



# **Newark and Sherwood Homes**

## **Governance Guide**

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## **Newark and Sherwood Homes Limited – Governance Guide**

### **Section One**

#### **The Board – Terms of Reference of the Board**

1. The duty of the Board is to add value to Newark and Sherwood Homes, enabling it to deliver decent homes, sustainable communities and service improvements. It does this by providing a framework of good governance within which the organisation can thrive and grow.

The Board has ultimate responsibility for the governance practice of Newark and Sherwood Homes. The Board's central role is to direct the organisation's work - that is to determine strategic direction, deliver the terms of the management agreement, and approve overall expenditure and policies.

The Board should:

- ❑ Set the vision – where does the organisation want to operate or what does the organisation want to do
  - ❑ Set the objectives - the stages for reaching the vision
  - ❑ Define the strategy – the details of how the organisation will deliver the objectives
  - ❑ Define the core values – how should the organisation act and behave
2. Management, that is the implementation, of the above, should be delegated to paid staff.
3. The Board must provide active leadership in carrying out this role. All Board members should take collective responsibility for decisions made by the Board. Each member should act only in the interests of Newark and Sherwood Homes and not on behalf of any constituency or interest group.
4. To discharge their responsibilities for the direction of Newark and Sherwood Homes, Board members should have or acquire a diverse range of skills, competencies and experience. These should cover the following broad areas:
  - working as an effective team to take strategic decisions for social outcomes;
  - direct knowledge of the needs and aspirations of the communities and people served;
  - general business, financial and management skills;

- other relevant skills, such as legal, property, development, and public affairs
5. Each Board member will be given a formal letter specifying the Board member's obligations and a copy of the Code of Conduct and should sign a copy of the code to indicate acceptance.
  6. The Board should regularly review the effectiveness of its own Governance arrangements. A checklist is provided as an annexe, in this Governance Guide.

## **Duties of the Board**

The duties of the Newark and Sherwood Homes Board are to:-

1. Define and ensure compliance with the values and objectives of Newark and Sherwood Homes
2. Agree the annual Delivery Plan with Newark & Sherwood District Council
3. Establish policies and plans to achieve the Delivery Plan and meet the agreed objectives and/or targets
4. Approve each year's budget and accounts prior to publication
5. Establish and oversee a framework of delegation and systems of control
6. Agree policies and make decisions on all matters that might create significant financial or other risk to Newark and Sherwood Homes, or which raise material issues of principle
7. Monitor Newark and Sherwood Homes' performance in relation to these plans, budgets, controls and decisions taking decisive action to correct under performance and to achieve continuous improvement.
8. Appoint (review the performance of, and if necessary, dismiss) the Chief Executive; and
9. Satisfy itself that Newark and Sherwood Homes' affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety.

### **Functions of the Board**

1. Ensure compliance with the Memorandum and Articles of Association.
2. Ensure the affairs of Newark and Sherwood Homes are conducted lawfully and ethically and within the terms of its constitution.
3. Ensure compliance with the Management Agreement between Newark and Sherwood Homes and Newark & Sherwood District Council.
4. Define and ensure compliance with the delivery plan through the agreement of:
  - Policies for action
  - Budgets
  - A framework of delegation and system control including performance monitoring
5. Ensure arrangements are in place for urgent decisions to be made in between meetings.
6. Appoint the Chief Executive and the Company Secretary.

### **Purpose of the Board**

To lead and direct the affairs of Newark and Sherwood Homes ensuring that the management is effectively delegated and carried out by the Chief Executive and his/her staff.

**Newark and Sherwood Homes Board Member (Executive Director) – Role Description**

The role of an Executive Director on Newark and Sherwood Homes Board is to:

1. Support the vision and values of Newark and Sherwood Homes
2. Exercise care and skill in carrying out their functions (as set out in the Memorandum and Articles of Association).
3. Identify personal training and development needs, seek opportunities for development and attending appropriate training events.
4. Give time and positive support to the development and management of Newark and Sherwood Homes.
5. Ensure personal interests do not come into conflict with the responsibilities of a Board member.
6. Sign and adhere to Newark and Sherwood Homes' Code of Conduct.
7. Constructively challenge and contribute to the development of strategy.
8. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
9. Satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible.
10. Determine appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and when necessary removing, senior management and in succession planning.
11. Ensure the Board acts in the best interests of the organisation with regard to the interest of tenants, leaseholders and the local community and not act in representation of any particular constituency or interest, political or personal.
12. Collectively as a Board to ensure the interests of tenants, leaseholders and the community remain at the heart of its discussions.
13. Collectively as a Board in carving out these responsibilities within this role to ultimately be accountable to Newark & Sherwood District Council.

14. Accept collective responsibility for decisions made by the Board.

**Chairman of Newark and Sherwood Homes – Role Description**

The Chair of Newark and Sherwood Homes has a role in addition to other general Board member responsibilities.

1. Ensure efficient conduct of Board business and General Meetings ensuring the appropriate involvement of all Board members.
2. Establish a constructive working relationship and provide support to the management executive.
3. Carry out annual appraisal of Board members in conjunction with the Chief Executive.
4. Carry out annual appraisal of the Chief Executive.
5. Where delegated by the Board to take urgent decisions in between meetings considering advice of the Chief Executive and consulting with Board members as appropriate.
6. Ensure the Board receives professional advice, if necessary from external organisations or advisers.
7. Maintain an overview of the composition of the Board recommending action to remedy deficiencies.
8. To represent Newark and Sherwood Homes as appropriate.
9. To meet with Newark & Sherwood District Council's Leader and Portfolio Holder or their representatives as appropriate.

**Newark and Sherwood Homes Chair of the Board – Person Specification**

	Essential	Desirable
<p><b>Commitment</b></p> <ul style="list-style-type: none"> <li>❑ Newark and Sherwood Homes' vision and values</li> </ul>	✓	
<p><b>Experience</b></p> <ul style="list-style-type: none"> <li>❑ Significant involvement in public service/people centred organisations</li> <li>❑ Chairing groups of people</li> <li>❑ Managing large organisations</li> <li>❑ Delivery of large scale projects/programmes</li> </ul>	✓ ✓ ✓	✓
<p><b>Knowledge and skills</b></p> <ul style="list-style-type: none"> <li>❑ Social housing</li> <li>❑ Leadership</li> <li>❑ Ability to chair meetings impartially, encourage all participants to make a contribution and to reach consensus</li> <li>❑ Listening and verbal communication skills</li> <li>❑ Good grasp of strategy and ability to delegate</li> <li>❑ Ability to manage personal and corporate relationships</li> <li>❑ Ability to display energy and confidence in public</li> <li>❑ Effective networking skills and the ability to build partnerships and alliances</li> <li>❑ Ability to be focussed and delegate</li> <li>❑ Team building skills</li> <li>❑ Company law</li> <li>❑ Awareness of what an ALMO is and its purpose</li> </ul>	✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓	✓         ✓
<p><b>Circumstances</b></p> <ul style="list-style-type: none"> <li>❑ Time to attend Board meetings, training, informal meetings and events</li> </ul>	✓	
<p><b>Others</b></p> <ul style="list-style-type: none"> <li>❑ Commitment to Equal Opportunities</li> <li>❑ Commitment to customer care and excellence in service delivery</li> </ul>	✓ ✓	

