ForHousing

**Positively impacting** the lives of our social housing tenants

# Standing Orders of ForHousing Limited

VERSION 2.2

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| Version No. | Approved By | Date | Notes |
|---|---|---|---|
| 1 | ForHousing Board | 18/10/24 | Annual Refresh |
| 2 | ForHousing Board | 29/09/25 | Annual Refresh |
| 2.1 | Governance Manager | 10/10/25 | Update of role titles |
| 2.2 | ED Gov & Assurance | 03/11/25 | Minor adjustment to 2.11 of PACC ToR for clarity. |

# 1. Introduction

1.1. These Standing Orders draw together procedures and authorities for the operation of ForHousing Limited ("FH" or the "Company") and its subsidiaries and the powers that have been delegated to Committees. These legal entities are part of the formal governance framework within which the ForHousing Board, Committees, Panels, involved residents and employees operate.

1.2. FH is the Group Parent company. It has ultimate responsibility for effective governance and operations across all Group subsidiaries through powers set out within its Rules and within these Standing Orders.

1.3. The responsibility for the Standing Orders rests with the ForHousing Board. Except where otherwise stated and agreed to by the ForHousing Board, these Standing Orders apply to each subsidiary, Committee or Panel, as set out exclusively within this document.

1.4. All Board Members and employees will have access to a copy of this document and are expected to observe the regulations and procedures stated therein. Any delegations to Board Members or employees may be explicit or implicit in their respective responsibilities, or within an employee's job title or role profile.

1.5. Any reference contained within the Standing Orders, Annexes or Codes of the Group, to the Regulator of Social Housing ("RSH"), any government department, agent or office, or any public body, includes any and all successors of the same.

1.6. A review of Standing Orders shall be undertaken at least biennially by the Company Secretary; any material changes will be presented for recommendation to the Audit & Risk Committee (ARC) with a view to making recommendations to the ForHousing Board.

1.7. If any conflict arises between these Standing Orders and the Rules or Articles of Association of a Group legal entity, then the Rules or Articles shall prevail.

1.8. The following definitions apply throughout these Standing Orders:

"**Board**" means the board of directors or other governing body (by whatever name of a Group legal entity).

"**Board Member**" means the members of the Board of FH or one of its subsidiaries.

**"CBS**" means Community Benefit Society as defined under the Co-operative and Community Benefit Societies Act 2014.

"**Company Secretary**" means the Company Secretary as appointed by the Board of FH or one of its subsidiaries.

"**Constitution**" in relation to a Group Member means its Rules, Memorandum and Articles of Association, governing trust deed, scheme document(s) or other constitutional document(s).

"**Chair**", where relevant, includes any person acting as chair of a meeting.

"**Charitable CBS**" means a CBS which is also a non-profit registered provider of social housing and has exempt charity status, as listed within Schedule 3 to the Charities Act 2011.

"**Co-optee**" means a person appointed to serve on a Board or Committee as an office holder, for a term specified by the FHL Board, who may act in most respects as a Board or Committee Member but is subject to some limitations as specified within the Rules or Articles of Association.

"**EMT**" means the persons comprising the Chief Executive and Executive Directors of the Group – the Executive Management Team.

"**Group**" means FH and its subsidiaries collectively.

"**Group Member**" means a subsidiary entity of ForHousing Limited.

"**Legal entity**" **or** "**entity**" means either a Group company registered with Companies House or a Co-operative and Community Benefit Society registered with the Financial Conduct Authority. A legal entity may also be a Registered Provider with the Regulator of Social Housing.

"**Parent**" or "**FH**" or "**the Company**" means ForHousing Limited (FH). "**Parent Board**" means the Board of FH.

"**Registered Provider**" (**RP**) means an entity that is registered with the Regulator of Social Housing (RSH).

"**Senior Independent Director**" means a Board Member that has additional duties, which are set out in the role profile in section A3.

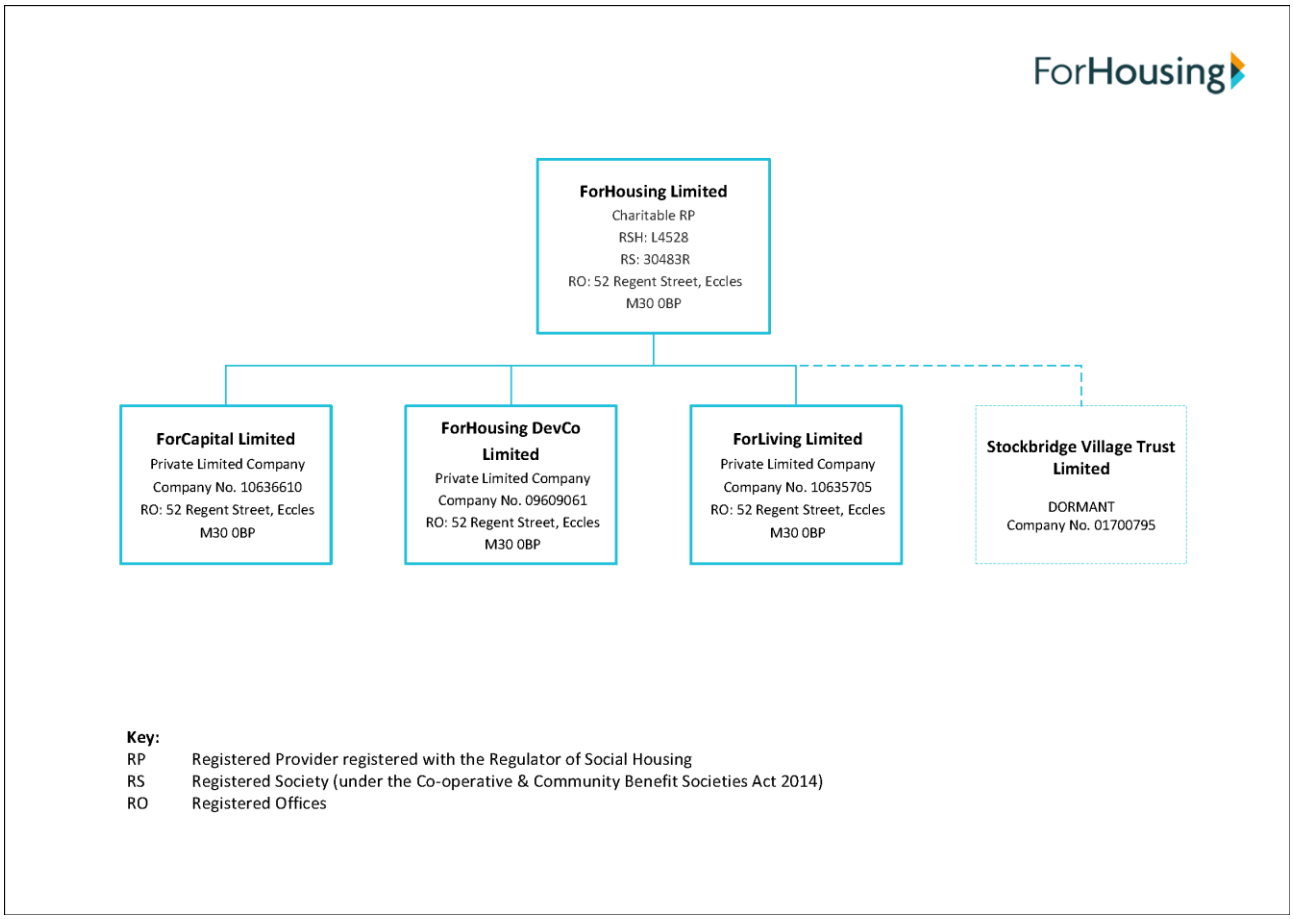
"**Shareholder**" means a shareholder, or in the case of a company limited by guarantee, a "member" (guarantor) or in the case of an unincorporated association or trust, member or trustee respectively.

"**Standing Orders**" means the written rules under which the Parent Board and subsidiary Boards operate and regulate their proceedings. Standing Orders remain in place until the Parent Board approves changes to them.

Any reference to an Act shall include any amendment or re-enactment from time to time and references to any provision in any Act shall include reference to such provision (and to any orders or regulations made under such provision) in each case as from time to time amended, varied, replaced, extended or re-enacted. The Company Secretary is expected to provide a timely alert to the Board of any such changes as they may occur.

# 2. Legal Constitution

2.1. The Group's legal entities are listed and depicted in the illustration below:




2.2. Abbreviations for the main Group entities are:

ForHousing Limited – “FH”
ForCapital Limited – “FC”
ForHousing DevCo Limited – “DevCo”
ForLiving Limited - "FL”
Stockbridge Village Trust Limited – “SVT” (dormant entity)

**Intragroup Relationships**

2.3. Each Group member will use its best endeavours to ensure that it remains part of the Group and will at all times act in the best interests of the Group including reporting of key risks and activities to FH.

2.4. Each Group member will not take any action which has the effect of causing it to cease to be a Group member unless agreed by the Parent and, where applicable, the shareholders of the individual entity.

2.5. The Parent is responsible for arranging for the provision of services for the Group and that these services shall be documented by an Intragroup Agreement signed between the various Group entities.

2.6. The Parent shall be responsible for arranging services, even where these are being provided by another entity – including but not limited to the arranging and supporting of an annual External Audit.

**Relationships between Group Legal Entities and their Boards**

2.7. The FH Board has responsibility for maintaining overall control of the Group, formulating strategy, standing orders, regulations, and terms of reference, ensuring that appropriate policies are in place. The FH Board monitors Group performance and risks associated with the Group's success and holds ultimate legal responsibility and accountability for these functions as Parent. All Group members are responsible for reporting into the FH governance and assurance framework and bringing the FH Board's attention to any key risks and issues of financial and reputational importance.

