marked "Confidential."
- 11.4 Board Members contact details are treated as confidential in terms of outside parties (tenants, leaseholders and staff) but Board Members agree to share their contact details with Members of the Executive Management Team and their fellow Board Members. In relation to tenants and members of the public wishing to contact a Board Member, contact will be via the Company Secretary only.

12. CORPORATE ACCOUNTABILITY

Board Members must accept collective responsibility for all decisions taken at Board meetings. From time to time individual Board Members may privately disagree with Board decisions. However, it is essential that they do not dissent from the corporate decision at any subsequent public occasion.

13. BEHAVIOUR IN BOARD MEETINGS

Personal behaviour of individual Board Members at meetings must adhere to the following principles:-

- 13.1 Respect different opinions.
- 13.2 Value all contributions. There is no such thing as a silly question.
- 13.3 Avoid interruptions when someone is speaking.
- 13.4 Respect confidentiality.
- 13.5 Keep contributions to the point. Avoid raising issues about the spelling, grammar and style of reports, unless the issue is likely to be of wider interest to the Board or it affects the interpretation of the report. If possible raise these before the meeting with the report author or with the person who is due to present the report at the meeting.
- 13.6 Comments about an individual's performance or character should be avoided.
- 13.7 Always address the meeting through the Chair. If several people are in a queue to speak, raise your hand to attract the Chair's attention. The Chair will then ensure that you are given an opportunity to speak.
- 13.8 Try to turn criticism into positive suggestions.
- 13.9 Show respect to all those present. Note that any form of abuse, shouting, heckling, taunting or other offensive behaviour will not be tolerated.
- 13.10 Agendas and papers are circulated in advance of meetings to enable Board Members to familiarise themselves with and to give full consideration to the matters to be decided and discussed at the Board meeting. Board Members are expected to listen to all sides of an argument and to attend discussions as well as votes, where a vote is required in order to reach a decision. Therefore late arrivals, early departures and temporary absences from meetings should be avoided as far as possible.
- 13.11 The Chair will not normally accept items of Any Other Business raised during a meeting unless he has been advised of a matter by a Board

Member before the start of the meeting and has agreed to the matter being raised by the Board Member.

- 13.12 Board Members who are unable to attend a meeting are expected to submit their apology by contacting the Company Secretary to offer their apologies if it is known in advance that they will be unable to attend or may be late arriving for a particular meeting. Failure to do so, or without adequate explanation, could result in the Board Member being disqualified and removed from the Board. See Article 18 (7) (8) of the Company's Articles of Association.
- 13.13 Board Members are expected to attend the vast majority of Board meetings, and to notify the Company Secretary if they need to give their apologies for absence from a particular meeting. Whilst an individual's circumstances may change over a period of time, the Company cannot sustain a period of continued absence from Board meetings. Therefore Board Members who are unable to attend meetings regularly should contact the Chair or Chief Executive in order to explore a way forward which is acceptable to all parties. Board Members in this position should contact the Board Chair or the Company Secretary. In these circumstances it may be advisable for a Board Member to resign. On the other hand it may be possible to find a way of accommodating a limited level of absence from Board meetings at least over a temporary period.
- 13.14 Under the Company's constitution, the Board may require a Board Member to resign if they are absent from Board meetings for more than six consecutive months or for more than 60% of meetings in any 12-month period without the permission of the Board. The same rule also applies to Board Members' absence from Board meetings.
- 13.15 The Chair or Company Secretary will make contact with any Board Member who does not attend three consecutive Board meetings without apologies given, to review any support or training needs and identify barriers that exist to prevent future absence. Where a Board Member has made a commitment to attend and support measures are in place yet fails to attend, the matter will be raised at the next Board meeting for the final decision as to whether or not they should be asked to resign.

14. BEHAVIOUR WHEN REPRESENTING THE COMPANY EXTERNALLY

- 14.1 All Board Members who represent the Company are expected to dress and conduct themselves appropriately for the duty or function that they are carrying out or attending.
- 14.2 In particular, Board Members have a responsibility to promote the company in a positive light, promote the good work of the Company by its staff and generally appreciate their Ambassadorial role.

15. POLITICAL ACTIVITIES

- 15.1 The Company's work may take it into the political arena but we must ensure that we demonstrate its non-party political nature and we must keep our personal political activities totally separate from the Company's work.
- 15.2 Board Members may well be involved, in their private lives, in political activity. At the same time they must be aware that the Company has no party political affiliations. They must ensure that the Company itself cannot be brought into the party political arena or its reputation or status damaged by their personal political activities. When making any public representation, the Company must clearly be seen as presenting a balanced case in support of the Company's key objectives – to manage good homes and quality housing services for people in need.
- 15.3 Specific constituency enquires from Councillors who are Board Members will be dealt with in accordance with the Company's Data Protection Policy.

16. CONTACT WITH THE MEDIA

- 16.1 Board Members who are approached by the media must not respond directly to the media, and must contact the Marketing & Communications Team immediately, in their absence, the Company Secretary should be contacted, or, a member of the Executive Management Team.
- 16.2 Board Members must not use the media to undermine the Company or the Executive in any way, for example, by leaking information or giving "off the record" or anonymous briefings to the media. Any leaking, releasing or distribution of confidential information will be viewed as a serious breach of the Code of Conduct.
- 16.3 The Company is always looking for stories that will raise its profile and improve its reputation with its stakeholders. Board Members who hear of potential "good news stories" are encouraged to contact the Marketing & Communications Team.