**Newark and Sherwood Homes – Tenant Board Member / Leaseholder Co-optees of the Board**

1. The establishment of Newark and Sherwood Homes has created a new dynamic relationship between Newark & Sherwood District Council and its tenants and leaseholders and tenants' representatives in particular. For tenant Board members and leaseholder co-optees this has changed from "the Councils must" to "we must". Therefore, being a tenant representative is very different from being a tenant board member or a leaseholder co-optees.
2. The Management Agreement signed by the Board includes responsibilities for service delivery and for the Tenant Compact. The relationship between tenants/leaseholder representatives and Newark and Sherwood Homes may be a partnership, but clarity is needed over the responsibilities and duties of each partner.
3. The Memorandum and Articles of Association of Newark and Sherwood Homes will define the responsibilities of Board members including tenant Board members and leaseholder co-optees. On the Board all members are equal and do not represent any particular constituency or interest. As a Company Executive Director, Board members must vote in the best interest of Newark and Sherwood Homes. Co-optees will not be entitled to vote. In reaching decisions at Board meetings the Board member must vote in the best interests of Newark and Sherwood Homes. Tenant board members and leaseholder co-optees can raise concerns of tenants/leaseholders on issues, but are prevented from being mandated by other external organisations they are members of.
4. Tenant Board Members and leaseholder co-optees do not replace the responsibility of Newark and Sherwood Homes to consult and involve other tenants and leaseholders. Tenant members have equal responsibility for service delivery success and failures, the expenditure of resources and the recruitment and deployment of staff.
5. In entering this new relationship between tenants/leaseholders and Newark and Sherwood Homes Board Members should pay attention to the following:
  - Tenant Board members and leaseholder co-optees will neither receive favourable or unfavourable treatment in terms of any aspect of housing management, allocations and transfers of property, reporting repairs or nuisance and the recovery of rent or housing benefit arrears

- ❑ Membership of tenants/leaseholders associations, representative organisations, and federations should be declared in the Register of Interests.
- ❑ Tenant Board Members should declare interests on any Board Agenda item or Committee Agenda item affecting their Tenants and Residents Association, the Federation or themselves.
- ❑ Tenant Board Members should be trained in acting as advocates or representatives in particular issues. This will include training on dealing with issues, acting as advocates for constituents and holding advice surgeries. It will also include the difference between investigating legitimate policy or performance failures and promises to deliver outcomes.
- ❑ Ensure that Newark and Sherwood Homes continues to consult and involve tenants in all areas of decision making and that the Board Member does not become a substitute for effective and full consultation.
- ❑ Membership on the Board should not be regarded as the summit of tenant participation and it is important that we have a strong Federation of Tenants & Residents Associations as well as participation on the Board.

## **Newark and Sherwood Homes – Board Review and Renewal**

The Board should ensure its continuing effectiveness; this needs clarity of purpose, and a focus on performance and renewal. The Board should consider and implement succession planning arrangements, to ensure a planned and orderly renewal of the Board over a period of years. In doing so, it should bear in mind the need to reflect the organisation's commitment to equality of opportunity in the composition of the Board. In particular it should:

- ❑ Carry out a regular review of its own strengths and weaknesses in order to ensure its continuing effectiveness.
- ❑ Carry out regular equal opportunities monitoring of the Board to ensure it reflects the community it represents and positively recruits Board Members where there is an under representation.
- ❑ Ensure that new members are recruited or elected on a systematic and continuous basis, and thus avoid bigger changes at infrequent intervals.
- ❑ Ensure the recruitment and selection policies do not exclude a wider pool of potential skills through the imposition of geographical or other restrictions on members.
- ❑ Publish how new members are recruited.
- ❑ Set and publish standards on the required qualities, skills and experience of Board members.
- ❑ Adhere to maximum terms of office for individual Board members, the Chair and officers of the Board, to the extent that these are set out in the Memorandum and Articles of Association.
- ❑ Use a range of recruitment techniques to secure a wider choice of candidates and attempt to identify potential Board members who may have no connection with the organisation or existing Board members.
- ❑ Appraise the training needs and provide induction training for new members and ensure that effective arrangements are made to maintain and enhance the skills and motivation of all Board members. Ensure that all Board members fully understand their role and responsibilities.
- ❑ Have a regular Board member appraisal system to ensure all Board members comply with code of conduct and constitution.

**Newark and Sherwood Homes – Checklist for Recruitment of Independent Board Members and Arising Casual Vacancies**

- Identify skills, knowledge and experience gaps of Board against current and future requirements.
- Consider gender, race, age profile of Board identifying under represented.
- Design person specification.
- Consider appropriate recruitment media e.g.: Local newspapers, local centres: libraries, community centres.
- Shortlist candidates against relevant person specification criteria.
- Interview candidates.
- Select candidate and seek confirmation of position and understanding/acceptance of role.
- New member to declare other interests to the Secretary.
- Report and minute approval of appointment at Board.
- Enter details in Register of Members and inform Secretary.
- Notify the Registrar of Companies within 14 Days.
- Identify induction and training programme.

**Newark and Sherwood Homes – Check list for Recruitment of Tenant / Leaseholder Board Members**

- Identify skills, knowledge and experience gaps of the Board against current and future requirements.
- Consider equal opportunity issues identifying under represented groups.
- Prepare advert, person specification, etc.
- Consider appropriate recruitment media, i.e.: local newspaper, radio, community centres, libraries etc.
- Advertise vacancy.
- Shortlist candidates against person specification criteria.

- Organise ballot of tenants in the relevant area.
- Candidate elected, seek confirmation of position and understanding/ acceptance of role.
- New Board Member declares other interests to the Secretary in accordance with the Constitution.
- Report and minute approval of appointment at Board meeting.
- Notify Newark & Sherwood District Council's client officer.
- Enter details in Register of Members and inform Secretary.
- Notify the Registrar of Companies within 14 days.
- Identify induction and training programme.

**Newark and Sherwood Homes – Checklist for Appointment of Councillors and Arising Casual Vacancies**

- Identify skills, knowledge and experience gaps of the Board against current and future requirements.
- Consider equal opportunities issues identifying under-represented groups.
- Notify the Council of casual vacancy or the requirement for the Council to appoint Board Members, including any preference from the above for the Council to consider.

## **Newark and Sherwood Homes – Expenses for Board Members**

1. Newark and Sherwood Homes' Memorandum and Articles of Association set down the basis for paying Board Member expenses and outline the basis that payment of Board Members is permitted although it is not the intention that board members will be paid initially.
2. The payment of legitimate expenses is permitted and a scheme of expenses payments will be set by the Board.
3. Newark and Sherwood Homes' Board should ensure the provision of adequate financial re-imbusement so that no Board Member is financially disadvantaged from attending Board meetings or other designated events of the Board.
4. Newark and Sherwood Homes' expenses repayment scheme will give regard to the following:
  - ❑ Definition of Newark and Sherwood Homes' business matters that expenses will be paid for
  - ❑ Special consideration for members with mobility problems including the provision of taxis
  - ❑ Carers (which includes care of elderly, infirm or children of school age) allowance that differentiates between meetings and overnight events.
  - ❑ Payment of travel costs (Public Transport or mileage rates)
  - ❑ Reimbursement of telephone, computer and mobile calls related to the business of the board
  - ❑ Payment of all reasonable expenditure when Board members are requested to attend events/ training/conferences on behalf of the Board
  - ❑ The Board will also consider initiatives for low income friendly policies to ensure that participation in Board activities does not infringe an individual's cash flow and income. These initiatives include:
    - Reasonable daily allowances for attending events away from home paid in advance where necessary,
    - Tickets and bookings should be made on behalf of the Board Member in advance,

- Ensuring that there are no restrictions on the frequency of reimbursement claims and that arrangements are made to ensure swift payment.

## **Newark and Sherwood Homes – Committee Structures**

1. The Board of Newark and Sherwood Homes has the power to set up Committees to oversee specified areas of the Company's work.
2. The following principles will be applied to the work of Committees:
  - ❑ The Board will annually review all Committees reporting to it.
  - ❑ The structure of Committees will be clear and avoid any duplication of work effort.
  - ❑ Each Committee will have clear Terms of Reference and membership approved by the Board and they will report regularly to the Board.
  - ❑ No paid member of staff from Newark and Sherwood Homes shall Chair any of its Committees.
  - ❑ The responsibility of Committee Chairs will be defined in documents approved by the Board.
  - ❑ In the case of dispute, the Board's decision will override those of any Committee. Any Committee responsible for audit will have the right to report any such decision to the external auditor and Newark & Sherwood District Council, after discussion at Board about this proposed course of action.
  - ❑ The Board will ensure that specific arrangements are made to cover the following responsibilities:-
    - Audit matters
    - Standards and ethics
    - Remuneration of the Chief Executive.
  - ❑ The membership of each Committee will be disclosed in the annual Delivery Plan.
  - ❑ Committee structures will be simple and minimise servicing attendance by Board Members. Simple and clear instructions assist the clarity of reporting lines and makes decisions more transparent.