2.8. The FH Board approves appointments to the Boards of subsidiaries and committees. It may, in accordance with the powers it has, in parallel, remove, appoint and replace members of the Board of each subsidiary.

**Compliance with Legal and Regulatory Requirements**

2.9. The operation of the Group will be in accordance with applicable legal and regulatory requirements. The Group will complete an annual review of its compliance with all applicable regulation and laws and report this to the Audit & Risk Committee on an annual basis; the Committee will be asked to make recommendations to the FH Board.

2.10. Each Group legal entity shall comply with the NHF Code of Governance (2020) and with the ForHousing Code of Conduct, unless alternative arrangements have been made to allow for the adoption of alternative Codes; this is at the discretion of the FH Board.

2.11. The Group will review and update at least annually a statement of compliance with the Code of Governance and the Code of Conduct and, where applicable, the reasons for any non-compliance. A statement regarding compliance with the Codes will be published within the statutory financial statements.

2.12. Where the formal constitution of a Group legal entity conflicts with the NHF Code of Governance (2020) the constitution will take precedence.

# 3. Shareholding Membership

3.1. ForHousing operates a closed shareholding with each Board Member also being a shareholder and shareholding ceases when such Board Membership ends. Co-optees and Independent Committee Members are not permitted to be shareholders.

3.2. ForHousing is the corporate and sole shareholder of its subsidiaries (ForLiving, ForCapital and ForHousing DevCo).

# 4. Board & Committee Structure

4.1. Each Group legal entity will be governed by its Board. The essential functions of each Board are set out in their respective Constitutions.

4.2. Each Board will delegate certain responsibilities to the Committees. Committees include the Executive Management Team and groups as listed below (collectively referred to as "the Committees") and whose functions, membership and terms of reference are set out in Annex B:

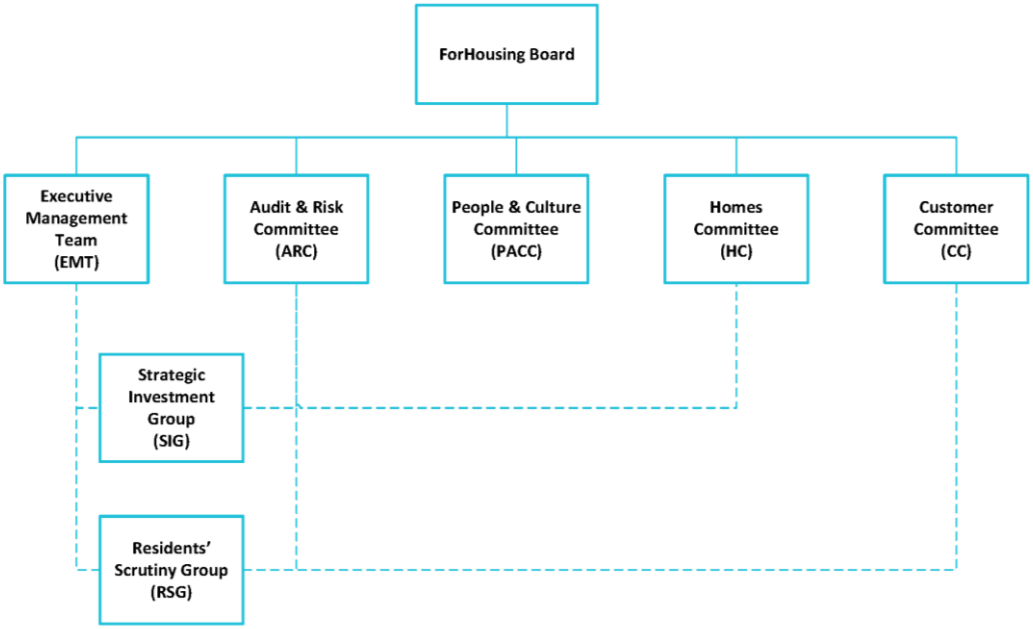
- Executive Management Team ("EMT")
- Audit & Risk Committee ("ARC")
- Homes Committee ("HC")
- People & Culture Committee ("PACC")
- Customer Committee ("CC")

4.3. Each Board and Committee may delegate any authorities they hold to officers of the Group or any Group Member, or to a sub-committee or a task and finish group, except as otherwise set out in these Standing Orders.

4.4. The FH Board and its formal Committees will each conduct an annual review of their effectiveness, as set out within the respective terms of reference; this will be reported on in the Annual Report.

4.5. There will be an independent review of Board and Committee effectiveness at least every three years; this will be reported upon in the Annual Report.

4.6. The governance structure is depicted below:




# 5. Composition of Group Boards

5.1. The Board Member Recruitment, Induction and Succession Policy sets out ForHousing's approach to membership and composition of the Board.

5.2. The FH Board may appoint task and finish groups for dealing with specific matters not otherwise covered by the FH Board or Committee terms of reference. Any such group will have clear terms of reference.

# 6. Meetings

6.1. The Rules (or alternative constitutional document) set out the way each Board makes its decisions. The Code of Conduct sets out the way Board meetings should be conducted.

6.2. The Governance Team will draw up a calendar of meetings of the Boards and Committees.

6.3. Reports for the Boards and Committees will be dispatched electronically via the Board portal seven days in advance of a meeting unless otherwise directed.

6.4. A record of attendance for all Board activities will be kept by the Company Secretary and shared with the Chair and/or Senior Independent Director as part of the annual appraisal process.

6.5. Normally only Board Members, relevant Committee Members and staff directly involved with the business being discussed will attend meetings. Others may attend with the prior consent of the Chair.

6.6. Board Members may observe Committee meetings they are not members of with the consent of the relevant Committee Chair.

6.7. If a Board or Committee meeting becomes inquorate, its business will stand adjourned until another meeting can be arranged or until its next scheduled meeting. Any matters needing a decision between meetings will be dealt with in accordance with Standing Order 8.

6.8. The Chair of the meeting or the Chief Executive can decide to convene a part or fully confidential meeting, with attendees decided by the Chair of the meeting.

# 7. Minutes

7.1. The minutes of each general meeting, Board and Committee meeting will be submitted to its next meeting for confirmation or amendment as an accurate record and signed by the Chair of the meeting.

7.2. All FH Board Members have access to the minutes of all Committee and subsidiary Board meetings via the Board portal.

# 8. Decisions Between Meetings

8.1. There will occasionally be matters requiring a Board or Committee decision before the next scheduled meeting. The method used to take such a decision will be influenced by the urgency and the extent to which some form of collective discussion is considered necessary prior to making the decision.

8.2. Officers will avoid where possible the need to request a Board or Committee decision with less than 48 hours' notice.

8.3. All between meetings resolutions must be reported to the following meeting of the relevant Board or Committee for ratification and recorded in the minutes, except where minutes have already been produced (such as in the case of a face-to-face meeting held between meetings).

8.4. Written resolutions in respect of FH require an approval rate of 75% to pass the resolution. Written resolutions in respect of FC, FL and DevCo require an approval rate of 100% to pass the resolution.

**Urgent Decision Making – By the Chair**

8.5. The 'Chair's Action' is to enable urgent matters to be actioned when it is not feasible or practical to summon a meeting of the Board or Committee or deal with the matter by circulating a resolution in writing together with the required information to Board members and there are no other delegations covering the matter.

8.6. It is, therefore, a delegated authority from a Board or Committee to its Chair. It should be used rarely and only be used in circumstances where other forms of more inclusive decision making are not feasible.

8.7. Decisions on material banking matters are not to be dealt with under the Chair's urgent decision-making procedure.

8.8. The Chair of the relevant Committee, in addition to the Chair, must agree in writing to every Chair's Action. Therefore, although it is a delegated authority to the Chair, any action should be ratified by the Chair plus one other Board member. This Board Member (who cannot be an Executive Member) will be a Board Member with experience in the issue to be decided.

8.9. The process for a Chair's Action is as follows:

- If the Chief Executive should identify urgent matters requiring attention, this should be presented formally to the relevant Chair who will identify the other Board Member.
- The Chief Executive in consultation with the Company Secretary should, where possible, first ensure that it would not be practical or appropriate to convene an emergency meeting of the Board including by conference call or circulate a resolution in writing.
- The Chief Executive should ensure that any action is documented and should identify the authority required, course of action, and its financial, legal implications, etc. The action should be laid before the Board at its next available meeting for noting in the minutes.
- Under no circumstances may the Chair's Action be used to set aside a previous Board decision unless there is a material change in circumstances which would render that decision manifestly inappropriate, risky, or perverse.
- Broad circumstances which may require the use of Chair's Action will include events where inaction or delay could expose the Group to material financial loss or significant damage to reputation.

- Where the Chair is unavailable and urgent action is required, the same procedure should be implemented by the Deputy Chair, or in their absence, any other member of the Board.
- The Company Secretary will manage the urgency procedure on behalf of the Chief Executive and Board Members.

**Urgent Decision Making – By the Chief Executive**

8.10. The Chief Executive has delegated power to take urgent action in the event of an emergency, making every effort to comply with the urgency procedure, and only exercising such power to the extent absolutely necessary, and in all cases to inform the Chair(s) of the affected entity as soon as possible and report to the next available Board meeting.

# 9. The Seal

9.1. The Seal(s) of a Group Member shall be in the custody of the Company Secretary and kept in a safe place at their discretion. The Company Secretary may nominate a responsible individual to deal with sealing issues on their behalf.

9.2. The Seal of a Group Member shall not be affixed to any document unless the sealing has been authorised by a resolution of the Board, a Committee, or by decision of a Member of the Executive to which or to whom the relevant Board has delegated powers in this behalf.