17. EQUALITY & DIVERSITY

- 17.1 Board Members have specific responsibility to demonstrate leadership and commitment to the Company's Equality & Diversity policy.
- 17.2 Board Members should be aware of, observe at all times and actively promote the Company's Equality & Diversity policy. They should also be aware of the scope for discrimination in the granting of tenancies, contracts of employment, and contracts for services. Board Members must follow established procedures when involved with such issues, to prevent either direct or indirect discrimination from occurring.
- 17.3 Board members are expected to lead by personal example and to observe the Company's behaviour statement:

We all should:

- ✓ *Have the right to be treated with respect*
- ✓ *Have a duty to treat other people with respect*
- ✓ *Be sensitive to other people's different needs, attitudes and lifestyles*
- ✓ *Oppose all forms of discrimination*
- ✓ *Help put an end to bullying*
- ✓ *Be prepared to be challenged over our own behaviour*

17.4 The Company monitors the profile of Board Members by gender, ethnicity, disability and other factors including staff and households seeking and receiving accommodation. Board Members are encouraged to supply this information. The aim is to ensure that the Company reflects the communities it serves.

18. PURCHASING

18.1 Board Members must avoid suspicion of preferential treatment of suppliers, contractors and consultants by separating their private purchasing from the Company's.

18.2 In order to avoid any suspicion that a supplier may give or receive favourable treatment, Board Members must try to achieve a separation between their purchasing decisions as individuals and those for the Company.

18.3 Board Members may not normally use for personal or private business any of the Company's professional advisors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services (except monopolies, or near monopolies, such as utilities e.g. gas, water) without the specific authority of the Company and confirm that no financial advantage will be secured as a result of their relationship with the Company. Such requests for authority should be referred in the first instance to the Company Secretary, who will also record the details where authority is given. Board Members will be supplied annually with a list of suppliers, contractors and consultants currently used by the Company. Board Members should always carry out personal business or purchasing transactions on standard business terms and not on any preferential terms.

18.4 Any Board Member who is unsure about whether or not a particular purchase might infringe the Code of Conduct should contact the Company Secretary for advice, or, in their absence, the Company Secretariat, or any other member of the Executive Management Team.

19. HEALTH & SAFETY

19.1 Board Members have overall responsibility for ensuring that the Company fulfils its legal health and safety obligations, the effective planning and

implementation of the Company's Health and Safety Policy and ensuring that adequate resources are made available to enable the Company to meet its health and safety obligations.

The board will:

- ✓ *Ensure health, safety and welfare is taken into consideration when introducing new strategies and policies within the Company.*
- ✓ *Ensure that the Health and Safety Policy is monitored and reviewed as appropriate in order to secure continuing compliance with current legislation and any changes in the law.*
- ✓ *Consider the Annual Health and Safety Report, and take any action necessary arising from the report.*

20. DIRECTORS & OFFICERS LIABILITY INSURANCE

- 20.1 The current policy is taken out and covers loss in relation to the wrongful act committed by the Company, Board Members and other officers and members of staff, including any volunteers.
- 20.2 The policy covers actual or alleged breach of duty, breach of trust, neglect, error, misstatement, omission, breach of warranty of authority, libel and slander and any other act committed by a Board Member in the course of the Company's activities. The scope is wide enough to cover most of the scenarios where a Board Member may be held liable. There is however exceptions and limitations as contained in the policy.
- 20.3 If the matter in question does not fall under the exceptions the Board Member may claim compensation for loss incurred as a result of damages, judgements or settlements. Defence costs may also be claimed, subject to them being approved in advance by the insurer in writing.

21. FAILURE TO FOLLOW THE CODE OF CONDUCT

- 21.1 Board Members should recognise that failure to follow the Code of Conduct may damage the Company's reputation and its work and so will be viewed as a disciplinary matter. In the event of an alleged breach of the Code, any investigation or action will be initiated by the Chair of the Finance & Audit Committee and the Chair, (or Vice Chair in the case of an alleged breach by the Chair) of the Board in consultation with the Company Secretary. Subsequent action will be considered in accordance with the Company's constitution and the procedure set out at Appendix 9.

22. BOARD MEMBERS DISQUALIFICATION FROM OFFICE

- 22.1 It is the duty of the Board Member to show integrity and transparency when acting as a representative of the Company. Board Member should be aware therefore that their appointment will immediately cease in the following circumstances:

- ✓ Being prohibited by law from becoming a Director
- ✓ Being disqualified from elected membership of a Local Authority
- ✓ Bankruptcy or creditor arrangement
- ✓ Is, or may be suffering from mental disorder and/or is admitted to hospital in pursuance of the Mental health Act 1983 or an order is made by the court etc
- ✓ Resignation of office
- ✓ Removal by Resolution of the Board
- ✓ Absence from the Board for six consecutive months
- ✓ 60% absence from the Board in a period of 12 months
- ✓ Is removed by a resolution of the Council Member
- ✓ A Tenant Board Member ceases to be a tenant and/or is in serious breach of Tenant obligations
- ✓ A Tenant Board Member becomes a Councillor
- ✓ A Councillor becomes a Tenant

23. LIST OF APPENDICES

1. Nolan Committee Report – Getting the Balance Right
2. Nottingham City Homes Mission, Vision and Values
3. Disclosure of Interests Form
4. Members Expenses Policy
5. Equality & Diversity Policy Statement (*see policy in section 38*)
6. List of Contractors & Suppliers (*to be supplied annually*)
7. Health & Safety Policy Statement
8. Directors & Officer Liability Insurance Schedule
9. Allegations of Misconduct

Nolan Committee Report

Getting the Balance Right

A copy is available on request from the Company Secretary



Our mission, vision and values

Our mission:

To deliver excellent services

Our vision:

Homes and places where people want to live

Our values:

1. Tell the truth
2. keep promises
3. Be fair
4. Respect the individual
5. Work as one team
6. Encourage fresh thinking
7. Strive for the best

Code of Conduct – Appendix 3

STRICTLY PRIVATE AND CONFIDENTIAL

NOTTINGHAM CITY HOMES LTD

BOARD MEMBERS' DECLARATIONS OF HOUSING & PROPERTY, FINANCIAL & NON-FINANCIAL INTERESTS

(Please fill this form in Clear Print using a black pen)

Name.....