## **Newark and Sherwood Homes – Board and Committee Meetings**

1. The effective conduct of Board business is vital to the good governance of Newark and Sherwood Homes. Without suitably clear and incisive documents, the Board cannot hope to make wise decisions. A principle of good governance is that all Board members should contribute to making decisions, which may involve Newark and Sherwood Homes in significant financial or other risks, or which, raise material issues of principle.
2. The principles for meetings are:
  - i) Board decisions should, wherever possible, be based on full agendas and supporting documents circulated to members 10 working days in advance of meetings.
  - ii) Directors should, where possible, give apologies for absence at least 5 working days in advance of a meeting.
  - iii) Stationery and pen / pencils should be available for Directors of the Board at all meetings.
  - iv) Refreshments should be provided in advance of meetings
  - v) Board meetings will usually commence at 5.00pm
  - vi) Committee and Sub-Committee meetings times will be set by it's Chairmen
  - vii) Reports should focus upon strategic rather than operational issues.
  - viii) Points for decision should be clearly identified in the reports.
  - ix) Reports should provide sufficient information to enable informed decision-making presented as cogently as possible.
  - x) Meetings should be carried out in accordance with adopted standing orders on:
    - o formality of the meetings
    - o officer attendance protocol
    - o details and presentations
    - o access to the public
    - o public right to speak
    - o name and place badges
    - o location, notification and time of meetings
    - o refreshments

- xi) All decisions should be recorded in the minutes.
- xii) The Board should make an annual review of how effective it is in conducting its business.
- xiii) Urgent decisions should be taken in accordance with predetermined arrangements as set out in the standing orders.
- xiv) Very occasionally, such decisions will be required urgently between meetings and the systems must be robust enough to deal with these properly.
- xv) These arrangements should place on the Chair the responsibility, in the case of key decisions, to ensure that all the Board members are consulted whenever possible by telephone, e-mail or fax etc. The fact that Board members were consulted and the views expressed, should be formally recorded.

## **Section Two**

### **Newark and Sherwood Homes – Openness, Propriety and Equality of the Board**

#### **Openness**

1. Newark and Sherwood Homes is an open and accountable organisation. All decisions will be transparent in demonstrating that individuals, organisations, partners and staff are treated fairly.
2. Newark and Sherwood Homes will balance the difficult task of being open and accountable and at the same time respecting confidentiality. Newark and Sherwood Homes will set clear guidelines to be followed, but will allow issues, if necessary to be dealt with on a case by case basis.
3. The openness and confidentiality policy will include:
  - ❑ Recognition of Newark and Sherwood Homes' responsibilities under Data Protection and Freedom of Information legislation.
  - ❑ The information Newark and Sherwood Homes will make available concerning it's work, it's Board and it's employees.
  - ❑ The details of what information will be accessible for example personnel files, tenancy files, policies etc.
  - ❑ Providing appropriate and informed information to major stakeholders.
  - ❑ In what circumstances personal information will be provided both internally and externally including:
    - What information will be kept confidential?
    - Informed consent of the person concerned
  - ❑ Who is authorised to make media/press statements on behalf of Newark and Sherwood Homes and the Board.
  - ❑ Identification of which Board/Committee Agendas and Minutes are confidential and the rules of authorisation and penalties for release of those papers to third parties.
  - ❑ A whistle blowing policy for staff and Board members

## **Newark and Sherwood Homes – Conduct of Board Members**

Lord Nolan said:

*“It is essential that people who work for any organisation have guidance on what behaviour is acceptable and what is not. But a Code is useless if it just hangs on the wall. Organisations need to draw up their own Codes, management and staff need to be committed to them and they need to form part of the working ethos”.*

Newark and Sherwood Homes receives substantial amounts of public funding and we need to demonstrate the highest standards of conduct and probity.

It is essential that the Board adopt a Code of Conduct so that they as individuals and as a group have a set of rules to adhere to.

## **Newark and Sherwood Homes – Code of Conduct**

### **WHY DO WE NEED A CODE OF CONDUCT?**

1. The Board of Management has responsibility for all actions carried out by staff and Board Members. This includes responsibility for large sums of money and the housing care of large numbers of people. Therefore, the Board is determined that the conduct of staff and Board Members should give tenants of homes managed by us and other customers confidence; that, as representatives of the Company, we all show integrity; that our actions are transparent and therefore at all times our professionalism allows us to avoid any suggestion of influence by improper motives.
2. The Board believes that staff and Board Members, as well as residents, want to be associated with an organisation that publicises and upholds its values. Therefore this ‘Code of Conduct’ includes the legal requirements and the findings of the Nolan Committee on “Standards in Public Life”, and goes beyond these. High standards of conduct imply disclosure of matters that might conceivably be seen as giving rise to a duality of interest, and require staff and Board Members to uphold the spirit, as well as the wording, of this Code of Conduct.
3. The term ‘we’ has been used throughout the summary to show that the Code of Conduct applies to staff and Board Members.

### **A SUMMARY OF THE CODE OF CONDUCT**

4. We will not get improper personal benefits from the Company’s activities. Each member of staff will receive a copy of the Code.

5. We must be especially careful of relationships with residents, and never allow any personal relationship with a resident to conflict with their best interests.
6. Giving and receiving gifts creates a relationship that can be seen to influence our judgement. Therefore, we should always avoid gifts except in the very limited circumstances set out in the Code.
7. We should also avoid hospitality except in the limited circumstances set out in the Code.
8. Our work involves confidential information about our customers and the Company's business, and we must respect that confidentiality.
9. Our work and reputation relies upon us all upholding and promoting the Company's aims and values.
10. Our work can take the Company into the political arena but we must ensure that we demonstrate its non-political nature and keep our personal political activities totally separate from the Company's work.
11. We must avoid suspicion of preferential treatment of suppliers by separating our private purchasing from the Company's wherever possible.

#### **FINDINGS OF THE NOLAN COMMITTEE**

12. The seven principles of public life identified by the Nolan Committee in its first report guide the content of the Company's Code of Conduct.
  - o 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.
  - o Integrity: not place ourselves under any financial or other obligation to outside individuals or organisations that might influence us in the performance of our duties
  - o 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.
  - o Accountability: accept accountability for our decisions and actions to our residents, the providers of public funds and other stakeholders, and submit ourselves to whatever scrutiny is appropriate.
  - o 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 so demand.

- o Honesty: declare any private 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.
- o Leadership: promote and support these principles by leadership and example.

## **GENERAL PROVISIONS**

### Scope

13. A Board Member must observe Newark and Sherwood Homes' **Code of Conduct** whenever they –
- (a) conduct the business of Newark and Sherwood Homes;
  - (b) conduct the business of the office to which he/she has been nominated elected or appointed; or
  - (c) acts as a representative of Newark and Sherwood Homes,

### General Obligations

14. A Board Member must –
- (a) promote equality by not discriminating unlawfully against any person;
  - (b) treat others with respect; and
  - (c) not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, Newark and Sherwood Homes.
15. A Board Member must not –
- (a) disclose information given to him in confidence by anyone, or information acquired which he/she believes is of a confidential nature, without the consent of a person authorised to give it, or unless he/she is required by law to do so; nor
  - (b) prevent another person from gaining access to information to which that person is entitled by law.
16. A Board Member must not in his official capacity, or any other circumstance, conduct himself in a manner which could reasonably be regarded as bringing his office or Newark and Sherwood Homes into disrepute

17. A Board Member –
- (a) must not be in his official capacity, or any other circumstance, use his position as a Board Member improperly to confer on or secure for himself or any other person, an advantage or disadvantage; and
  - (b) must, when using or authorising the use by others of the resources of Newark and Sherwood Homes, -
    - (i) act in accordance with Newark and Sherwood Homes' requirements; and
    - (ii) ensure that such resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of Newark and Sherwood Homes or of the office to which the Board Member has been elected or appointed.
18. A Board Member must when reaching decisions have regard to any relevant advice provided to him by –
- (a) Newark and Sherwood Homes' Finance Officer acting in pursuance of their duties.
  - (b) Newark and Sherwood Homes' Company Secretary acting in pursuance of his duties
19. A Board Member must, if he/she becomes aware of any conduct by another Board Member which he/she reasonably believes involves a failure to comply with the organisation's **Code of Conduct**, make a written allegation to that effect to the Chief Executive Officer as soon as it is practicable for them to do so.