9.3. The categories of documents that must be executed either under seal or as a deed are set out in Annex C.

9.4. The sealing of any document shall be attested by either:

- Two Members of the Board of the relevant Group Member; or
- By the Company Secretary, along with one Member of the Board; or
- As set out in the schedule of delegated authority at Annex C of this document; or
- As otherwise directed by resolution of the Board from time to time, including Powers of Attorney.

9.5. An entry of every sealing of a document shall be made and consecutively numbered in a register to be kept for that purpose. The register for seals will be available upon request for inspection by the Board.

# Annex A

**A1 Role of the Board Chair**
**A2 Role of the Senior Independent Director**
**A3 Role of a Board Member**
**A4 Role of the Chairs of Committees**
**A5 Role of an Independent Customer Committee Member**
**A6 Addressing Conflicts of Interest**

## A1 ROLE OF THE BOARD CHAIR

The Board Chair is a Non-Executive Member of the Parent Board.

The responsibilities of the Chair include:

- Ensuring the efficient and effective conduct of the Board's business and of the Group's general, annual and extraordinary meetings.
- Ensuring that all Non-Executive Directors are given the opportunity to express their views in an open and transparent environment and that appropriate standards of behaviour are maintained in accordance with the Board approved Code of Conduct.
- Establishing a constructive working relationship with, and provide guidance for, the Chief Executive whilst maintaining a balance of support and constructive challenge.
- Ensuring that the Board is unified in the Group's strategic direction.
- Ensuring the Board agrees the role of the Senior Independent Director.
- Ensuring that the Board delegates sufficient authority to its Committees, the Chair, the Chief Executive and others to enable the business of the Group to be carried on effectively between meetings of the Board and ensuring that the Board monitors the use of these delegated powers.
- Ensuring that the Board receives professional advice when needed, either from its senior staff or from external sources.
- Representing the organisation as appropriate, meeting with the Regulator of Social Housing and other key stakeholders as required and acting as an ambassador for ForHousing at external conferences and events.
- Taking decisions delegated to the Chair.
- Working with the People & Culture Committee to ensure that the Board makes adequate arrangements to set the objectives of the Chief Executive, appraising the performance of the Chief Executive and determining their remuneration.
- In conjunction with the Board, appointing, and if necessary, dismissing the Chief Executive.
- In conjunction with the Board, appointing, and if necessary, dismissing the Company Secretary.
- Ensuring that the Board makes adequate and appropriate arrangements for its own appraisal and that of Non-Executive Directors, including the Chair's own appraisal

which shall include the involvement of the Senior Independent Director, and for implementing a succession plan for Non-Executive Directorship.

- Ensuring, in conjunction with the People & Culture Committee, that the level of agreed Non-Executive Director fees result from an approved process.

## A2 ROLE OF THE SENIOR INDEPENDENT DIRECTOR

The Board will appoint one Non-Executive Director to be the Senior Independent Director (SID).

The SID has duties and responsibilities which are additional to the role of the Non-Executive Director including:

- Deputising for the Chair, including chairing Board and General meetings when required to do so and, in doing so, acting in accordance with the Chair's key accountabilities.
- Acting as a sounding board for the Chair and serving as an intermediary to other Directors[1] and Executive Directors, as necessary.
- Support the Chair in facilitating the effective contribution of Non-Executive Directors and encourage active engagement by all members of the Board.
- Conducting the Chair's annual appraisal in conjunction with the People & Culture Committee, including holding a meeting with Non-Executive Directors (without the Chair present) to seek feedback on the Chair's performance.
- In conjunction with the People & Culture Committee, and supporting the Chair as required, ensure that the performance of the Board, its Committees and individual Directors, are evaluated at least once a year.
- Play a lead role in the succession planning and recruitment of the Chair of the Board, and the succession planning and recruitment of Non-Executive Directors and Co-optees, in conjunction with the People and Culture Committee.
- Making themselves available for confidential discussions with Directors[2] who may have concerns which cannot be resolved through the normal channels of Chair or Chief Executive Officer (or for which such contact is inappropriate).
- Calling a meeting of the Board if, in their opinion, this is necessary; this may include concerns raised by the Directors, other stakeholders, etc.
- Being available in the event of a whistleblowing matter when the person reporting the concern requests the attention of the SID.
- Supporting the Company Secretary in the event that confidential investigations are required and to recommend to the Audit & Risk Committee and/or the Board as appropriate any follow-up actions for consideration.
- Along with the Chair, provide assurance to external stakeholders, such as the Regulator of Social Housing, when needed.
- Acting as an intermediary for stakeholders, including but not limited to regulators, funders, investors, credit rating agencies, the Chair of the Residents' Scrutiny Group,

[1] Director means Non-Executive Directors, Co-optees, and Independent Directors.
[2] As above at footnote 1.

etc. to ensure effective and well-functioning working relationships exist. In the event that resolution has not been achieved through the normal channels of Chair, Chief Executive and Executive Management Team members.

- Observing one Committee meeting per quarter and providing feedback to the respective Committee Chairs and Chair of the Board. To contribute to Committee effectiveness reviews and feeding into the appraisal process for the Committee Chairs.

## A3 ROLE OF A BOARD MEMBER

The responsibilities of Board Members include:

- Upholding the values and aims of the Group.
- Complying with the statutory requirements of Company Directors as set out in legislation and regulation.
- Contributing to and sharing responsibility for decisions of the Board and/or any Committee which they are a member of, ensuring that decisions taken are in the best interests of the organisation.
- Demonstrating clear and active commitment to achieving equity, diversity and inclusion in all ForHousing activities.
- Providing leadership and setting priorities ensuring that the best interests of the organisation and the protection of social housing assets along with the interests of ForHousing tenants remain at the heart of all that we do.
- Preparing for and attending meetings, inductions, training sessions and other events (including Committee meetings).
- Representing the Group, when required, to stakeholders and partners.
- Declaring any relevant interests, taking all necessary steps to avoid any conflicts arising.
- Respecting the confidentiality of information received.
- Upholding and complying with the Group's Code of Governance, Code of Conduct, and any other standards (probity or similar).
- Providing strategic guidance in their area of expertise and knowledge.

## A4 ROLE OF THE CHAIRS OF COMMITTEES

The duties of a Committee Chair include:

- Ensuring the efficient conduct of business of Committee and that the Committee works within its Terms of Reference.
- Ensuring that all Committee Members are given the opportunity to express their views and managing meetings so that appropriate standards of behaviour are maintained in accordance with the Code of Conduct.
- Ensuring that appropriate advice has been obtained before decisions are taken.
- Contributing to the development of the strategy and policy that falls within the Committee's Terms of Reference.
- Maintaining the focus of discussion at Committee meetings.

- Establishing a constructive working relationship with the Executive Management Team and other relevant staff.
- Ensuring delivery of the annual work plan for the Committee.
- Ensuring that the Committee delegates sufficiently to enable the business of the Committee to be carried on effectively between meetings and also to ensure that the Committee monitors the use of those delegated powers.
- Ensuring that the Committee conducts an annual appraisal of its own effectiveness and that this is reported to the Board.
- Providing leadership and setting priorities ensuring that the best interests of the organisation and the protection of social housing assets along with the interests of ForHousing tenants remain at the heart of all that we do.
- Working with other Committee Chairs to ensure that the governance structure is working effectively.
- Reporting to each meeting of the Board on matters discussed and any key decisions taken by the Committee.
- Providing an annual report to the Board on the work of the Committee.
- Ensuring that Committee minutes accurately reflect the content of meetings and that matters arising are delivered by the Executive in a timely manner.
- Demonstrating a commitment to ForHousing's values of openness, respect, trust, and passion and to the principles of equity, diversity and inclusion.

## A5 ROLE OF INDEPENDENT CUSTOMER COMMITTEE MEMBERS

The responsibilities of Independent Customer Committee Members include:

- To support the Board in its discharge of duties in relation to accountability to the customer and placing the customer at the heart of everything ForHousing does.
- To oversee, influence and support the delivery of services to customers and to guide the organisation in the design of services which are fit for purpose.
- To hold the organisation to account on performance against agreed metrics, including the requirements of the Consumer Standards, Housing Ombudsman Service, Code of Conduct and Tenant Satisfaction Measures.
- Demonstrating clear and active commitment to achieving equity, diversity, and inclusion in all of ForHousing's activities.
- Upholding the highest standards of conduct and probity.
- Demonstrating a commitment to ForHousing's values of openness, respect, trust, and passion.

## A6 ADDRESSING CONFLICTS OF INTEREST

In the event of a conflict of interest, whether actual or perceived, the Code of Conduct shall be adhered to.

The Company Secretary shall provide guidance, advice and support to the Board and Committees where matters of conflict may arise.

# Annex B

# Terms of Reference – Board & Committees

**B1 ForHousing Board**
**B2 Audit & Risk Committee (ARC)**
**B3 Homes Committee (HC)**
**B4 People & Culture Committee (PACC)**
**B5 Customer Committee (CC)**
**B6 Executive Management Team (EMT)**
**B7 ForLiving Board (FL Board)**
**B8 Subsidiary Entities**
**B9 Executive Management Team, Operational Committees and Task & Finish Groups**

# B1 - ForHousing Board

| | |
|---|---|
| **Membership** | A minimum of 5 and no more than 12 Board Members (not including co-optees).<br>• The Board shall include a Senior Independent Director (SID). |
| **Attendees** | • The Company Secretary is an appointed Officer of the Board and shall attend meetings to provide advisory support relating to Governance, Legal, Regulation and Risk.<br>• The Chief Executive Officer or their appointed deputy.<br>• Members of the Executive Management Team.<br>Other individuals and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. This is at the discretion of the Board. |
| **Chair** | Chair of ForHousing Ltd. |
| **Quorum & Voting** | Four. On any vote of the Board the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | Annual Report. |
| **Appointment** | By the Board and Shareholders. |
| **Frequency of Meetings** | At least five meetings per year. |
| **Accountability** | To tenants, the Regulator of Social Housing (RSH), the Financial Conduct Authority (FCA), and the Housing Ombudsman (HO). |

## PURPOSE

To set and drive the strategic direction, mission, values and culture of the organisation and ensure that the organisation is meeting its overall aims and objectives, complying with its legal requirements, and promoting the lasting interests of the organisation.