Current Address.....

.....

Home Telephone No.

Email address.

Current Employment

.....

.....

Work Telephone No.....

Mobile Telephone No.

Data Protection

Nottingham City Homes may need to collect personal data about its customers and staff in order to provide the services that they want.

Nottingham City Homes undertakes to keep customers' Personal data safe and secure. This will be done in accordance with the Data Protection Act 1998 and other related Government Legislation. We will not share it with other organisations without the consent of customers or staff, unless we are required by Law to do so.

The Data Protection policy applies to all employees, consultants, constructors partners, and others affected by the way we fulfil our undertaking (Members of the public, visitors, clients, and residents).

Nottingham City Homes, acting as custodians of personal data, recognise their moral duty to ensure that it is handled properly and confidentially at all times, irrespective of whether it is held on paper or by electronic means.

Board Members have no formal rights to be given any personal information about tenant/residents, unless a specific confidential report is presented to the Board for approval.

Where a Board Member is asked to represent a tenant/resident, the Board Member must have written authorisation from the tenant/resident to disclose information. Only the information relevant to the enquiry will be discussed or disclosed.

Board Members' Appointments and Interests

The requirement for Board Members to declare their appointments and interests through this annual declaration form arises from 3 sources –

1. The Companies Acts

The Companies Acts require disclosure to Companies House of the interests of Directors of the Company. As all of these requirements have been incorporated into the Company's Articles below, they are not repeated here.

2. The Articles of Nottingham City Homes – these state the following:-

25A Board Member may not have any financial interest personally or as a Member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Clause 6 of the Memorandum.

26 Each Board Member shall ensure that the Secretary has at all times an up to date list of:-

- (1) all bodies trading in which he or she has an interest as:-
 - (a) a director or senior employee;
 - (b) a Member of a firm;
 - (c) the owner or controller of more than 2% of the issued share capital in a company.
- (2) all bodies trading for profit in which his or her close relative is a principal proprietor or a director or occupies a managerial position,
- (3) all interests as an official or elected Member of any statutory body,
- (4) all interests as the occupier of any property owned or managed by the Organisation,
- (5) details of any land or property in the area where the Organisation operates which is owned, occupied or managed by him or her or his or her close relative or a firm in which he or she or his or her close relative has an interest,
- (6) any other significant or material interests

3. Schedule 1 of the Housing Act 1996

In addition to the requirements of the Articles, the Board of NCH have determined to adopt the principles of Schedule 1 of the Housing Act 1996 in order to further strengthen the probity arrangements of the Company. Schedule 1 applies to registered housing associations, but the probity principles on which the Act is based are universal good practise.

In respect of Board Members, the Schedule 1 applies to:–

- Board Members
- People who have been Board Members during the past 2 months
- A close relative of a Board Member
- A business trading for profit of which a Board Member or one of their family is an owner, partner, significant shareholder or directly concerned in the management

See Glossary attached for greater clarity around these definitions.

Schedule 1 makes clear that Board Members are not normally allowed to receive any of the following non-contractual benefits or payments. The Act provides the regulator of housing associations – the Housing Corporation – to grant specific and general exemptions from these requirements. In the case of NCH, any exemptions will need to be expressly considered and approved by the Board except where delegated as set out in Standing Orders:–

- The grant of a tenancy or licence
- The grant of a lease under a shared ownership scheme or under a leasehold scheme for the elderly
- The sale of a property – unless it is under the Right to Buy, the Right to Acquire or some other statutory scheme
- The award of a contract of employment
- The award of any other kind of contract such as a building contract or a contract for services
- Loans

The Company asks all Board Members to complete the following annual declaration of interests form below. Details will be retained by the Company Secretary and any queries in completing this return should be addressed to the Company Secretariat.

1 HOUSING AND PROPERTY INTERESTS

1.1 Are you, or any Member of your immediate family (as defined in the attached glossary) registered on the Housing waiting list?

Yes No

If Yes, please provide the details including the Name of the Family Member:-
Please use a blank sheet if the space provided is not enough.

.....
.....

1.2 Are you, or any Member of your immediate family a Nottingham City Council Tenant?

Yes No

If Yes, please provide the address of the property (whether for yourself or the Family Member):-
Please use a blank sheet if the space provided is not enough.

.....
.....
.....

1.3 Do you or any Member of your immediate family own any property (including lands, buildings, houses and flats) within Nottingham City Boundaries (NG Post Codes)?

Yes No

If Yes, please state the names of the owners (including their relationship with you) and the address of the property:-
Please use a blank sheet if the space provided is not enough.

.....
.....
.....

1.4 Are you or any Member of your immediate family directly connected with a business (see glossary) that owns any property(s) (including lands, buildings, houses and flats), within Nottingham City Boundaries (NG Post Codes)?

Yes No

If Yes, please state the addresses of the properties the disclosure covered and the nature of the interest of the business, or the interest Members of your family in the business:-
Please use a blank sheet if the space provided is not enough.

.....
.....

1.5 Do you or any Members of your immediate family let/sub-let, and/or, lease/sub-lease residential properties within the Nottingham City Boundaries (NG Post Code) to Members of the Public either directly or through a business interest?

Yes No

If Yes, please state the address of the property and give the relationship of the owner of the property to you: -

Please use a blank sheet if the space provided is not enough.

.....
.....
.....

1.6 Do you or any Member of your immediate family manage residential property(s) within the Nottingham City boundaries on behalf of any other person or organisation?

Yes No

If yes, please provide the details of the person or organisation who own the property(s) and the address of the managed property:-

Please use a blank sheet if the space provided is not enough.

.....
.....
.....

1.7 Have you or any Member of your immediate family submitted a right-to-buy Application for a Council Property and/or purchased a Council Property?

Yes No

If Yes, please state the details of the person and the address of the property:-

Please use a blank sheet if the space provided is not enough.