## **INTERESTS**

### *Personal Interests*

20. - (1) A Board Member must regard himself as having a personal interest in any matter if the matter relates to an interest in respect of which notification must be given under paragraphs 25 and 26 below, or if a decision upon it might reasonably be regarded as affecting to a greater extent than other tenants or inhabitants of the organisation's area, the well-being or financial position of himself, a relative or a friend or
- (a) any employment or business carried on by such persons
  - (b) any person who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are directors;

- (c) any corporate body in which such persons have a beneficial interest in a class of securities exceeding a nominal value as set out in the Memorandum and Articles of Association)
- (d) any body listed in sub-paragraphs (a) to (e) of paragraph 26 below in which such persons hold a position of general control or management.

- (2) In this paragraph –

- (a) "relative" means a spouse, partner, parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons; and
- (b) "partner" in sub-paragraph (2)(a) above means a Board Member of a couple who live together.

*Disclosure of Personal Interests*

21. A Board Member with a personal interest in a matter who attends a meeting of the organisation at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

*Prejudicial Interests*

22. (1) Subject to sub-paragraph (2) below, a Board Member with a personal interest in a matter also has a prejudicial interest in that matter if the interest is one which a tenant of the local authority covered by the Management Agreement or a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the Board Member's judgement of the public interest.

(2) A Board Member may regard himself as not having a prejudicial interest in a matter if that matter relates to –

- (a) another relevant organisation of which he/she is a member;
- (b) another public organisation in which he/she holds a position of general control or management;
- (c) a body to which he/she has been appointed or nominated by the organisation as its representative;

- (d) where a Board Member holds a tenancy or lease with a relevant organisation, provided that he/she does not have arrears of rent with that relevant organisation of more than two months, and provided that those functions do not relate particularly to the Board Member's tenancy or lease;

*Participation in Relation to Disclosed Interests*

- 23. A Board Member with a prejudicial interest in any matter must –
  - (a) withdraw from the room where a meeting is being held whenever it becomes apparent that the matter is being considered at that meeting, unless he/she has obtained a dispensation from the organisation's Company Secretary; and
  - (b) not seek improperly to influence a decision about that matter.
- 24. For the purposes of this Part, "meeting" means any meeting of –
  - (a) the organisation; or
  - (b) any of the organisation's committees, area committee, sub-committees, joint committees, joint sub-committees, or advisory committees.

*Registration of Financial and Other Interests*

- 25. Within 28 days of the provisions of an organisation's **Code of Conduct** being adopted or applied to that organisation or within 28 days of his election, nomination or appointment to office (if that is later), a Board Member must register his financial interests as required in Newark and Sherwood Homes' Memorandum and Articles of Association, in the organisation's register maintained by the Company Secretary by providing written notification to Company Secretary of the organisation of –
  - (a) any employment or business carried on by him;
  - (b) the name of the person who employs or has appointed him, the name of any firm in which he/she is a partner, and the name of any company for which he/she is a remunerated director;
  - (c) the name of any person, other than a relevant organisation, who has made a payment to him in respect of election or any expenses incurred by him in carrying out his duties;
  - (d) the name of any corporate body which has a place of business or land in the organisation's area, and in which the Board Member has a beneficial interest in a class of securities of that

body that exceeds the nominal value as set out in the Memorandum and Articles of Association);

- (e) a description of any contract for goods, services or works made between the organisation and himself or a firm in which he/she is a partner, a company of which he/she is a remunerated director, or a body of the description specified in sub-paragraph (d) above;
  - (f) the address or other description (sufficient to identify the location) of any land in which he/she has a beneficial interest and which is in the area of the organisation;
  - (g) the address or other description (sufficient to identify the location) of any land where the landlord is the organisation and the tenant is a firm in which he/she is a partner, a company of which he/she is a remunerated director, or a body of the description specified in sub-paragraph (d) above; and
  - (h) the address or other description (sufficient to identify the location) of any land in the organisation's area in which he/she has a licence (alone or jointly with others) to occupy for 28 days or longer.
26. Within 28 days of the provisions of Newark and Sherwood Homes' **Code of Conduct** being adopted or applied to Newark and Sherwood Homes, or within 28 days of his election, nomination or appointment to office (if that is later), a Board Member must register his other interests in Newark and Sherwood Homes' register maintained by the Company Secretary by providing written notification to Newark and Sherwood Homes' Company Secretary his membership of or position of general control or management in any –
- (a) body to which he/she has been appointed or nominated by the organisation as its representative;
  - (b) public organisation or body exercising functions of a public nature;
  - (c) company, industrial and provident society, charity, or body directed to charitable purposes;
  - (d) body whose principal purposes include the influence of public opinion or policy;
  - (e) private club, and
  - (f) trade union or professional association.

27. A Board Member must within 28 days of becoming aware of any changes to the interests specified under paragraphs 25 and 26 above, provide written notification to Newark and Sherwood Homes' monitoring officer of that change.

*Relationships with Residents*

28. Board Members must be especially careful of relationships with residents, and never allow any personal relationships with a resident to conflict with their best interest by bringing undue pressure to bear in matters concerning their rights as a resident.

Board Members must, therefore, never allow themselves to be compromised by, nor take advantage of, their relationships with residents. The relationship of trust must never be abused.

Board Members must not invite or influence a resident to make a will or trust under which a Board Member is named as executor, trustee or beneficiary. If handling a resident's money, they must take extreme care including receipting every transaction.

*Registration of Gifts and Hospitality*

29. A Board Member must within 28 days of receiving any gift or hospitality over the value of £25, provide written notification to Newark and Sherwood Homes' monitoring officer of the existence and nature of that gift or hospitality.
30. It is the role of the Company Secretary to ensure that Board members adhere to the code of conduct. There are examples of situations likely to lead to potential conflicts of interest that may be difficult to manage. For example the local authority cabinet member for housing may find it extremely difficult to effectively operate both as the lead member for housing within the authority and also as a member of the Newark and Sherwood Homes' Board.

**Newark and Sherwood Homes - Audit**

1. Newark and Sherwood Homes will have annually audited accounts and as required under the Management Agreement these accounts will be presented along with the external audit management letter to Newark and Sherwood District Council. As a public organisation the annual accounts of Newark and Sherwood Homes will be made available to the public and the public will be notified of that availability.
2. Newark and Sherwood Homes need to ensure there are sufficient safe guards, checks and monitoring arrangements. It is therefore essential that the Board have internal audit systems in place to ensure Newark and Sherwood Homes has sound financial controls, accounting policies; complies with legislation, the management agreement and other standards and policies.
3. To achieve these responsibilities, the Board will: -
  - o Retain ultimate responsibility for ensuring that all audits are carried out. An Audit Committee will be set up to maintain regular control and monitoring of all financial expenditures.
  - o The Audit Committee will have an overview of: -
    - Internal controls
    - Financial controls
    - Internal audit
    - External audit including appointment.
  - o The Audit Committee will include a Board Member with expertise in an area other than finance.
  - o All internal audit reports will be presented to the full Board meetings.
4. The Board shall adopt Newark and Sherwood District Council's Constitution on Rules of Procedure and Codes and Protocols initially.
5. The Rules, Codes and Protocols will also adopt appropriate parts of the Housing Corporation Code of Audit Practice.