To ensure that tenants are placed at the heart of the organisation's ethos, decisions, objectives and operations.

## MAIN RESPONSIBILITIES

### 1. Strategy

1.1. Set and ensure compliance with the organisation's values, vision, mission, and strategic objectives.

1.2. Determine and keep under review the Strategy and supporting strategies and priorities, including the range of services, standards, and methods of delivery. Approve annually the organisation's Strategic Plan, budgets and business plans, and establish a framework for approving strategies, policies and plans.

1.3. Review and challenge the organisation's performance, including holding the Executive Management Team to account, in relation to:

- The Strategic Plan
- Strategies
- Complaints
- Budgets; *and*
- Internal Controls (including Risk Management).

1.4. Determine the expansion of the organisation into new activities or geographic areas and the ceasing of any material part of the organisation's operations.

**2. Internal Controls and Risk**

2.1. Determine the risk and internal controls framework, monitoring and reviewing at least annually the risk management framework and determining the organisation's accepted level of risk, including the risk appetite and tolerance statements.

2.2. Establish and oversee a framework of delegation and systems of internal control and risk management, and if satisfied with controls, approve the internal control statement each year for publication in the annual statutory accounts.

2.3. Approve the appointment, re-appointment, or removal of an external Auditor, following recommendations from the Audit & Risk Committee and, where necessary, make recommendations to the shareholders for approval.

2.4. Ensure policies for the detection of fraud, whistleblowing and the prevention of bribery and modern slavery and human trafficking are in place. This includes reviewing the annual register of disclosures to the Regulator and approval of the annual Modern Slavery statement for publication.

**3. Compliance**

3.1. Ensure that the organisation is compliant with all relevant legal and regulatory duties and funding requirements, including ensuring that the organisation meets its statutory obligations concerning Health & Safety and Fire Safety.

3.2. Satisfy itself of the integrity of financial information, and lawfulness and probity of the organisation's affairs.

3.3. Receive assurance on the submission of Statutory and Regulatory returns and approve the annual financial statements, including an annual compliance (or non-compliance) statement in relation to regulatory compliance and a comply or explain statement in relation to the adopted Code of Governance.

**4. Governance**

4.1. Ensure the effectiveness of the organisation's governance framework including undertaking a formal and rigorous annual review of performance (collective and individuals); every three years the review should be conducted by independent consultants.

4.2. Determine governance arrangements, approving changes to the entity structure.

4.3. Approve changes to the terms of reference of Board Committees, including for the Executive Management Team.

4.4. Be the guardian of standards and ethics as defined in the adopted Code of Governance and Code of Conduct.

4.5. Determine the remuneration policy for the Board, the Chief Executive Officer and Executive Management Team members following recommendations from the People & Culture Committee.

4.6. Approve non-contractual terms of termination for Executive Management Team members and Non-Executive Directors following recommendations from the People & Culture Committee and review and ensure any payments made are fair to the individual and the Group, that failure is not rewarded, that the duty to mitigate loss is fully recognised and that termination settlements and agreements are proportionate and in line with the organisation's values. Approve any settlement agreements in relation to Executive Management Team members and Non-Executive Directors upon recommendation from the People & Culture Committee.

4.7. Delegate oversight of all ForHousing redundancy payments and settlement agreements to the People & Culture Committee as set out within the Committee's Terms of Reference.

## 5. Board Membership and Other Appointments

5.1. Approve changes to the structure, size and composition of the Board and its Committees following recommendations from the People & Culture Committee.

5.2. Ensure adequate succession planning for the Board, its Committees and the Executive Management Team following recommendations from the People & Culture Committee.

5.3. Ensure appropriate levels of skills and experience on the Board and its Committees following recommendations from the People & Culture Committee.

5.4. Approve Board and Committee appointments (including the appointment of the Chair) following recommendations from the People & Culture Committee.

5.5. Approve the appointment and, if necessary, the removal of the Chief Executive Officer.

5.6. Approve the appointment and, if necessary, the removal of the Company Secretary.

## 6. General Meetings

6.1. Approve any resolutions to be put forward by the Board at General and Special Meetings of the organisation.

## 7. Funding and Development

7.1. Approve the investment programme as part of the annual budget setting exercise and:

- approve bids to third parties for funding to support growth that fall outside of the remit of the approved investment programme;
- approve any S106 scheme or package deal which falls outside of the financial plan or the investment programme, parameters or with a higher than usual risk profile;
- approve the purchase of land with planning/outline planning/condition planning/unconditional planning which falls outside of the financial plan or the investment programme, parameters or with a higher than usual risk profile;
- approve any regeneration project which falls outside of the financial plan or the investment programme, parameters or with a higher than usual risk profile;
- approve all legal joint venture projects;
- approve any proposed tenanted disposals or acquisitions where the value exceeds the definition within the Financial Regulations and/or where the number of decants exceeds 20; and
- approve any planned withdrawal from a geographic/local authority area.

7.2. Approve collateral and support arrangements between Group members via the Intragroup Agreement.

7.3. Approve the Group's funding arrangements.

## 8. Financial Reporting

8.1. Approve financial statements.

8.2. Approve the annual report and accounts (including the Regulatory and Code of Governance compliance statement).

8.3. Approve any significant changes to accounting policies or practices.

8.4. Approve material overspends in capital or operating expenditures (outside of pre-determined tolerances).

8.5. Approve financial parameters of proposed developments or acquisitions and consider for approval any proposals outside agreed benchmarks.

## 9. Policies

9.1. The following key governance documents and policies are reserved for ForHousing Board approval:

- Board and Committee Member Expenses Policy
- Board and Committee Member Appraisal Policy
- Board and Committee Member Recruitment, Induction and Succession Policy
- Board and Committee Member Remuneration Policy
- Code of Conduct
- Code of Governance
- Equity, Diversity & Inclusion Policy
- Financial Regulations
- Health & Safety Policy
- Intragroup Agreement
- Investment Policy

- Pay Policy
- Rent and Service Charge Setting Policy
- Risk Management Framework (including risk appetite & tolerance statement)
- Standing Orders
- Tax Policy
- Treasury Management Policy

## 10. Environmental, Social and Governance (ESG)

10.1. Oversee the organisation's approach to ESG reporting and ensure Committee responsibilities are set to deliver to required ESG outcomes.

10.2. Approve any measures and strategic changes required to ensure sustainability and environmental requirements are met.

## 11. Other

11.1. Approve the appointment of the organisation's advisors including, but not limited to, funders, financial advisors, bankers, auditors, and any other professional advisors to the Board and to take advice when necessary.

11.2. Approve the formation of any material partnerships or alliances in pursuit of ForHousing's strategy.

11.3. Ensure that all the Committees' considerations align with the organisation's Inclusive Decision-Making Framework.

11.4. Obtain, at the organisation's expense, independent legal or other professional advice on any matter it believes it necessary to do so. This advice can be arranged by the Company Secretary.

# B2 - Audit & Risk Committee (ARC)

| | |
|---|---|
| **Membership** | A minimum of three ForHousing Board Members, including a qualified accountant with senior level financial experience.<br>• The Committee may appoint Independent Member(s)<br>• The CEO and Executive Directors may not be members of this committee<br>• The Chair of the Board may not be a member of this committee |
| **Attendees** | • Chief Executive Officer or their nominated deputy<br>• Company Secretary or their nominated deputy<br>• Executive Director of Finance or their nominated deputy<br>• Director of Governance & Assurance<br>• Executive Director of ICT<br>• Assurance Business Partner (Risk)<br>• Internal Auditors<br>• External Auditor<br>Other individuals and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. This is at the discretion of the Committee. |
| **Chair** | Must be a Non-Executive member of the ForHousing Board. |
| **Quorum & Voting** | Three Committee members, at least two of whom must be ForHousing Board Members.<br>On any vote of the Committee the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | The Chair of ARC will provide a written report on Committee activity to each quarterly meeting of the Board.<br>Minutes of ARC meetings will be made available to Board Members via the Board portal.<br>An annual summary report of the Committee's activities and decisions will be provided to the Board. |
| **Appointment** | By the ForHousing Board. |
| **Frequency of Meetings** | At least four meetings per year. |
| **Accountability** | ForHousing Board. |

**Purpose**

To oversee the risk management process and receive assurance that ForHousing's key risks are being effectively managed.

To oversee ForHousing's internal and external audit functions and provide the Board with assurance on the effectiveness of its risk and internal controls framework.

To oversee and ensure the integrity of the financial statements of the organisation.

To actively seek and embed the customer perspective in relation to risk, assurance and audit.

**Main Responsibilities**

**1. Strategy**

1.1. Support the development of, review and consider any changes to the audit and risk related elements of the Resources Strategy and recommend the Resources Strategy to the ForHousing Board for approval.