.....
.....
.....

2 FINANCIAL INTERESTS

2.1 Do you or any Member of your immediate family have an interest in any company that acts as a contractor, sub-contractor, consultant, or supplier for Nottingham City Homes and/or Nottingham City Council?

Yes No

If Yes, please state the details of the Company, address and name of family Member (where applicable):-

Please use a blank sheet if the space provided is not enough.

.....
.....
.....

2.2 Do you have any previous employment where you continue to have a financial interest?

Yes No

If Yes, please state the details of the Company

Please use a blank sheet if the space provided is not enough.

.....
.....

2.3 Do you have any investments in unlisted companies, partnerships and/or other forms of business, major shareholdings and beneficial interests?

Yes No

If Yes, please state the details of the Company

Please use a blank sheet if the space provided is not enough.

.....
.....

3 NON-FINANCIAL INTEREST

3.1 Is any Member of your immediate family a Member of a Board or Committee of Nottingham City Homes?

Yes No

If Yes, please provide the name and position of the Family Member:-

Please use a blank sheet if the space provided is not enough

.....
.....

3.2 Are you or any Member of your immediate family, an employee, or Councillor of Nottingham City Council?

Yes No

If Yes, please state the details of your position or the name and position of the Family Member (where applicable):-

.....
.....
.....

3.3 Are you or any Member of your immediate family, an employee or Member of a Committee or Management or Board of a Housing Association or other Housing or Statutory Body?

Yes No

If Yes, please provide the details of such organisation and the position held by yourself or the Family Member, where applicable:-

.....
.....
.....

3.4 Are there any other significant or external interests you wish to declare?

Yes No

If Yes, please provide the details:-

.....
.....
.....

I declare that I have, to the best of my knowledge, provided all relevant details in respect of the above questions and I undertake to declare immediately any interests I might acquire in the future which could have an involvement with Nottingham City Homes or its work.

I understand that failure to complete this declaration, or giving false or inaccurate information, may constitute grounds for disciplinary action being taken by the Company.

Signed..... Date.....

Nottingham City Homes

Member Expenses Policy

June 2007



1 INTERPRETATION

In this policy:-

- 1.1 “member” means a member of Nottingham City Homes Board, members of committees or task groups of the board and any co-opted members;
- 1.2 “company business” means a meeting of any Board, committee, sub-committee, task group or commission of the Nottingham City Homes Board including attendance at workshops, training courses and conferences;
- 1.3 “dependant relative” means a person who lives with the member or who is entirely dependant on the member for primary care, including:-
 - (a) a child aged 14 or under;
 - (b) an elderly relative requiring primary care;
 - (c) a relative with a disabled or nursing requirement who needs temporary or permanent primary care.

2 INTRODUCTION

- 2.1 Members have the right to claim for out of pocket expenses incurred whilst undertaking the business of the company.
- 2.2 Expenses must be claimed on the appropriate form and receipts must be provided to substantiate claims.

3 TRAVEL ALLOWANCE

- 3.1 Members may claim for public transport, mileage or taxi travel within the city boundary. The expenses shall be paid to members in connection with or relating to company business.
- 3.2 The allowances are paid in accordance with Schedule 1 and reviewed annually by the board

4 CARER COSTS

- 4.1 A carer’s cost shall be paid to a member who, as a result of attending company business, incurs cost in providing for the care of a dependent relative, or to accompany a Board Member.
- 4.2 The cost of a support worker shall be paid to a member when these costs are incurred as a result of attending company business.

4.2 The allowances paid are shown in Schedule 2.

5 TELEPHONE COSTS

5.1 Members are able to claim for telephone calls which relate to the business of the company which can be evidenced on an itemised phone bill.

6 SUBSISTENCE

6.1 Nottingham City Homes will arrange for refreshments to be provided for meetings which run over either a full day, early evening or in excess of four hours. The invite to the event will indicate if refreshments are to be provided.

6.2 Where refreshments are not provided to a member who is involved with a number of separate meetings which run concurrently over lunch and it is neither cost nor time effective to return home a subsistence allowance will be paid.

6.3 The allowance is shown in Schedule 3.

7 OVERNIGHT ACCOMMODATION

7.1 Where a member attends an external conference, seminar or training event that requires overnight accommodation this will be booked and paid for in advance by the Company.

8 HOSPITALITY

8.1 Expenses in connection with the provision of hospitality will only be reimbursed in compliance with Section 8 of the Board Members Code of Conduct.

9 AVOIDANCE OF DUPLICATION

9.1 Where a member is also a member of a public authority (in respect of serving Councillors, from Nottingham City Council (NCC) within the meaning of regulation 3 of the Local Authorities (Member Allowances) (England) Regulations 2003 that member may not receive the same allowances from more than one source in respect of the same duties.

10 TIME LIMIT FOR MAKING CLAIMS

10.1 Claims for travel, subsistence and carers allowances must normally be provided to the Company Secretary within two months from the date on which the entitlement to the allowance arose.

10.2 The claim must be detailed on the 'Reimbursement of Expenses' form with all of the correct information detailed.

11 WITHHOLDING/ RECOVERY OF PAYMENTS

11.1 Where a payment of any allowance has already been made in respect of any period during which the member concerned:

- (i) ceased to be a member; or
- (ii) was in any other way not entitled to receive the allowance in respect of that period.

Nottingham City Homes may require that such part of the allowance as related to any such period shall be repaid to Nottingham City Homes.