## **Newark and Sherwood Homes - Equality**

1. Newark and Sherwood Homes has a responsibility to serve the whole community equally. Equality of opportunity is a core objective of both the Board and the organisation as a whole.
2. In promoting good governance on equality and diversity, the Board will ensure: -
  - That the Board's membership reflects the community that it serves.
  - Recruitment to the Board or Committee is fair, transparent and that positive action principles are followed where appropriate.
  - That all Board Members attend training on equality and diversity issues.
  - That employment and recruitment policies and procedures for staff are fair, transparent and open.
  - That training on equality and diversity issues for staff is provided and that staff attendance is monitored.
  - That structures operate to ensure that tenants and leaseholders can be involved in decision making processes.
  - That all partners and contractors address equality and diversity issues.
  - That Newark and Sherwood Homes follows the Commission for Racial Equality (CRE) Code of Practice for Social Housing.
  - That Newark and Sherwood Homes works with all representative groups.
  - That all relevant legislation and policies are adhered to.
  - That all properties comply where relevant to the Disability Discrimination Act 1995 requirements.

## **Section Three**

### **Management of the Board**

#### **Performance Management**

1. The Board is responsible for performance management which is essential to ensure continuous improvement.
2. This is undertaken by monitoring and scrutiny of how Newark and Sherwood Homes is performing.
3. The Board needs to ask challenging questions about performance, receive answers and take appropriate action to bring about positive change and improvement.
4. In undertaking its performance management role, the Board will use the following:
  - i Establishment of a clear vision, objectives and priorities
  - ii monitoring performance to demonstrate delivery of Newark and Sherwood Homes' vision, objectives and priorities
  - iii Deploying resources to delivery, vision, objectives and priorities
  - iv Comparing benchmarking data of other appropriate organisations
  - v Consulting with customers
  - vi Ensuring availability of quality and timely information
  - vii Performance information will be produced and considered in accordance with Newark and Sherwood Homes' performance management framework which will be regularly reviewed.

## **Newark and Sherwood Homes – Risk Management**

1. Risk is the threat that an event or action will adversely affect Newark and Sherwood Homes' ability to achieve its objectives and to execute its strategies successfully.
2. It is essential therefore that Board decisions are taken using all available information on possible outcomes – this is risk management. The main principle underlying controls assurance is that Newark and Sherwood Homes should be assured that it is managing all risks as effectively as is reasonably possible within the resources available. This requires Newark and Sherwood Homes to continuously review risk and the controls in place to mitigate risk through a process of critical self assessment to assure itself and others that systems are in place and working effectively.
3. There are many different types of risk across all levels of Newark and Sherwood Homes. It is, therefore, important to undertake effective risk management throughout Newark and Sherwood Homes.
4. Newark and Sherwood Homes will adopt a risk management strategy with a formal framework to manage risk. This will include:
  - o Significant risk identification, profiling, prioritisation and related control measures
  - o Monitoring and review mechanisms.

## **Newark and Sherwood Homes – Framework for Delegation**

1. It is essential for the effectiveness of Newark and Sherwood Homes that the key responsibilities of the Chief Executive Officer, and delegated authority given to staff are clearly set out. Initially, Newark and Sherwood Homes will use the scheme of delegation operated by Newark & Sherwood District Council with minor alterations to reflect Newark and Sherwood Homes' structure. Newark and Sherwood Homes will operate a scheme of delegation based on giving strategic responsibility to the Board, and more management responsibility to the senior management.
2. The Board will ensure that the scheme of delegation:-
  - ❑ Has a clear separation of responsibilities between the Board and the Chief Executive.
  - ❑ Makes clear any responsibilities not delegated remain the responsibility of the Board.
  - ❑ Sets out the Chief Executive's responsibility to operate plans and policies approved by the Board and he/she is able to delegate this responsibility further to other members of staff.
  - ❑ Is regularly reviewed and areas of high risk are rigorously examined.
  - ❑ Allows for decisions that require addressing urgently and should be clear about the circumstances in which this can occur.
  - ❑ Sets out the requirement for regular meetings of staff for example senior management team, the terms of reference with powers and responsibilities defined
  - ❑ Will be in plain English, user friendly and easy to follow which will encourage the Board and staff to use it.

## **Newark and Sherwood Homes – Scheme of Delegation**

### **Scheme of Delegation**

1. Members of the Senior Management Team, as designated by the Board, can take decisions:-
  - to discharge the functions allocated to them or dealt with by them or their staff, as set out in the Scheme of Delegation, except for matters specifically reserved to the Board and Committees (if any),
  - in all matters where they have managerial or professional authority,
  - without exception, in cases of emergency.
2. They may use whatever means they consider appropriate within budget and in accordance with financial regulations to discharge those functions, including:-
  - incurring expenditure and collecting income,
  - engaging and deploying staff,
  - deploying other resources within their control,
  - placing contracts and procuring other resources within or outside the organisation.
3. In doing so, they must act within the law and the Organisation's Constitution and follow Newark and Sherwood Homes' policy and the lawful instructions of the Board and its Committee. If, exceptionally, they need to depart from Newark and Sherwood Homes' policy or those instructions, they must report to the Board or relevant Committee as soon as possible.
4. They may authorise other officers to exercise delegated powers on their behalf.
5. Emergency action taken under delegated powers must be reported to the Board or relevant Committee as soon as possible.
6. The Senior Management Team shall be entitled to exercise the powers and functions set out below. A Manager may act in the place of a designated Officer in the exercise of any power or function with the express approval of that designated Officer.
7. Decisions delegated to Senior Management Team after appropriate consultation.

The Chief Executive, Directors and Head of Human Resources, in respect of matters falling within their express remit, may take any action on behalf of the organisation, where the proposed action conforms with the Management Agreement, Policy and Budget Framework but where in his or her opinion, the matter is sensitive or raises issues of public or local concern, after consultation with the Chairman/Vice Chairman or the Chair of the appropriate Committee.

8. Decisions delegated to Senior Management Team without prior consultation.

Chief Executive, Directors and Head of Human Resources, in respect of matters falling within their express remit, may take any action on behalf of the organisation, where the proposed action conforms with the Policy and Budget Framework and where in their opinion it is not of such sensitivity or public concern that consideration by Board members is necessary and where the function or matter is expressly included within the Scheme of Delegation set out below, including response to consultation documents.

### **General Delegation to The Senior Management Team**

9. In addition to those matters expressly delegated to individuals, all Senior Management Team shall have the following delegated powers: -

10. Power to take urgent decisions.

Senior Management Team may take urgent decisions if they are of the opinion that circumstances exist which make it necessary for action to be taken by the organisation prior to the time when such action could be approved through normal organisational procedures. They shall, where practicable, first consult with the Chairman of the Board or the Chair of appropriate Committee.

11. Staffing Issues.

Senior Management Team members may deal with any matter relating to staffing other than those expressly reserved to the Board or Committee, provided that they are in accordance with approved Personnel Policies, procedures and within the approved Budget Framework.

12. Orders/Agreements for Work, Goods and Services.

In accordance with Standing Orders, Financial Regulations and Codes of Procedure relating to contract: -

to issue orders for work, goods and services,

to accept tenders,

to sign agreements,

within the framework of an approved Business Plan to submit tenders and make contractual arrangements for carrying out work and/or services for other parties;

to appoint specialist advisors or consultants.

13. Land and Buildings.

In respect of any development of land and buildings which is proposed to be carried out for the purposes of functions within the sphere of his/her responsibility to authorise an application for planning permission and once such permission has been received, to authorise the carrying out of such development in accordance with the terms and conditions of such permission.

14. Legal Proceedings.

(i) in consultation with the Chief Executive to institute or defend legal proceedings on the organisation's behalf,

(ii) authorise any suitable Officer of the organisation to appear on the organisation's behalf in proceedings before any Magistrates Court and/or County Court.

15. Operational Decisions.

To take decisions relating to all operational and professional matters within their remit.