1.2. Receive regular performance reporting against the audit and risk elements of the Resources Strategy.

**2. Risk Management**

2.1. Keep under review the adequacy and effectiveness of the organisation's internal financial controls and internal control and risk management framework and take corrective action where appropriate.

2.2. Advise the Board on overall risk appetite, tolerance and risk framework, taking into account the external operating environment, current risk exposures of the organisation, the organisation's plans and potential future risk exposures.

2.3. Annually recommend to the Board the Risk Management Framework, including the risk appetite and tolerance statements, for approval.

2.4. Dedicate time at each meeting to horizon scan for emerging risks.

2.5. Liaise with other Committees of the Board as necessary, ensuring a collaborative approach to the mitigation of risk.

2.6. Request deep dives into any area of risk as required.

2.7. Review and ensure insurance arrangements are adequate for the organisation.

2.8. Monitor high value insurance claims on a quarterly basis.

2.9. Review the annual statement of internal controls and assurance for onward recommendation to the Board.

2.10. Recommend the Financial Regulations to the Board for approval.

2.11. Recommend the Standing Orders to the Board for approval.

2.12. Recommend the Intragroup Agreement to the Board for approval.

2.13. Review and assess the annual budget in the context of risk and recommend a satisfactory risk position to the Board.

2.14. Receive assurance that satisfactory Business Continuity policies for all aspects of the organisation's work are in place.

2.15. Receive assurance that satisfactory Disaster Recovery arrangements are in place and tested in a timely manner.

2.16. Review the risks related to any proposals for changes in the pensions offering, in association with the People & Culture Committee, and make recommendations to the Board for approval as appropriate.

**3. Financial Reporting**

3.1. Ensure effective oversight of the financial plan and stress testing.

3.2. Monitor the integrity of the financial statements of the organisation, including its annual reports, management statements and any other formal announcement relating to its financial performance (including the Value for Money Statement).

3.3. In particular, the Committee shall review and challenge where necessary:

- the consistency of, and any changes to, significant accounting policies and practice;
- the methods used to account for significant or unusual transactions where different approaches are possible;
- whether the organisation has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
- the clarity and completeness of disclosure in the organisation's financial reports and the context in which statements are made.

3.4. Scrutinise the budget assumptions and make recommendations to the Board for approval as part of the budget setting process.

3.5. Where the Committee is not satisfied with any aspect of the proposed financial reporting by the organisation, it shall report its views to the Board.

3.6. Recommend the Tax Policy to the Board for approval.

3.7. Oversee the effectiveness of ForHousing's approach to achieving Value for Money.

**4. Narrative Reporting**

4.1. Review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced, and understandable and provides the information necessary for stakeholders to assess the organisation's performance, business model and strategy.

4.2. Produce a report setting out the activities of the Committee on an annual basis for the Board, including a Statement of Internal Control for disclosure in the annual report.

**5. Compliance, Whistleblowing and Fraud**

5.1. Review the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these

arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

5.2. Review the organisation's procedures for detecting fraud, monitor the fraud register and approve the annual RSH Fraud Return for submission.

5.3. Receive assurance on the organisation's systems and controls for the prevention of bribery and money laundering and receive reports on non-compliance.

5.4. Oversee any investigations undertaken under whistleblowing procedures, or any other investigation of fraud or malfeasance. Any such investigations may be delegated to officers, but outcomes and any learnings must be reported to the Committee.

5.5. Recommend the annual Modern Slavery Statement to the Board for approval.

5.6. Review annual reports from the Company Secretary and keep under review the adequacy and effectiveness of the Group's compliance with the Regulatory Standards and all relevant regulations and laws; this includes an annual review of the Assets and Liabilities Register.

5.7. Receive a report on Safeguarding activity within the organisation at least annually and provide assurance to the Board.

5.8. Recommend the Health & Safety Policy to the Board for approval.

5.9. Monitor the effectiveness of the Health & Safety Policy.

5.10. Review annual reports in relation to compliance against the adopted Code of Governance and Code of Conduct.

**6. Internal Audit**

6.1. Oversee the process for the selection and approve the appointment of the Internal Auditor and assess the effectiveness, value for money and structure of the internal audit function.

6.2. Review and approve the annual internal audit workplan.

6.3. Receive a report on the results of the internal auditor's work on a periodic basis.

6.4. Review and monitor responsiveness to the internal auditor's findings and recommendations.

6.5. Monitor and review the effectiveness of the internal audit function, in the context of the organisation's overall risk management framework.

6.6. Meet regularly with the Internal Auditors and at least once a year, without Executive Directors or other management being present, to discuss the auditor's remit and any issues arising from audits.

## 7. External Audit

7.1. Consider and make recommendations to the Board and ultimately the shareholders, on the appointment, re-appointment and removal of the organisation's external auditor.

7.2. Consider and recommend to the Board the periodic tendering of the service in line with required timescales.

7.3. Oversee the relationship with the external auditor including (but not limited to):

- recommendations on their remuneration, including both fees for audit and non-audit services, and that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
- approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit, assessing whether they are meeting their statutory responsibilities and that they are competent and have the right skills and expertise;
- satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the organisation (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity and that the FRC's ethical standards third party test is adhered to.

7.4. Meet regularly with the external auditors and at least once a year, without Executive Directors or other management being present, to discuss the auditor's remit and any issues arising from the audit.

7.5. Review and approve the annual external audit plan.

7.6. Review the findings of the audit with the external auditor; this shall include but not be limited to:

- a discussion of any major issues which arose during the audit;
- key accounting and audit judgements;
- the effectiveness of the audit process.

7.7. Review any representation letter(s) requested by the external auditor before they are signed.

7.8. Review the management letter and management's response to the auditor's findings and recommendations and monitor the implementation of approved recommendations.

7.9. Investigate the circumstances in the event of an external auditor resigning.

## 8. Data Privacy & Data Governance

8.1. Monitor the effectiveness of the data governance and data privacy arrangements.

8.2. Oversee the effectiveness of ICT and information governance policies.

8.3. Monitor risk to ForHousing arising from data governance across ForHousing.

8.4. Monitor data breach trends and receive reporting on any breaches notified to the ICO, and their outcomes.

## 9. Other

9.1. Review Environmental, Social & Governance (ESG) outcomes relating to the Committee's areas of responsibility and recommend adjustments to organisational policy as appropriate.

9.2. In conjunction with the Customer Committee, monitor progress against the recommendations set out in the Scrutiny Group reviews.

9.3. Review the Committee's effectiveness every year and report any areas of enhancement required to the Board.

9.4. Develop, implement, and review policies consistent with delegations of the Board. The following policies are reserved for the Audit & Risk Committee's approval:

- Anti-Fraud, Anti-Corruption and Anti-Bribery Policy
- Anti-Money Laundering Policy
- Data Governance Policy
- Data Protection Policy
- ICT Acceptable Use Policy
- Whistleblowing Policy & Speak Up Arrangements.

9.5. Monitor the effectiveness of ForHousing's procurement arrangements including oversight of contractor exposure. Receive reports on regulatory assurance and oversight of the organisation's supply chain.

9.6. Ensure that all the Committee's considerations align with the organisation's Inclusive Decision-Making Framework

9.7. Obtain, at the organisation's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so. This advice can be arranged by the Company Secretary.

## B3 - Homes Committee (HC)

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|---|---|
| **Membership** | A minimum membership of four consisting of:<br>• At least three ForHousing Board Members<br>• The Committee may appoint Independent Members(s)<br>• An Executive Director may not be a member of this Committee |
| **Attendees** | • Executive Director of Compliance and Projects<br>• Executive Director of Investment and Growth<br>• Executive Director of Finance or their nominated deputy<br>• Director of Development<br>• Director of ForLiving<br>• Director of Neighbourhoods<br>• Director of Assets & Sustainability<br>• Director of Safe Homes<br>• Company Secretary or their nominated deputy<br>Other individuals and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. This is at the discretion of the Committee. |
| **Chair** | Must be a Non-Executive member of the Board.<br>The Chair of the ForHousing Board may not be the Homes Committee Chair. |
| **Quorum & Voting** | Three Committee members, at least two of whom must be ForHousing Board Members.<br>On any vote of the Committee the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | The Chair of the Homes Committee will provide a written report on Committee activity to each subsequent quarterly meeting of the Board.<br>Minutes of Homes Committee meetings will be made available to Board Members via the Board portal.<br>An annual summary report of the Committee's activities and decisions will be provided to the Board. |
| **Appointment** | By the ForHousing Board. |
| **Frequency of Meetings** | At least four meetings per year. |
| **Accountability** | ForHousing Board. |

**PURPOSE**

To ensure the delivery of the development and asset management programmes and oversee performance against strategic and business plan objectives.

To ensure the delivery of ForHousing's energy efficiency and decarbonisation targets for existing homes.

To ensure full landlord compliance with regulatory and building safety standards is maintained.

To approve contracts for development and regeneration schemes in line with ForHousing's scheme of delegations.

To hold the organisation to account on performance against agreed metrics, including the requirements of the Consumer Standards, Housing Ombudsman Service, Code of Conduct and Tenant Satisfaction Measures.

To ensure that tenants are placed at the heart of the organisation's ethos, decisions, objectives and operations.

**MAIN RESPONSIBILITIES**

**1. Strategy**

1.1. Support the development of, review and consider any changes to the Homes Strategy and recommend the Homes Strategy to the ForHousing Board for approval.

1.2. Receive regular reporting against the performance of the Homes Strategy.

1.3. Annually review and update the development matrix to ensure ForHousing's development activities meet strategic priorities.

1.4. Set delivery targets and associated KPIs for new homes, planned investment, maintenance and compliance activities.

1.5. Provide assurance to the ForHousing Board that homes are safe, well maintained, sustainable and affordable for tenants.