TABLE OF EXPENSES Schedule 1		
Expenses Type	Guidance	Evidence
Travel Costs	1. Bus or Tram- fares to and from home within the city boundary can be claimed.	Bus or Tram fare tickets are to be provided and attached to the 'Reimbursement of Expenses' form.
	2. Car Mileage- journey mileage to and from home within the city boundary can be claimed.	Mileage is paid at: 451-999cc- 42.9p 1000-1199cc- 47.7p 1200-1450cc- 60.1p Journey to be entered on to the 'Reimbursement of Expenses' form.
	3. Taxi Fares- these can be paid when the Member cannot use a car or public transport. Those using public transport to come to meetings that finish late can claim taxi fares for the return journey.	Nottingham City Homes has an account with a taxi firm and therefore Members are asked to contact the Governance Team in order to make an advance booking whenever possible.
	4. Car Parking Fees- parking fees can be claimed for the period of the meeting.	These will be paid on production of a valid receipt.
	5. Travel outside the city boundary- the Governance Team will advise on the most cost effective travel arrangements outside of the city.	In most cases travel will be booked by Nottingham City Homes in advance so no expenses need to be claimed.

TABLE OF EXPENSES
Schedule 2

Expenses Type	Guidance	Evidence
Carer's Allowance/ Support Worker costs	<p>Payment for the actual cost incurred in providing care to a dependant relative.</p> <p>Payment for a support worker.</p>	<p>Reimbursement will be made at the national minimum wage using by either invoice or completion of a 'Reimbursement of Expenses' form.</p> <p>Current rates from 01/10/09 are:</p> <p>Carer aged 16- 17 £3.57 per hour</p> <p>Carer aged 18-21 £4.83 per hour</p> <p>Carer aged 22 and over £5.80 per hour</p> <p>Any cost above the minimum wage must be authorised by the Company Secretary.</p>

**TABLE OF EXPENSES
Schedule 3**

Expenses Type	Guidance	Evidence
Subsistence Allowance	<p>Payment to any member who is attending a meeting for full day, early evening or in excess of four hours.</p> <p>The company are unable to reimburse any receipts for alcohol.</p>	<p>Reimbursement will be made on completion of a Reimbursement of Expenses' form with supporting receipts.</p> <p>The maximum subsistence rates are as follows:</p> <p>Breakfast- £5.00 (before 11 am)</p> <p>Lunch- £5.00 (12 noon to 2 pm)</p> <p>Tea- £5.00 (ending after 4 pm)</p> <p>Evening meal- £10.00 (after 7 pm)</p> <p>Claims for tea and an evening meal taken on the same day will not be accepted.</p>

Code of Conduct – Appendix 5

Nottingham City Homes Equality and Diversity

Policy Summary Statement

Nottingham City Homes believes and recognises that the diversity of Nottingham's communities is a huge asset that should be valued and seen as one of the Company's great strengths.

As a major employer in Nottingham and the main provider of housing, the Company is committed to providing equality of opportunity and tackling discrimination, harassment and intimidation, and disadvantage. We are also committed to achieving the highest standards in service delivery, decision-making and employment practice. Equality of opportunity for all sections of the community and workforce is an integral part of this commitment.

The Company will not tolerate the less favourable treatment of anyone on the grounds of their gender, age, race, colour, nationality, ethnic or national origin, disability, marital status, sexual orientation, responsibility for dependents, trade union or political activities, religious or other beliefs, or any other reason which cannot be shown to be justified.

In driving forward this policy we will:

1. Seek to ensure that our workforce reflects the diverse communities we serve and that every employee is treated fairly during the whole of their working life.
2. Take action to eradicate discrimination and inequality when delivering services, when employing or partnering others to deliver services on our behalf and when providing funding to others to provide services to the people of Nottingham.
3. Fulfil our obligations by adopting legal, national and local guidelines that seek to ensure equality of opportunity, eradicate discrimination and promote good relations between all the communities of Nottingham.
4. Evaluate the impact of our policies, services and functions on communities and make changes to them where they impact unfairly or adversely on any group/s.
5. Make equalities a part of everyday working practice and train our employees to carry out this policy.
6. Set challenging equality and diversity objectives and targets in relation to employment, service delivery and the carrying out of our functions.
7. Support the City Council in seeking to make it possible for everyone in the City to participate fully in the life of Nottingham.
8. Make any necessary changes to our working practices and our publicly available information so that the Company and its services are accessible to all.
9. Work with others to stamp out harassment and intimidation.
10. Use our influence and purchasing power to help make equality a reality for all and to help the City Council rid the City of prejudice, discrimination and disadvantage.
11. Consult with people from all the diverse communities in Nottingham to help shape the services we deliver and our policies and practices.
12. Consider the needs of all communities in the methods we use for communicating with customers, employees and residents.

Code of Conduct – Appendix 6

List of Suppliers - For the Period 1 April 2010 to 9 August 2010

	Supplier Name
1	GROSVENOR CONTRACTS LEASING LTD
2	YORKSHIRE WINDOW CO LTD
3	NOTTINGHAM CITY COUNCIL
4	MICHAEL PAVIS LTD
5	ELIZABETH MICHAEL ASSOCIATES LTD
6	SMITH BROS (CAERCONAN) WHOLESALE LTD
7	BECK COMPANY LIMITED
8	INTERNATIONAL TIMBER
9	SAFE ESTATES SERVICES LIMITED
10	B S S GROUP PLC
11	TOUGHSCAFF CONTRACTS (NOTTINGHAM)
12	NOTTINGHAMSHIRE COUNTY COUNCIL
13	JAMES ANDREWS RECRUITMENT SOLUTIONS LTD
14	PC WORLD BUSINESS
15	VALLECTRIC LTD
16	HAYS CONSTRUCTION & PROPERTY
17	NATIONWIDE WINDOWS (UK) LTD
18	TELEVISION INSTALLATION SERVICES(MANSFIE
19	CENTRAL NETWORKS EAST PLC
20	REAL RESOURCING LTD
21	NOTTINGHAM CITY COUNCIL
22	CAPITOL TILE SUPPLIES LTD
23	LONG EATON GLASS
24	VACANT PROPERTY SECURITY LTD
25	JIM STEEL GARAGES LTD
26	VIGLEN LIMITED
27	HQN LIMITED
28	C & D INDUSTRIAL SERVICES LTD
29	PPG ARCHITECTURAL COATINGS UK LIMITED
30	T & S PROJECTS LTD
31	JWL (ARCHITECTURAL IRONMONGERS) LTD
32	FAITHFUL & GOULD
33	NEOPOST LIMITED CREDIFON (POSTAGE)
34	SWITCH2 ENERGY SOLUTIONS LTD
35	TRENTSIDE FIXINGS LTD
36	ST ANNS ADVICE CENTRE
37	SWIFT FIRE AND SECURITY
38	POUNDALL JOINERY LTD