16. Ombudsman Matters.

To agree local settlements in consultation with the Council where they consider it in the interests of the organisation.

17. In addition to the General Scheme of Delegation to the Senior Management Team set out above, individual Managers shall be entitled to exercise the powers and functions expressly delegated to them subject to the conditions and restrictions set out above.

**18. Powers and Functions Delegated to the Chief Executive and Head of Paid Service.**

- i) \* to exercise the powers and responsibilities of the Head of the Paid Service for the purpose of Section 4 of the Local Government and Housing Act 1989.
- ii) to give such directions as he/she may consider necessary: -
  - (a) to secure the efficient management and execution of the organisation,
  - (b) to secure co-ordination of advice and forward planning of objectives and services,
  - (c) to secure a corporate approach to the affairs of the organisation generally,
  - (d) to achieve the efficient and effective implementation of the organisation's strategies and policies and the effective deployment of the organisation's resources towards those ends,
  - (e) to maintain good internal and external relations,
  - (f) to determine the allocation of office accommodation.
- iii) to take all such actions as she/he considers appropriate in any emergency (as defined by the Chief Executive) including power to make or approve any necessary and urgent arrangements within the powers of the organisation for the protection of persons or property in any civil or other emergency.
- iv) To sign on behalf of the organisation any document necessary to give effect to any resolution of the Board, Committees and/or Officers acting under delegated powers.
- v) To authorise the institution, defence, withdrawal or compromise of any claims or legal proceedings, whether civil and/or criminal. (Such authority may be delegated to other legally qualified persons approved by the Chief Executive).
- vi) To certify resolutions and documents as being true copies.
- vii) \*To determine the content of any certificate required under Section 3(3) of the Local Government and Housing Act 1989.
- viii) In consultation with other appropriate Senior Management Team members, settle employee and industrial relation

matters, including issues involving the application or rates of pay, conditions of service or other staffing benefits etc.

- ix) To determine fees and charges to members of the public and outside organisations for copies of agendas and other documentation requested from the organisation.
- x) To affix the organisation seal to any document.
- xi) To take all necessary action and to manage and administer the following functions and areas:-
  - Strategic Planning,
  - Business Development,
  - Management Agreement.

## **19. Powers and Function Delegated to the Housing Director**

- i) To take all necessary action to administer and manage the following functions, areas, powers and activities on behalf of the organisation, including determining service of statutory notices and any necessary enforcement procedures:-
  - Open spaces,
  - Special promotions/competitions,
  - Trees and plants,
  - Housing management,
  - Lettings,
  - Maintenance of estate amenities,
  - Lettings and management of garages and allotments,
  - Neighbourhood renewal,
  - Sustainability,
  - Regeneration,
  - Health and safety at work,
  - Community safety, including crime and disorder,
  - Performance Management,
  - Rent accounting, collection and recovery,
  - Income,
  - Supported housing,
  - Best Value,
  - Quality,
  - Benchmarking,
  - Tenant participation,
  - Housing IS.
- ii) To consider housing conditions in the areas of the organisation's operation with respect to the provision and

management of housing accommodation and to contribute to the assessment of housing need and to formulate and recommend to the Board such housing policies and improvements as may be desirable.

- iii) To identify and analyse community needs and to recommend solutions to the Board.
- iv) To take all such actions as he/she considers to be necessary in the event of any emergency arising from whatever cause, which might adversely affect the health of the community.
- v) To consider and, if appropriate, recommend to the Council and/or the Section 151 Officer, writing-off debts within his/her remit.
- vi) To monitor the introduction, implementation and ongoing effects of legislation concerned with housing management and related areas and to monitor the organisation's strategies and policies in relation to these matters.

## **20. Powers and Functions Delegated to the Technical Director**

- i) To take all necessary action to administer and manage the following functions, areas, powers and activities on behalf of the organisation, including determining service of statutory notices and any necessary enforcement procedures: -
  - Open spaces,
  - Special promotions/competitions,
  - Trees and plants,
  - Maintenance and repair,
  - Repairs,
  - Depots,
  - Health and safety at work,
  - Home and community safety,
  - Architectural services, engineering services and quantity surveying,
  - Investment,
  - Stock condition,
  - Asset Management,
  - Procurement,
  - Partnering,
  - Leaseholders.
- ii) To consider housing conditions in the areas of the organisation's operation with respect to the provision and management of housing accommodation and to contribute to the assessment of housing need and to formulate and

recommend to the Board such housing policies and improvements as may be desirable.

- iii) To take all such actions as he/she considers to be necessary in the event of any emergency arising from whatever cause, which might adversely affect the health of the community.
- iv) To consider and, if appropriate, recommend to the Council and/or the Section 151 Officer, writing-off debts within his/her remit.
- v) To monitor the introduction, implementation and ongoing effects of legislation concerned with housing and relevant areas and to monitor the organisation's strategies and policies in relation to these matters.
- vi) To determine and issue general guidelines to Officers for the management of land resources and maintenance of buildings etc.

## **21. Powers and Functions Delegated to the Finance and Corporate Services Director**

- i) To take all necessary action to administer the following functions, areas and powers on behalf of the organisation: -
  - Preparation of the organisation's budget and supervision of the budgetary process including preparation of the organisation's revenue and capital budgets,
  - To agree variation to the Capital Programme up to a limit of £10,000 in respect of any one item,
  - Monitoring and controlling the finances of the organisation,
  - Making arrangements with the organisation's external auditors for the annual audit programme,
  - Preparation of final accounts prior to External Audit,
  - Acting as lead Officer in negotiating with the organisation's External Auditors, including the audit of Best Value,
  - Negotiating and entering into loans,
  - Administering the approved Board Members' Allowance Scheme,

- Examination of accounts and matters relating to Internal Audit and maintaining a continuous internal audit programme,
  - Operation, support and development of information technology, including all systems, hardware, software and telephone systems throughout the organisation,
  - Revenue collection,
  - Determining of revenue cases involving genuine hardship/special cases,
  - Grants to the voluntary sector,
  - Determining of approved duties in respect of Board Members' Allowance Scheme,
  - Disposal of surplus or obsolete assets and consequential accounting entries,
  - All payroll functions, including payment of salaries and wages to staff, payment of Board Members' allowance, making approved deductions and payments to the Inland Revenue, County Council and other approved bodies,
  - Payments to creditors and the organisation,
  - Public relations, marketing and media.
- ii) \* If necessary, to make reports to Council under Section 114 of the Local Government Finance Act 1988.
- iii) To amend the form of accounts as necessary to comply with Statements of Recommended Practice (SORPs) and any amendments to the accounts and Audit Regulations.
- iv) To borrow and invest money on behalf of the organisation subject to agreed Treasury Management requirements and within parameters laid down by the Board, and to select Investment Managers.
- v) To take all necessary court action to enforce debts owed to the organisation with the Council and in respect of fraud carried out against the organisation, including nominating such Officers as appear appropriate to him/her to appear in court on behalf of the Council.

- vi) To write-off any outstanding amount owed to the organisation up to the limit of £10,000 in respect of each debt, or to an unlimited amount in respect of any debt where the debtor is in liquidisation or has been declared bankrupt.
- vii) To take such steps as he/she considers necessary to protect the organisation's interests consequent upon the introduction of the Euro.
- viii) Making arrangements for financing the organisation's capital expenditure in accordance with the current capital control regulations.
- ix) Arranging and administering insurances on behalf of the organisation.
- x) Arranging and administering banking facilities on behalf of the organisation.
- xi) Arranging and administering leasing on behalf of the organisation.
- xii) To exercise the powers and responsibilities of the Company Secretary.
- xiii) To certify resolutions and documents as being true copies.
- xiv) To determine and issue general guidelines to Officers on legal, procedure and probity issues.
- xv) To affix the organisation's seal to any document.
- xvi) \*To approve compensation payments under the Land Compensation Act 1973, in respect of tenants' improvements.
- xvii) To take necessary action and to manage and administer the following functions:-
  - Policy and public relations
  - Board administration
  - Governance support
  - Board member support

## **22. Powers and Functions Delegated to the Head of Human Resources**

- i) To consider and prove, through the Human Resource Committee, applications and proposals for early retirement of

staff who are subject to the Local Government Superannuation Regulations.