1.6. Provide assurance that the Board's stated risk appetite related to development, compliance, sustainability, maintenance and commercial activity is being met.

1.7. Ensure that ForHousing applies a holistic approach that informs and directs new build, growth, stock investment and rationalisation activities in each operating area to meet the long-term housing needs of communities.

**2. Development**

2.1. Approve and annually review appraisal assumptions for the development of new homes and monitor compliance against these.

2.2. Review the performance of completed development schemes and ensure this intelligence feeds back into the review of appraisal assumptions.

2.3. Annual review of the Design Guide and Employer's Requirements.

2.4. Approve new build affordable housing schemes up to a value of £20m.

2.5. Review new build affordable housing schemes over a value of £20m for onward recommendation to the Board for approval.

2.6. Review any proposals related to commercial development opportunities for onward recommendation to the Board for approval.

2.7. Consider and approve any cost increases / overruns of total scheme costs / abortive fees at risk in line with the Financial Regulations.

2.8. Approve land acquisitions up to £2m. Anything above £2m requires a recommendation to the Board for approval.

2.9. Oversee land holdings and impairment risk to ensure the aggregate value remains within approved thresholds.

**3. Asset Management**

3.1. Approve the annual capital programme (including decarbonisation works) and oversee delivery.

3.2. Oversee the repairs and maintenance contract and its performance (including in relation to addressing damp & mould).

3.3. Consider stock appraisals in line with the annual minimum 20% policy position.

3.4. Review and approve any regeneration proposals up to a value of £3m and ensure the needs and views of affected tenants are addressed. Anything over the value of £3m requires a recommendation to the Board for approval.

3.5. Ensure ForHousing homes are safe and support wellbeing from a tenant's perspective and including the provision of an Annual Fire Safety Assurance Report to be considered by the Board.

3.6. Evaluate and approve any proposed disposal of land or fixed assets up to a value of £250,000, ensuring that such decisions are in ForHousing's best interests. Any approvals over £250,000 require a recommendation to the Board for approval.

3.7. Approve and oversee the effectiveness of the Void Standard.

3.8. Approve disposals of properties/schemes as defined in the Financial Regulations. Where the value exceeds this and/or where decants of 20 homes or more are required in one transaction, a recommendation will be made to the Board for approval.

**4. Environmental, Social and Governance (ESG)**

4.1. Develop and set delivery targets and associated KPIs aligned to the Sustainability Reporting Standard for Social Housing (SRS).

4.2. Monitor ESG outcomes relating to the Committee's areas of responsibility and recommend adjustments to organisational policy as appropriate.

4.3. Monitor performance against Tenant Satisfaction Measures relating to the Committee's area of responsibility and ensure associated insight is fed into improvement actions.

4.4. Ensure the ForHousing sustainability approach can be achieved in the long-term.

**5. Other**

5.1. In association with the Audit & Risk Committee monitor and update enterprise and emerging risks associated with the responsibilities of the Committee..

5.2. Ensure that regulatory returns and audits required within the Committee's area of responsibility are assured and progressed in a timely manner and receive any grant conditions and associated audits.

5.3. Monitor the effectiveness of Building Safety Initiatives, Landlord compliance (including damp and mould), and of the Development and the Health and Safety Frameworks.

5.4. Monitor compliance with the Safety & Quality Standard and provide assurance to the Board.

5.5. Ensure that all the Committee's considerations align with the organisation's Inclusive Decision-Making Framework.

5.6. Review the Committee's effectiveness every year and report any areas of enhancement required to the Board.

5.7. Consider outcomes and recommendations from Internal Audit reports associated with Homes related activities.

5.8. Develop, implement and review policies consistent with delegations of the Board. The following policies are reserved for the Homes Committee's approval:

- Asset Management Policy
- Disposals Policy
- Building Safety Policy
- Damp & Mould Policy
- Electrical Safety Policy
- Fire Safety Policy
- Gas Safety Policy
- Lift Safety Policy
- Legionella Control & Water Hygiene Policy
- Asbestos Policy & Management Plan
- Stock Appraisal Policy
- Environmental Policy

5.9. Obtain, at the organisation's expense, independent legal or other professional advice on any matter it believes it necessary to do so. This advice can be arranged by the Company Secretary.

# B4 - People & Culture Committee (PACC)

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|---|---|
| **Membership** | A minimum of 3 ForHousing Board Members.<br>• The Chief Executive Officer may not be a member.<br>• The Committee may appoint Independent Members |
| **Attendees** | • Deputy CEO<br>• Company Secretary or nominated deputy<br>• Director of People<br>• Director of Strategy, Communication & EDI<br>Other individuals and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. This is at the discretion of the Committee. |
| **Chair** | Must be a Non-Executive member of the Board (cannot be the Chair of the Board). |
| **Quorum & Voting** | Three Committee members, at least two of whom must be ForHousing Board Members.<br>On any vote of the Committee the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | The Chair of PACC will provide a verbal or written report on Committee activity to each quarterly meeting of the Board.<br>Minutes of PACC meetings will be made available to Board Members via the Board portal.<br>An annual summary report of the Committee's activities and decisions will be provided to the Board. |
| **Appointment** | By the ForHousing Board. |
| **Frequency of Meetings** | At least four meetings per year. |
| **Accountability** | ForHousing Board. |

**PURPOSE**

To approve and monitor ForHousing's organisational approach to people and reward.

To ensure the appropriate arrangements are in place for the recruitment, retention and remuneration of the Chief Executive, Executive Directors, Chair of the Board, Non-Executive and Independent Directors.

To be responsible for nominations and succession planning for the Chief Executive, Chair of the Board and Non-Executive Directors, ensuring there is a smooth transition between retirements and appointments.

To maintain oversight of the organisation's approach to equity and diversity to ensure a fair, open, respectful and inclusive culture.

To ensure that tenants are at the heart of the Committee's ethos, decisions, objectives and operations.

## MAIN RESPONSIBILITIES

### 1. Remuneration

Board Pay and Expenses

1.1. Review Board pay levels at least every three years using external benchmarking and consultancy and recommend any changes to the Board for approval. In line with the NHF Code of Governance (2020) such payments must be:

- Permitted by law and by ForHousing's constitution;
- Agreed by the Board as being in the best interests of the organisation;
- Aligned with ForHousing's social purpose and wider reputation;
- Proportionate to ForHousing's size, complexity, level of risk and resources;
- Linked to the role's responsibilities, against which performance is reviewed;
- Regularly reviewed, drawing on external advice as necessary; and
- Disclosed in the organisation's annual financial statements.

Colleague Pay and Conditions

1.3. Recommend the total cost of the individual remuneration packages of each Executive Director and the Chief Executive to the Board for approval.

1.4. Carry out pay level benchmarking at least every three years, for the Chief Executive and Executive Directors, against peers or other relevant sectors/organisations to ensure remuneration levels remain appropriate and competitive. The Executive Management Team is responsible for benchmarking colleague remuneration levels.

1.5. Review proposals to alter terms and conditions of service which will substantially affect colleagues employed by the organisation and make recommendations to the Board as necessary.

1.6. Receive, review and approve annual reporting on Gender Pay Gap, Ethnicity Pay Gap, and Disability Pay Gap and associated action plans.

1.7. Review proposals for any changes in the pensions offering, in association with the Audit & Risk Committee, and make recommendations to the Board for approval as appropriate.

1.8. Provide oversight of all ForHousing bonus payments and approve any discretionary bonus that is above 10% of basic pay.

1.9. Recommend the Code of Conduct to the Board for approval.

## 2. Nominations

Board Composition

2.1. Recommend the Board and Committee membership to the Board for approval.

2.2. Review the composition of the Board and Committees to ensure its members have the appropriate skills, competencies and diversity and recommend any changes to the Board for approval.

2.3. Oversee the recruitment and selection process for Non-Executive Directors.

2.4. Recommend to the Board for approval the appointment of the Chief Executive Officer and the Company Secretary.

2.5. Recommend to the Board the removal of the Chief Executive Officer and the Company Secretary.

2.6. Review any significant changes to the induction arrangements made for new Board members.

2.7. Advise the Board on succession arrangements for the Chair of the Board, Non-Executive Directors and members of the Committees.

2.8. Recommend to the Board for approval the reappointment of any Non-Executive Director at the end of their term.

Board Performance

2.9. Conduct the appraisal of the Chair of the Board in conjunction with the Senior Independent Director. In considering the Chair's performance, the Senior Independent Director is responsible for convening a meeting with all Non-Executive Directors (without the Chair present) to consider the Chair's performance as a collective and present the outcomes to the Committee.

2.10. Receive the outcome of the annual Non-Executive Director appraisals conducted by the Chair, including a summary of the objectives set.

2.11. Approve the scope of the Governance and Board/Committee Effectiveness Reviews, including the process for the appointment of the independent consultants; such reviews must be carried out independently at least every 3 years; in intervening years these may be carried out internally.

2.12. Review the results of the Board and Committee Effectiveness Review (including its own effectiveness) and make recommendations to the Board.

2.13. Approve the Board's ongoing training programme and development opportunities, including any needs identified through the Board appraisal process.

People

2.14. Receive the outcome of the annual Chief Executive's appraisal conducted by the Chair, including a summary of the objectives set.

2.15. Support the talent mapping of the Executive Management Team, as required, and receive updates on the recruitment requirements and processes for Executive Management Team members.

2.16. Review and recommend any Executive Management Team restructure (fundamentally changing the role, responsibilities, or reporting lines of two or more colleagues within the team) to the Board for approval, including supporting the Chief Executive in monitoring the bandwidth and wellbeing of the Executive Management Team.