39	RXPERIENCE LTD
40	SPEN VALLEY KITCHENS LTD
41	SHOOSMITHS SOLICITORS
42	CANON UK LTD
43	CIRRUS COMMUNICATIONS SYSTEMS LTD
44	D & T BUILDERS (NOTTINGHAM) LTD
45	TUNSTALL HEALTHCARE (UK) LTD
46	LEVERTON ENVIRONMENTAL SERVICES
47	ROCC COMPUTERS LTD
48	CAPITA RESOURCING LTD
49	CITY ELECTRICAL FACTORS LTD
50	NOTTINGHAM POST GROUP LTD
51	DELCAM INTERNATIONAL
52	T-MOBILE (UK) LTD
53	PHILLIPS JOINERY LTD
54	ROYAL MAIL
55	SECURITAS SECURITY SERVICES LTD
56	NEOPOST FINANCE LIMITED(LEASE PYTS)
57	COMPUTACENTER (UK) LTD
58	SUPERIOR PLUMBING INSTALLATIONS LTD
59	TRAVIS PERKINS TRADING COMPANY LTD
60	MLS BUSINESS CONSULTANTS LTD
61	VEREDUS
62	INKFISH SERVICES LIMITED
63	SEVERN TRENT WATER LIMITED
64	BT PLC
65	TIAA LTD
66	TRIBAL RESOURCING LTD
68	NRA ROOFING AND FLOORING SERVICES LTD
70	P&MM LTD (CHILDCARE)
71	OCCUPATIONAL HEALTH MATTERS LTD
72	ANTHONY COLLINS SOLICITORS
73	MOORES FURNITURE GROUP LTD
74	HOUSEMARK ONLINE SERVICES LTD
75	BURDENS LTD
76	THE SYMPHONY GROUP
77	THE NEW FAT DESIGN TEAM
78	PREMIER FOREST PRODUCTS LTD
79	RITHERDON & CO LTD
80	ESSEX GARAGE DOORS LTD
81	VIRGIN MEDIA LTD
82	FOREST IN THE COMMUNITY

83	RESOURCE PRINT SOLUTIONS
84	A1 MINI MIX CONCRETE LTD
85	JOHN A STEPHENS LIMITED
86	SHERWOOD JET VAC LTD
87	ALPHAGRAPHICS
88	MARCHAVEN CONSULTING LIMITED
89	PEOPLE RESOLUTIONS
90	TRENTVALLEY LTD
91	Q S RECRUITMENT
92	MICHAEL GUEST ASSOCIATES LTD
93	GRANT THORNTON UK LLP
94	INSIGHT DIRECT (UK) LTD
95	BAGGALEY & JENKINS (REMEDIALS) LTD
96	SF GROUP QUALITY RECRUITMENT
97	AKZO NOBEL DECORATIVE COATINGS LTD
98	SADLERS WASTE LTD
99	BARKER ROSS LTD
100	CAPITA BUSINESS SERVICES LTD

Code of Conduct – Appendix 7

NCH HEALTH AND SAFETY POLICY

POLICY STATEMENT

It is the policy of Nottingham City Homes Limited (hereinafter referred to as “the company”) that all reasonably practicable steps will be taken to ensure the health, safety and welfare of:

- its employees
- tenants, customers and leaseholders
- contractors working on the company’s property or projects
- visitors and members of the public who may be affected by activities whilst on company premises, including managed premises, outside workplaces and sites.

The company acknowledges its activities may have an impact on the environment and will seek to reduce that impact as far as is reasonably practicable.

Board members regard the promotion of health, safety and welfare as a mutual objective for management and employees at all levels.

The company recognises its statutory obligations especially its responsibilities under the Health and Safety at Work etc Act 1974, the Management of Health and Safety at Work Regulations 1999 and associated legislation and is fully committed to meeting those obligations. It is accepted that legislation defines minimum standards and therefore the company will strive to attain a higher level.

To achieve these obligations the company will appoint competent persons to be responsible for keeping workplace health, safety and welfare arrangements under constant review, to liaise with the Health and Safety Executive (HSE) wherever necessary, and to keep the company and Board members informed of new EU directives, legislation and approved codes of practice in order to ensure ongoing compliance with health and safety law.

To comply with its statutory and common law duties, the company has insurance against liability for death, injury and disease which may affect any of its employees arising out of and in the course of employment, if caused by negligence and / or breach of statutory duty on the part of the company.

The company will, so far as is reasonably practicable:

- provide safe places of work, with safe access and egress.
- provide safe plant, equipment, systems of work and a healthy working environment with adequate welfare facilities.
- ensure the safety and absence of risks to health in connection with the use, handling, storage and transport of articles and substances.
- provide appropriate information, instruction, training and supervision to enable all employees to execute their duties in a safe and responsible manner.

- provide adequate financial and physical resources to maintain suitable health and safety standards.

All employees have a duty to co-operate with the company and have a positive role to play in matters of health, safety and welfare by:

- working at all times with due regard to safety.
- using any Personal Protective Equipment (PPE) that is provided for their protection.
- adhering to company practices and procedures to ensure a safe working environment.
- promptly reporting any hazards, potential hazards or accidents.
- assisting in the investigation of accidents and aiding the introduction of measures to prevent a recurrence.
- co-operating with the company in matters of health and safety including attending health and safety courses.