- ii) To determine and issue to Officers general guidelines for the management of human resources in the areas of recruitment and planning; training and development; employee relations; welfare (including occupational health); pay and performance and equality of opportunity.
- iii) \* To add posts to the list of politically restricted posts under the Local Government and Housing Act 1989.
- iv) To take necessary action to manage and administer the following functions:-
  - Personnel/Human Resources,
  - Member and Officer training
  - Freedom of Information,
  - Data Protection,
  - Race Equality,
  - Equal Opportunities,
  - Training and development.

\* = Legislation to be checked.

**Newark and Sherwood Homes – Executive Recruitment**

1. The Board is responsible for ensuring that the executive team has the appropriate balance of skills, knowledge and attitudes to manage the affairs of Newark and Sherwood Homes.
2. The initial appointments will require the Board/Shadow Board and Council to consider a wide range of issues including:
  - ❑ Defining the right mix of skills required by the executive team for a new type of organisation.
  - ❑ The Personnel Protocol
  - ❑ The impact of TUPE applicable to senior staff identified as having a right to transfer from the local authority.
3. In ensuring that any appointment to the senior positions are appropriate, the Board will: -
  - Define the right mix of skills required to deliver the objectives of the organisation.
  - Ensure that all appointments are the result of an open recruitment exercise.
  - Ensure that all senior positions are advertised externally. Testing the wider market will ensure access to the best possible candidates for the job.
  - Ensure that the salary and remuneration package are agreed in advance.
  - Ensure that any training needs are identified early.

**Newark and Sherwood Homes – Role of the Company Secretary**

1. The Board is responsible for ensuring the role of the Company Secretary is filled and that the post holder undertakes the following: -
  - ❑ Organise, attend and minute Board and General meetings.
  - ❑ Understand and ensure the Board of Directors act within their authority as outlined in the Memorandum and Articles of Association, the contractual agreement with the local authority and the agreed Delivery Plan.
  - ❑ Ensure Board members have access to and acquire Professional Indemnity insurance.
  - ❑ Develop and maintain a good working relationship between the Chair and the Board.
  - ❑ Maintain statutory registers and complete statutory returns.
  - ❑ Ensure that the correct, full name of the company is displayed outside every company office on business stationery and on the company seal, if there is one.
  - ❑ Ensure the company's full, correct name is shown on cheques and company stationery together with the company's place of registration, registered number and address of registered office and a statement that it is a local authority controlled company.
  - ❑ Maintain records of changes to memorandum and articles of association.
  - ❑ Ensure all Board vacancies are filled in accordance with the Memorandum and Articles of Association.
  
2. The Company Secretary is not required to perform all the statutory duties personally. He/she is responsible for seeing that they are done.

**Checklist for Newark and Sherwood Homes' Board Members****Checklist for Newark and Sherwood Homes' Board Members****1. Properly Governed**

Newark and Sherwood Homes operates according to its constitution.

- The Board meet regularly and acts within its constitution and all relevant legislation
- The Board has established effective arrangements to ensure compliance with all applicable statutes and regulations

The Board should be effective with a wide range of expertise – supported by appropriate systems of governance and control

- The Board has made a senior executive Company Secretary - not necessarily the Chief Executive, responsible for ensuring that Board procedures are followed and that all applicable statutes and regulations, and other relevant statements of best practice are complied with.
- The Board has a wide range of skills, expertise and up to date knowledge and regularly assess its performance as a Board
- The Board identifies gaps in knowledge and takes positive action to ensure on going training and development.
- The Board is diverse and reflects the community it represents
- Individual Board members act in a personal capacity
- Organisational management structures reflect the objectives set out in the Delivery Plan
- A Code of Conduct for the Board and staff is in place including a payments and hospitality policy
- The Board has established appropriate mechanisms to ensure that members and employees of the body are not influenced by prejudice, bias or conflicts of interest
- Make publicly available the names of all Board members, together with their relevant other interests

The Board should work with the Council in an open and co-operative manner. It should notify anything that might be a breach of these requirements or affect the ability of Newark and Sherwood Homes to fulfil its obligations

### **Checklist for Newark and Sherwood Homes' Board Members**

- Any areas where there is a need for improvement must be considered by the Board and actions agreed with the Council
- There should be an agreed disputes mechanism in place with the Council

The Board should maintain the highest standards of probity in all its dealings and act at all times to maintain the good reputation of the Organisation and the Council.

- Approved terms of reference for committees and delegation are in place
- Sound procurement practices are in place and partnerships with other organisations are clearly defined and documented
- There are internal control systems and their effectiveness is regularly reviewed by the Board
- External audit reports are considered and acted upon by the Board
- The Board has established a remuneration committee to make recommendations on the remuneration of the management team

### **2. Financially Viable**

Newark and Sherwood Homes operates the highest standards of financial management and probity at all times

- Accounts and returns are submitted on time and demonstrate Newark and Sherwood Homes is, and will, remain solvent
- Financial policies and procedures are in evidence and the Board has timely financial information to inform its decision making process

The Board protects the public investment it is responsible for.

- The Board has established formal procedural and financial regulations to govern the conduct of its business

Newark and Sherwood Homes must operate as a viable business

- Newark and Sherwood Homes' business plan demonstrates its priorities and strategy for achieving its objectives including commitments to the Council, tenants and other stakeholders
- Newark and Sherwood Homes operates a risk management framework that effectively identifies and then manages any risks that might prevent Newark and Sherwood Homes meeting its objectives

### **Checklist for Newark and Sherwood Homes' Board Members**

- Newark and Sherwood Homes' business planning is informed by asset management information which is reviewed regularly

#### **3. Properly Managed**

The Board regularly review activities and policies including new business opportunities and a clear case is developed for the proposed or existing direction

- Any material changes of direction are considered by the Board contained in the Delivery Plan and reported to the Council
- Newark and Sherwood Homes must have management arrangements resources, systems and skills which are appropriate for the circumstances, scale and scope of the operation. Ensuring their activities are:
  - Monitored
  - Best value compliant
  - Backed by proper systems of assurance for internal control
- The Board receives reports on all areas of Newark and Sherwood Homes' performance.
- The Board has established clearly documented management processes for the development, implementation and review of policy and for decision-making, monitoring, control and reporting. That services and structures are regularly subject to challenge and the principles of best value and that Newark and Sherwood Homes can demonstrate via benchmarking that its services compared to other similar organisations are competitive

#### **4. Engaged and Communicating**

Newark and Sherwood Homes seeks and is responsive to tenants and residents views and shall where appropriate consult other external organisations in carrying out its duties

- Regularly gives tenants the opportunity to comment on their performance
- Enables tenants to play an active part in decision making
- Information about Newark and Sherwood Homes is regularly published and distributed to tenants and other stakeholders
- An effective complaints procedure is publicised and operated

**Checklist for Newark and Sherwood Homes' Board Members**

- Newark and Sherwood Homes uses a range of methods of consultation consistent with the Tenant Compact
- Tenants are supported and encouraged to play an active part in the Board and all other management activities.
- The Board supports existing TMO's and encourage the establishment of new ones
- Meetings of the Board are open and accessible
- Tenants and other stakeholders have access to the AGM and all reports to the AGM
- Report publicly the processes for making appointments to the Board

**Annex Two****Newark and Sherwood Homes' Board Annual Appraisal**

Board members are required to complete and return this appraisal form each year. The context of the appraisal form is subject to review by the Board from time to time.

<b>NAME:</b>	<b>DATE:</b>
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**1. Skills and Experience**

The Board needs to ensure that collectively its members have the skills necessary for it to manage the business of the organisation. Please indicate your own assessment of your skills and experience against each of the headings below by ticking the appropriate box and completing the evidence/comments section. If more space is required, then please use a separate sheet.