2.17. Support the development of, review and consider any changes to the people and culture related elements of the Resources Strategy and recommend to the ForHousing Board for approval.

2.18. Receive regular performance reporting against the people and culture related elements of the Resources Strategy.

2.19. Receive regular reports on people performance matters such as colleague absence, wellbeing, turnover, culture and colleague satisfaction, including EDI information, and make recommendations to the Board as appropriate.

2.20. Monitor relevant performance against the Health & Safety Policy and inform the Audit & Risk Committee of any concerns.

2.21. Take responsibility for any investigations into the Chief Executive, Executive Directors, Company Secretary, the Chair, Non-Executive Directors, and Independent and Co-opted Members and make any recommendations to the Board for consideration.

2.22. Review any potential or actual breaches of the Code of Conduct in relation to members of the Executive Management Team, the Chair, Non-Executive Directors, and Independent and Co-opted Members, and make recommendations to the Board as appropriate.

2.23. Consider any proposal by senior colleagues (Head of Service, Director, Executive Director) who may be considering running for political office and make recommendations to the Board as appropriate.

2.24. Contribute to colleague engagement channels as appropriate.

Termination

2.25. Oversee employment tribunal applications by the Senior Leadership and Executive Management Team members, ensuring compliance with the Disciplinary and Grievance policies and procedures.

2.26. Provide oversight of all ForHousing redundancy payments and approve any enhanced redundancy payment greater than two months' basic pay, and any redundancy payment where the payback period is greater than 12 months.

2.27. Provide oversight of all ForHousing settlement agreements and compensation (such as injury to feelings) and approve any payment for these greater than two months' gross pay. (Authority is delegated to Officers for settlement and compensation payments of up to two months' gross pay.)

2.28. Recommend to the Board for approval any non-contractual payments relating to the Chief Executive Officer, Executive Directors, Chair, Non-Executive Directors, and Independent and Co-opted Members.

**3. Culture**

3.1. Ensure there are fair processes and procedures in place in relation to equality, diversity, and inclusion across the organisation.

3.2. Monitor EDI performance by identifying and understanding any disparity across people-related measures and monitoring effectiveness of agreed actions.

3.3. Monitor compliance with the organisation's values and behaviours with a focus on colleague wellbeing.

3.4. Review Environmental, Social & Governance (ESG) outcomes relating to the Committee's areas of responsibility and recommend adjustments to organisational policy as appropriate.

**4. Other**

4.1. In association with the Audit and Risk Committee, monitor and update enterprise and emerging risks associated with the responsibilities of this Committee.

4.2. Develop, implement and review policies consistent with delegations of the Board.

4.3. The following policies are reserved for the Committee's onward recommendation to the ForHousing Board for approval:

- Board and Committee Member Appraisal Policy
- Board and Committee Member Expenses Policy
- Board and Committee Recruitment, Induction and Succession Policy
- Board and Committee Remuneration Policy
- Code of Conduct
- Code of Governance
- Equity, Diversity & Inclusion Policy
- Pay Policy

4.4. Ensure that all the Committee's considerations align with the organisation's Inclusive Decision-Making Framework.

4.5. Obtain, at the organisation's expense, independent legal or other professional advice on any matter it believes it necessary to do so. This can be arranged by the Company Secretary.

# B5 - Customer Committee (CC)

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| **Membership** | A minimum of 5 and a maximum of 15 members.<br>• At least 3 ForHousing Board Members<br>• Up to 10 Independent members who are customers, councillors or community volunteers.<br>• Executive Directors may not be a member of this committee. |
| **Attendees** | • Deputy Chief Executive Officer or their nominated deputy<br>• Executive Director - Customer<br>• Head of Community and Tenant Involvement<br>• Director of Neighbourhoods<br>• Director of Central Services<br>• Company Secretary or their nominated deputy<br>Other individuals and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary. This is at the discretion of the Committee. |
| **Chair** | Must be a Non-Executive member of the Board. The Chair of the Customer Committee will be the appointed Complaints Lead for the Board.<br>The Chair of the ForHousing Board may not be the Customer Committee Chair. |
| **Quorum & Voting** | Four Committee members, at least two of whom must be ForHousing Board Members.<br>On any vote of the Committee the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | The Chair of the Customer Committee will provide a written report on Committee activity to each quarterly meeting of the Board.<br>Minutes of Customer Committee meetings will be made available to Board Members via the Board portal.<br>An annual summary report of the Committee's activities and decisions will be provided to the Board. |
| **Appointment** | By the ForHousing Board. |
| **Frequency of Meetings** | At least four meetings per year. |
| **Accountability** | ForHousing Board. |

**PURPOSE**

To oversee the delivery of ForHousing's strategic objective to provide customer focused and equitable services.

To support the Board in its discharge of duties in relation to accountability to the customer and placing the customer at the heart of everything ForHousing does.

To oversee, influence and support the delivery of services to customers and to guide the organisation in the design of services which are fit for purpose.

To hold the organisation to account on performance against agreed metrics, including the requirements of the Consumer Standards, Housing Ombudsman Service Code of Conduct and Tenant Satisfaction Measures.

**MAIN RESPONSIBILITIES**

**1. Strategy**

1.1. Support the development of, and review and consider any changes to the Customer Strategy.

1.2. Approve the annual end of year Customer Strategy report.

1.3. Regularly review customer feedback and insight about what it's like to live in ForHousing homes and communities and use this insight to help inform and shape current and future services.

**2. Insight and Customer Voice**

2.1. Monitor customer satisfaction against the approved measures, including performance against the Tenant Satisfaction Measures and provide assurance to the Board.

2.2. Oversee and work alongside the tenant engagement structure to provide assurance to the ForHousing Board that all improvement activity is co-designed and influenced by the tenant's voice, feedback and / or insight.

2.3. Oversee the delivery of the requirements of the Together with Tenants Charter and approve any changes to the Charter.

2.4. Monitor that service delivery performance results meet the required Regulator of Social Housing Consumer Standards, Tenant Satisfaction Measures and strategic objectives.

2.5. Provide assurance to the Board that compliance with Consumer Standards and Housing Ombudsman Service Code of Conduct is being achieved.

2.6. Review routine reports analysing performance, including Complaints and Housing Ombudsman cases, ensuring that we are effectively using insight and learning to inform preventative actions to improve performance, and oversee any improvement activity.

2.7. Review the effectiveness of key customer communications, such as annual rent increase letters.

2.8. Review and challenge the outcomes of the LiveWell fund and any other significant wellbeing initiatives ensuring value for money is clear and being achieved.

2.9. Review and provide assurance to the Board that wellbeing activities are delivering outcomes to ForHousing communities as expected.

## 3. Scrutiny Group

3.1. Receive Scrutiny Group reports, including recommendations in line with its findings relating to performance and service delivery scrutiny.

3.2. In conjunction with the Audit and Risk Committee, monitor progress against the recommendations set out in the Scrutiny Group reviews.

3.3. Approve the Scrutiny Group's annual workplan.

3.4. Regularly review the operation and effectiveness of the tenant scrutiny function.

## 4. Environmental, Social and Governance (ESG)

4.1. Review ESG outcomes relating to the Committee's area of responsibility and recommend adjustments to organisational policy as appropriate.

## 5. Other

5.1. In association with the Audit and Risk Committee monitor and update enterprise and emerging risks associated with the responsibilities of the Committee.

5.2. Approve the annual LiveWell Assessment Report, the HOS Code of Conduct annual submission and Consumer Standards Annual Review.

5.3. Approve the Complaints and Compensation Policies.

5.4. Monitor sector best practice and learning from other organisations, including Housing Ombudsman publications and reports.

5.5. Ensure that all the Committee's considerations align with the organisation's Inclusive Decision-Making Framework.

5.6. Review the Committee's effectiveness every year and report any areas of enhancement required to the Board.

5.7. Develop, implement and review policies consistent with delegations of the Board.

5.8. Obtain, at the organisation's expense, independent legal or other professional advice on any matter it believes it necessary to do so. This advice can be arranged by the Company Secretary.

# B6 – Executive Management Team (EMT)

| | |
|---|---|
| **Membership** | Chief Executive Officer and Executive Directors. |
| **Attendees** | • Regional Director<br>• Finance Director<br>• Directors and officers as required |
| **Chair** | Chief Executive Officer or their nominated substitute, who must be drawn from the Executive Management Team membership. |
| **Quorum & Voting** | Four.<br>On any vote of the Committee the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | Ensure the ForHousing Board is informed of the business of the Executive Management Team and that minutes are available for review upon request. |
| **Appointment** | • The CEO is appointed by the Board.<br>• The Group Company Secretary is appointed by the Board.<br>• Executive Directors are appointed by the CEO.<br>• All Executive recruitment processes are supported by the People & Culture Committee |
| **Frequency of Meetings** | Monthly or as and when required. |
| **Accountability** | ForHousing Board. |

## PURPOSE

To ensure effective direction of and assurance to the Board for all operations, within a coherent strategic framework.

To provide effective leadership to management and staff.

## MAIN RESPONSIBILITIES

### 1. Strategy

1.1. Continually scan the operating environment, alerting the Board to opportunities and threats and recommending appropriate strategy to ensure the Group achieves its strategic objectives.

1.2. Draft, review and make recommendations for the Strategy and supporting Strategies, budgets and Business Plans, and oversee their delivery including:

- recommending the proposed Business Plan to the Board;
- recommending the proposed annual budget to the Board;
- annually reviewing the organisation's Strategy and supporting strategies recommending changes to the Board;

- ensuring the correct resources are in place to deliver the organisation's plans and strategies;
- marketing the organisation, its products and services;
- benchmarking to drive performance improvement;
- setting clear, measurable targets and objectives;
- overseeing arrangements for stakeholder management.