All employees also have specific health and safety responsibilities which are outlined in more detail in the 'organisation' section of this policy.

The company will strive for continuous improvements in health and safety performance and performance will be monitored annually via an annual health and safety report which will be reviewed by the Board.

The company supports the concept of consultation with its staff on health and safety matters and has an established Health and Safety Committee to provide a forum for such consultation.

This policy will be communicated to all staff and will be reviewed on an annual basis by the Board.

Nottingham City Homes Board members are fully committed to this policy and look forward to the support of all employees in implementing and meeting its requirements.

**Code of Conduct - Appendix 8
Directors & Officers Insurance**

A copy of the Directors and Officers Insurance Policy and Schedule can be obtained from the Company Secretary.

Code of Conduct – Appendix 9

PROCEDURE FOR DEALING WITH INFORMATION OR ALLEGATIONS OF BOARD MEMBER MISCONDUCT

Stage	Process	Actions
1	Receipt of information or allegation of misconduct	<ol style="list-style-type: none"> 1. Advise Chairs of the Finance & Audit Committee and the Board (or Vice Chair in the case of an alleged breach by the Chair of the Board) 2. Assemble a meeting of the Chairs and the Company Secretary 3. Advise the Board Member/s concerned within five (5) days and send details of the process 4. Assemble a meeting of the Conduct Panel (must be made up of the Chair or Vice-Chair of the Board, one member of Finance & Audit Committee, and one Board Member)
2	Conduct Panel meets to consider the matter	<ol style="list-style-type: none"> 1. May invite the source of the information or allegation. 2. Board Member invited to attend to explain or submit a written explanation. Copy of written statement to be sent to the complainant. 3. Panel may commission investigators if they cannot determine the matter at the meeting. 4. Panel concludes on the matter and makes recommendations to the Finance & Audit Committee
3	Finance & Audit Committee decide on the matter	<ol style="list-style-type: none"> 1. Finance & Audit Committee receives Panels written report and recommendations 2. Finance & Audit Committee members make a decision on the matter 3. Board Member advised of Finance & Audit Committees decision and right to appeal
4 (optional)	Appeals Panel reviews the Finance & Audit Committees decision	<ol style="list-style-type: none"> 1. If the Board Member seeks to appeal against the Finance & Audit Committee decision, then a meeting of the Appeals Panel is assembled 2. Appeals Panel is to be consist of the Chair or Vice Chair and two other Board members (none of the Appeals Panel members can have been a member of the Conduct Panel) 3. Appeals Panel members are to make a recommendation on the matter and report to the Board
5	Board decide on the matter	<ol style="list-style-type: none"> 1. Appeals Panel recommendation conveyed to the Board 2. Board Members decide on the matter 3. Board Member informed of Boards decision

KEY PRINCIPLES

1. **Conduct Panel** is an investigating panel commissioned by the Finance & Audit Committee and has no power to discipline. It draws conclusions on the allegations of misconduct and makes recommendations to the Finance & Audit Committee. The panel has the power to conduct an investigation and to commission independent assistance.
1. **Finance & Audit Committee** has power to determine the allegation on behalf of the Board, with the exception of the power to dismiss a Board member for which it can make a recommendation to the Board for the Board to accept or not.
2. **Board** reserves the power to:
 - i. suspend a Board member pending outcome of conduct review process
 - ii. remove a Board Member from the Board
3. **Appeals Panel** is a review panel, commissioned by the Board to review the determination of the Finance & Audit Committee at the request of the Board member concerned. Its role is to review the decision making process of the Finance & Audit Committee not to investigate the allegation further. This Panel makes recommendations directly to the Board.
5. **Board Member** has a right to address or make written representation to the Conduct Panel and to make a written representation only to the Appeals Panel.

APPENDIX 8- NCH BOARD STANDARD AGENDA FORMAT

A PUBLIC MEETING

A1 *Routine Opening Items*

- 1 Welcome, Introductions & Chair's Announcements
- 2 Apologies for Absence
- 3 Declarations of Interest
- 4 Questions from the Public
- 5 Minutes of previous Board Meeting
- 6 Matters Arising from the Minutes
- 7 Company' Secretary's Report
- 8 Chief Executive's Report

A2 *Strategy, Policy and Decision Items*

9.....etc.....

A3 *Reports back from Committees and Task Groups*

10 ...etc....

A4 *Reports from Tenant Bodies*

11 ...etc...

A5 *Routine Closing Items*

- 12 Board Work Plan
- 13 Board Member Attendance Register
- 14 Date of Next Meeting
- 15 Any Other Urgent Business

B CONFIDENTIAL MEETING

B1 Routine Opening Items

1 Welcome, Introductions and Chair's Announcements

2 Apologies for Absence

3 Declarations of Interest

4 Minutes of Previous Meeting

5 Matters Arising

B2 Confidential Reports

6etc....

B3 Routine Closing Items

7 Date of Next Meeting

8 Any Other Urgent Business

APPENDIX 9 – STANDARD FORMAT FOR BOARD REPORTS

ITEM:

NOTTINGHAM CITY HOMES

REPORT OF [APPROPRIATE EMC OFFICER]

**[NAME OF
BOARD/COMMITTEE]
[DATE OF
BOARD/COMMITTEE]**

[TITLE]

1 SUMMARY

[A BRIEF SUMMARY OF THE PURPOSE OF THE REPORT]

1.1

2 RECOMMENDATIONS

2.1

3 REPORT

3.1 [YOUR REPORT]

4 OTHER OPTIONS

[DETAILS OF ANY OTHER OPTIONS THAT MAY HAVE BEEN, OR COULD BE CONSIDERED]