<b>Levels of Skills and Experience</b>	
<b>Good – A</b>	<b>Reasonable – B</b>
<b>Some - C</b>	<b>Little/None - D</b>
<b>Meaning:</b>	
<b><u>Good</u></b>	Understand the area well having had personal experience of it, up-to-date on current issues and developments and able to take the lead in any discussion on the area.
<b><u>Reasonable</u></b>	Understand the area and able to contribute to discussions with knowledgeable observations and questions.
<b><u>Some</u></b>	Understand generally the area and able to contribute to discussions with common sense observations and questions.
<b><u>Little/None</u></b>	Unfamiliar with the area and able to contribute to discussions with questions of clarification.

	<b><u>A</u></b>	<b><u>B</u></b>	<b><u>C</u></b>	<b><u>D</u></b>	<b>Evidence/Comments</b>
<b>A. General Business and Management</b>					
• Strategic Decision-taking					

	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>Evidence/Comments</b>
<ul style="list-style-type: none"> <li>• Business Planning</li> </ul>					
<ul style="list-style-type: none"> <li>• Staff Management</li> </ul>					
<ul style="list-style-type: none"> <li>• Working as an Effective Team</li> </ul>					
<ul style="list-style-type: none"> <li>• Corporate Governance</li> </ul>					

	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>Evidence/Comments</b>
<b>B. Local Authority Housing</b>					
<ul style="list-style-type: none"> <li>• Housing Issues in:</li> <li>• Newark &amp; Sherwood</li> <li>• Nottinghamshire</li> <li>• East Midlands</li> </ul>					

	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>Evidence/Comments</b>
<ul style="list-style-type: none"> <li>Needs and Aspirations of Residents and their Communities</li> </ul>					
<ul style="list-style-type: none"> <li>Equal Opportunities</li> </ul>					
<ul style="list-style-type: none"> <li>Tenant Empowerment</li> </ul>					
<b>C. Specific Areas</b>					
<ul style="list-style-type: none"> <li>Community Relations and Needs</li> </ul>					
<ul style="list-style-type: none"> <li>Management of Property and Contracts</li> </ul>					

	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>Evidence/Comments</b>
<ul style="list-style-type: none"> <li>• Finance and Treasury</li> </ul>					
<ul style="list-style-type: none"> <li>• Legal</li> </ul>					
<ul style="list-style-type: none"> <li>• Management of Information Technology</li> </ul>					
<ul style="list-style-type: none"> <li>• Public Relations and Presentations</li> </ul>					
<ul style="list-style-type: none"> <li>• Working with Local Authorities</li> </ul>					

## **2. Other Skills**

Do you have other skills/experience not listed in section 1 above which you think would be useful in your role as a Board Member? If so, what are they and how do you think they could be used?

## **3. Qualifications**

Please list your qualifications below

## **4. What parts of your role as a Board Member do you think you:**

(a) do best?

(b) do less well?

(c) fail to enjoy?

(d) have difficulty with?

*(When considering this section, think about all of the different aspects of being a Board Member, such as attending/participating in meetings, sitting on working parties etc., fostering good staff relations, attending promotional events and representing the organisation externally)*

## **5. Training and Development Needs**

Can you think of any training or other personal development that would help you in fulfilling your role as a Board Member? When listing, please indicate your preferred means of achieving e.g. individual coaching, external courses, reading material, change of Boards, increased responsibility.

## **6. Other Comments**

Please use this space to record any additional remarks, notes, questions, suggestions or other comments you wish to make.

<b>CHAIR'S COMMENTS</b> <b>(to be completed by the Chair during the review)</b>
--

## **7. Agreed Training and Development Needs**

Give details of any training or personal development needs agreed with specific objectives, priorities, appropriate timescales and preferred means of achieving.

**8. Action Planner**

Any other agreed courses of action, objectives or plans should be recorded below.

<b>What is to be achieved?</b>	<b>When it is to be achieved by?</b>	<b>How will it be measured?</b>

**9. Additional Chair's Remarks (if any)**

**Signature of Chair** \_\_\_\_\_ **Date** \_\_\_\_\_

**Signature of Board Member** \_\_\_\_\_ **Date** \_\_\_\_\_

**Annex Three****Newark and Sherwood Homes – Equal Opportunity Monitoring**

Newark and Sherwood Homes is committed to providing equality of opportunity for all in the services and employment it provides, regardless of race, colour, ethnic or national origin, disability, religion age, gender, health, marital status or sexual orientation. In order to promote active policies and to eliminate discrimination, the organisation wishes to monitor Board member recruitment. We therefore request your co-operation in Sections A, B, and C (please tick one box for each section):

I would describe myself as:

Section A		Section B		Section C	
Asian	<input type="checkbox"/>	Black	<input type="checkbox"/>	Male	<input type="checkbox"/>
Caribbean	<input type="checkbox"/>	White	<input type="checkbox"/>	Female	<input type="checkbox"/>
African	<input type="checkbox"/>	Other	<input type="checkbox"/>		
South-East Asian	<input type="checkbox"/>	Mixed	<input type="checkbox"/>		
British/European	<input type="checkbox"/>				
Irish	<input type="checkbox"/>				
Other	<input type="checkbox"/>				

If you suffer from any disability as stated in the Disabilities Discrimination Act '1995 (definitions of disability from the Act is set out below) please tick box

If yes, please state what the disability is:

**THE DEFINITION OF A DISABILITY**

The Disability Discrimination Act 1995 (DDA) states that " a person has a disability ... if they have a *physical or mental impairment* which has a substantial and long-term *adverse effect* on their ability to carry out *normal day-to-day activities*". If an individual is to be protected under the DDA, he/she must satisfy the definition of disability under the Act.

**Physical and Mental Impairment**

*Physical impairment* is not defined by the DDA, but includes impairments that affect the senses, e.g., hearing or sight.

*Mental impairment* is defined as an impairment resulting or consisting of a mental illness only if the illness is a clinically *well recognised* illness. This could include manic depression, schizophrenia and severe extended depressive psychoses. A clinically well recognised illness is an illness that is

accepted to exist by a body of respected medical practitioners, e.g., World Health Organisation.

A mental impairment as defined in the **Mental Health Act 1983**, can fall within the definition of a mental impairment in the DDA, but this does not mean that a mental impairment that falls within the definition of a mental impairment in the DDA, must also fall within the definition of mental impairment in the Mental Health Act, to be a mental impairment under the DDA.

### **Normal day-to-day Activities**

An impairment is to be taken to affect the ability of the person concerned to carry out normal day-to-day activities only if it affects at least one of the following:

- a) Mobility
- b) manual dexterity
- c) physical co-ordination
- d) continence
- e) ability to lift, carry or otherwise move everyday objects
- f) speech, hearing or eyesight
- g) memory or ability to concentrate, learn or understand
- h) perception of risk of physical danger

### **Disabilities Controlled by Medication or Special Aids**

Generally, an individual with a disability is protected by the DDA, even if he/she successfully controls or corrects his or her disability (for example, individuals with epilepsy controlled by medication). However, an individual with a sight impairment which is corrected by spectacles, contact lenses or any other means, will not be protected by the DDA. The mere use of medication or special aids does not automatically indicate the presence of a disability as defined in the DDA.

**Annex Four****Newark and Sherwood Homes – Delegation Planning**

The framework below indicates how decisions are made; it gives examples of where decisions are taken and, therefore, the related delegation.

Newark and Sherwood Homes will have various projects requiring decisions throughout the year.

<b>Example Project/Task</b>	<b>Management Executive Officers Group *</b>	<b>Committee</b>	<b>Board</b>
External service agreements	Decision	-	Delegate
Annual Investment Programme	Review and Recommend	Decision	Delegate
Budget	Review and Recommend	Review and Recommend	Decision
SMT Appointments	Review and Recommend	Decision	Delegate
Delivery Plan	Review and Recommend	-	Decision

\* Working with Scheme of Delegation and any terms of reference.

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