## 2. Performance

2.1. Monitor the organisation's performance and receive regular reports, analysis and insight including:

- management accounts and key financial activity;
- progress against all strategic measures;
- progress against value for money metrics;
- Complaints and disrepairs;
- assurance that regulatory and statutory expectations are met;
- Health & Safety and Fire Safety assurance reports;

and provide reports to the Board and its Committees as required.

2.2. Receive reports regarding pensions arrangements, performance and strategy, reporting up to Committees or the Board where required.

## 3. Internal Controls and Risk

3.1. Ensure that robust internal controls are in place. Provide assurance to the Audit & Risk Committee and the Board on the effective operation of internal controls at least annually.

3.2. Ensure that an appropriate risk management framework and risk registers are in place and managed effectively.

3.3. Review enterprise risks regularly to identify new and emerging risks and ensure effective controls are in place.

3.4. Ensure suitable internal audit arrangements are in place and oversee the implementation of the approved Internal Audit Programme, monitoring that actions are addressed.

3.5. Provide assurance to the Audit & Risk Committee that business continuity plans are in place.

## 4. Governance and Compliance

4.1. Receive reports on health and safety and fire safety compliance matters.

4.2. Review and recommend to the Audit & Risk Committee the annual renewal of insurances ensuring adequate cover and that arrangements are cost effective and provide value for money.

4.3. Receive reports on insurance matters and refer high level insurance claims to the Audit & Risk Committee on a quarterly basis.

4.4. Ensure compliance with policies and procedures, including conduct and probity policies.

4.5. Receive reports on regulatory, compliance, legal, breaches or governance matters.

4.6. Instigate any legal or formal proceedings required on behalf of ForHousing, reporting to the Audit & Risk Committee and, if required, the Board.

4.7. Consider reports on whistleblowing, fraud or loss and refer these up to Committees or the Board where appropriate.

4.8. Notify the People & Culture Committee of all ForHousing redundancy payments and settlement agreements. The Executive Management Team may approve any enhanced redundancy payment of less than two months' basic pay, any redundancy payment where the payback period is less than 12 months, and any settlement payment of up to two months' gross pay.

4.9. Respond to consultations from statutory, regulatory or other bodies on matters which impact the organisation and/or its customers ensuring appropriate Committee or Board input where necessary.

4.10. Recommend the Standing Orders and Financial Regulations to the Audit & Risk Committee for scrutiny and onward recommendation to the Board for final approval.

4.11. Review the Executive Management Team's effectiveness every year and report any areas of enhancement required to the Board.

## 5. Policies

5.1. Develop, implement and review a policy and procedure framework consistent with delegations from the Board.

## 6. Resourcing

6.1. Ensure capacity to deliver projects and approve resource re-allocation as required.

6.2. Ensure that appropriate succession plans are in place for senior management.

6.3. Recommend to the People & Culture Committee any major changes to the staff Recognition and Reward framework and any major review of staff terms and conditions.

6.4. Annually review and approve the reward package for staff within agreed budgets and provide the People & Culture Committee with an overview of its decision.

6.5. Carry out benchmarking for staff against peers or other relevant sectors / organisations to ensure remuneration levels remain appropriate and competitive.

6.6. Oversee the work of any applicable operational committees and task & finish groups that report into the Executive and periodically review their remits and effectiveness, and approve their terms of reference and membership.

## 7. Development & Assets

7.1. Approve the major works programme for inclusion in the Financial Plan.

## 8. Equity, Diversity & Inclusion

8.1. Ensure, in conjunction with the People & Culture Committee, that the principles of the ForHousing EDI Policy and Framework are applied to all of the organisation's activities and regularly review data and business insights to consider the continued positive impact and appropriateness of decisions made.

# B7 – ForLiving Board (FL Board)

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|---|---|
| **Membership** | A minimum of three Non-Executive Board members. |
| **Attendees** | • Deputy Chief Executive<br>• Executive Director of Compliance & Projects<br>• Executive Director of Investment & Growth<br>• Director of ForLiving<br>• Director of Development<br>• Executive Director of Finance or their nominated deputy<br>• Company Secretary or their nominated deputy |
| **Chair** | Must be a Non-Executive Member of the Board (cannot be the Chair of the ForHousing Board). |
| **Quorum and Voting** | Two Non-Executive Members shall form a quorum.<br>On any vote of the ForLiving Board, the majority shall prevail. In the event of an equality of votes the Chair shall hold the casting vote. |
| **Reporting** | The Chair of FL Board will provide a verbal or written report on Board activity to each meeting of the ForHousing Board following a FL Board meeting.<br>Minutes of FL Board meetings will be made available to ForHousing Board Members via the Board portal.<br>An annual summary report of ForLiving's activities and decisions will be provided to the ForHousing Board. |
| **Appointment** | By the ForHousing Board in their role as Shareholder. |
| **Frequency of meetings** | At least two meetings a year. |
| **Accountability** | ForHousing Board |

## PURPOSE

ForLiving will provide high quality management of private sector homes and commercial properties which return profits to ForHousing, to support its social values.

## MAIN RESPONSIBILITIES

ForLiving's Board has been given delegated authority by its Parent to carry out the following duties and responsibilities:

**1.** The ForLiving Board shall monitor, consider and make recommendations to the ForHousing Board on its performance both financially and operationally, the application of the risk strategy, and the consideration of new business activity.

**2.** The ForLiving Board may also consider and approve specified activity on behalf of, and delegated by, the ForHousing Board.

**3.** The ForLiving Board shall review, approve and challenge where necessary:

- The management and control of risks in relation to developing and managing commercial properties and performance against the golden rules.
- The financial and operational performance of ForLiving in respect of the development and letting/sale of Market Rent, Shared Ownership and Outright Market Sale properties.
- The overall financial performance of ForLiving in generating and maximising profits to reinvest in the social activities of ForHousing.

**4.** The ForLiving Board shall provide information on approvals and make recommendations to the ForHousing Board on any area within its remit it deems appropriate, or where action or improvement is needed, or where significant risks or opportunities have been identified by the Board.

**5. Environmental, Social and Governance (ESG)**

5.1. Develop and set delivery targets and associated KPIs aligned to the Sustainability Reporting Standard for Social Housing (SRS).

5.2. Monitor ESG outcomes relating to the ForLiving's areas of responsibility and recommend adjustments to organisational policy as appropriate.

5.3. Monitor performance against Tenant Satisfaction Measures (TSMs) relating to the Board's area of responsibility and ensure associated insight is fed into improvement actions.

5.4. Ensure the ForHousing sustainability approach can be achieved in the long-term.

**6. Other**

6.1. Ensure that all the ForLiving Board's considerations align with the organisation's Inclusive Decision-Making Framework.

6.2. Review the ForLiving Board's effectiveness every year and report any areas of enhancement required to the ForHousing Board.

6.3. Consider outcomes and recommendations from Internal Audit reports associated with ForLiving related activities.

6.4. Develop, implement and review policies consistent with delegations of the ForHousing Board.

6.5. Obtain, at ForHousing's expense, independent legal or other professional advice on any matter it believes it necessary to do so. This advice can be arranged by the Company Secretary.

## B8 Subsidiary Entities

The FH Board receives an annual assurance report in relation to the financial statements for the following subsidiaries:

- ForCapital Limited
- ForHousing DevCo Limited
- ForLiving Limited

These subsidiaries meet to approve the financial statements and report to the FH Board. The Board determines the membership for these subsidiary entities and the Company Secretary can be contacted to provide further information.

## B9 Executive Management Team Operational Committees and Task & Finish Groups

The Executive Management Team has the authority to delegate its business to sub-committees or task and finish groups; the terms of reference for the sub-committees can be requested from the Governance Team.

# Annex C

# Schedule of Delegated Authority to Execute Deeds and to Attest the Company Seal

| | |
|---|---|
| C1 | Any document requiring execution as a deed and the Seal attested requires two authorised signatures. For all companies, any two from this list can be used:<br>• Any Executive Director (including any interim Executive Director)<br>• Company Secretary or Deputy Company Secretary<br>• Any 'Director of' |
| C2 | Documents that require a seal include but are not limited to:<br>• Appointment of consultants and employer's agents (where 3rd parties are accepting responsibility for the performance of a developer/contractor) wayleaves, any grant of easement, right of way.<br>• Capital Grant Agreement<br>• Collateral Warranty<br>• Deed of Charge<br>• Deed of Grant (to utility companies in respect of services)<br>• Deed of Novation / Rectification<br>• Deed of Postponement<br>• Development Agreements<br>• Disposals of small parcels of land<br>• HomeBuy Deed<br>• Leases / Variations for individual homes (including shared ownership)<br>• Licence Agreements / Service Level Agreements / Individual Service Contracts / Variation to<br>• Performance Bonds<br>• Property acquisitions<br>• Re-mortgage/Further Borrowing /Staircasing/Flexible Tenure Deed of Covenant – individual homeowners Land Transfers of property between Group Companies<br>• S106 agreements/ related documents<br>• Standards Contracts / Interim Service Contracts / Surrender of a lease<br>• Standstill Agreements<br>• Any property contract which requires to be entered into a deed<br>• Any other document as required to be entered into as a deed at the discretion of the Association |
| C3 | Documents listed in C2 above that are drafted as contracts but do NOT require the Company Seal:<br>Any one of the above signatories listed in C1 above may execute (sign), subject to the contract having been properly approved as required by the Financial Regulations and/or Procurement Policy. |