4.1

5 OBSERVATION OF THE DIRECTOR OF RESOURCES

[THESE ARE TO BE OBTAINED FROM APPROPRIATE OFFICERS FROM RESOURCES DIRECTORATE. YOU SHOULD ALSO ADD ANY OBSERVATIONS AS TO RISK HERE]

5.1

6 IMPLICATIONS FOR NOTTINGHAM CITY HOMES OBJECTIVES

6.1

7 EQUALITIES AND DIVERSITY IMPLICATIONS

7.1

8 BACKGROUND MATERIAL AND PUBLISHED DOCUMENTS REFERRED TO IN COMPILING THIS REPORT

[LIST APPROPRIATE MATERIALS, INCLUDING REFERENCE SITES USED – EG INTERNET SITES. DO NOT INCLUDE ANY CONFIDENTIAL INFORMATION]

8.1

CONTACT OFFICERS: Name: [normally report author]
Address
Tel:
E-mail:

DATE: [DATE REPORT FINALISED AND SENT FOR DISPATCH]

APPENDIX 10 - NCH CONVENTIONS FOR MINUTE TAKING

- Overall format and template attached
- In attendance list: Board members identified by name only, plus office held Board Chair, Chairs of the 3 Committees. Staff members identified by name and job title.
- Agenda item numbers to run consecutively between Board meetings throughout the year, commencing with the first Board meeting after the AGM and ending with the final Board meeting before the next Board meeting. Thus, numbering commences for the year as 09/01
- Within the text of the minutes, officers are referred to by their job title only. Board members are referred to by their name only, unless they have an officer role in which case that is used instead – “The Board Chair said...”
- Minuting the discussion – where an officer takes the lead in presenting their report this should be briefly mentioned. There is no need to summarise the agenda report as this is already a matter of record. The extent to which the discussion should be minuted is essentially a matter of judgement and experience – some guidelines:–
 - There is no intention to produce verbatim minutes of the discussion;
 - Where there was little discussion and the Board proceeded to take and accept the recommendations then there is no need to minute a discussion for the sake of it;
 - Where the Board eventually made a decision that amended or omitted or added to the recommendations in the report, then it is important that the minutes present the key elements of the discussion that led to the Board taking these decisions – i.e. an audit trail that explains how they came to agree what they did;
 - There may be a ‘big issue’ for the Company on the agenda, and in such a case it will be important to minute the discussion more fully than might otherwise be done, in order to demonstrate an audit trail of the discussion over a series of meetings or if there may be a need to demonstrate board discussion on a matter to an external party at some point in the future;
 - Contributions that clearly influenced the course of a discussion should be recorded, but there should be no attempt to be even-handed in recording either none or all of the contributions made;
- Minuting the decision – this should be recorded clearly and in bold. Where the Board varied the recommendation in the report, then it is important to be clear about the resolution that they did make;
- Timings – the time that the meeting commenced and finished should be recorded. In addition, the timing of members entering the meeting after it started and leaving before it finished should also be recorded. Similarly, the

timing of entering/leaving the meeting of any invited guests should also be recorded. Timings of adjournments e.g. comfort breaks, should also be recorded;

- Abbreviations may be used in minutes provided they have been identified in brackets after the first occasion that the words or phrase appear in the minutes ie – “.....and send to the Director of Finance, ICT & Governance (DFIG). The DFIG may...”
- Minutes of a 3 hour meeting should be able to be contained within about 6 sides of A4;
- Draft minutes should be agreed with the Board/Committee Chair first. Once agreed with the Chair they should be sent out to all Board members, described as “Draft.”

APPENDIX 11 - SUMMARY OF COMPANY REGISTERS HELD AND MAINTAINED

Reg Ref.	Name of Register
	1 Board Members Registers
1.1	R. of Board Members
1.2	R. of Directors and Secretaries
1.3	R. of Interests
1.4	R. of Attendance
1.5	R. of Expenses
1.6	R. of Individual Declarations of Interest
1.7	R. of Hospitality/Gifts Received
1.8	R. of Training Received
1.9	R. of Appraisals
1.10	R. of Code of Conduct Permission Requests and Infringements
1.11	R. of Housing Applications & Grants of Tenancy
1.12	R. of Employment Applications
1.13	R. of Tenancies with NCH and Home Purchase Applications
	2 Board Proceedings Registers
2.1	R. of Board and Committee Meetings
2.2	R. of Membership of Committees
2.3	R. of Board Minutes
2.4	R. of Board Resolutions
2.5	R. of Board Delegations
	3 Company Registers
3.1	Seal Register
3.2	Charges Register
3.3	R. of Corporate Documents
3.4	Risk Register
3.5	Information Disclosure Register
3.6	Fraud and Whistle-blowing Register
3.7	Tender and Quotation Register (inc. EC Journal Adverts)
3.8	R. of Dispensations from Financial Regulations
3.9	Contracts Register
3.10	R. of Insurances
3.11	R. of Statutory Notices & Court Actions against NCH
3.12	R. of Authorised Signatories in Relation to Financial Regulations
3.13	R. of EMT Minutes

	4 Service Registers
4.1	R. of Complaints Referred to Local Govt. Ombudsman
4.2	R. of Compensation Paid to Tenants
4.3	R. of Allocations Panel Appeals
4.4	R. of Tenancy Management Appeals
	5. Employment Registers
5.1	R. of Staff Dismissals
5.2	R. of Staff Redundancies
5.3	R. of Employment/Industrial Tribunal Cases
5.4	R. of Staff Hospitality and Gifts Received
5.5	R. of Compliance Agreements
5.6	R. of Re-employment of Former Employees or Engagement as Self-Employed Contractors
5.7	R. of Employment Applicants of Relatives of staff
5.8	R. of Staff Code of Conduct Permission Requests or Infringements
5.9	R. of Staff Declarations of Interest
5.10	R. of Staff (& Relatives) Tenancies with NCH and Home Purchase Applications
5.11	R. of Staff (& Relatives) Housing Applications (& Grants of Tenancy)