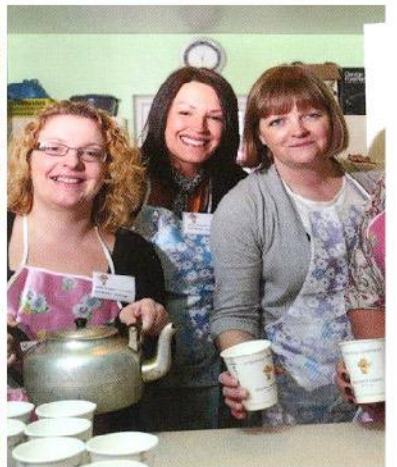




# Parent Board Member Recruitment Pack

Spring 2019





## Contents

1.	Introduction from the Chief Executive .....	2
2.	About Southway .....	3
3.	Southway's Governance Structure.....	5
4.	About the Role .....	6
5.	How to Apply.....	7
	Appendix 1 - Parent Board Terms of Reference.....	9
	Appendix 2 - Audit and Risk Committee Terms of Reference .....	13

## 1. Introduction from the Chief Executive

Thank you for expressing an interest in a position on Southway's Parent Board. This pack has been sent to you to provide further information about the roles and explain how you can apply.

Applicants for the Parent Board vacancy should note that one person will be appointed as a Parent Board Member (and probably to the Audit and Risk Committee) with the expectation that they will become a Member in September 2019 when the current Audit and Risk Committee Chair steps down. This will provide an overlap to ensure the Board has continuity of expertise and experience in this area.

The Parent Board has overall responsibility and accountability for Southway - what we do and how we do it. It sets our strategic objectives and then oversees our strategies, policies and budgets to ensure we achieve these objectives.

The Audit and Risk Committee undertakes more detailed oversight of Southway's activities, ensuring the Parent Board and the subsidiary Boards have sufficient assurance that we are fulfilling our objectives whilst maximising value for money and addressing any risks.

In particular we are seeking members with experience in one of the following areas:

- Financial management and strategy, including accountancy and audit, treasury and investment, or other roles in the financial sector.

This would be an excellent personal development opportunity for a senior professional, to develop skills and experience in a non-executive role.

I wish you every success in your application.

Karen Mitchell

## 2. About Southway

Southway Housing Trust is a community based housing provider and social enterprise established in 2007, working in and around South Manchester. Southway owns almost 6,000 affordable homes for rent in South Manchester and the surrounding areas, and employs around 200 staff.

### Southway's Vision, Purpose and Values

We will work in partnership with others to make south Manchester a place that people are proud of – a safe place where people choose to live, work and play.

Our primary purpose is to provide high quality affordable homes in desirable neighbourhoods where people are happy to live and have the opportunity to achieve their potential.

We also have a wider purpose which is to make best use of our resources to achieve our social and community objectives.

Our values shape how we do things. We are:

- Committed
- Ambitious
- Inclusive
- Collaborative
- Accountable
- Productive

## Futures Strategy 2015 - 2020

For the first few years, Southway's focus was the delivery of the promises made to tenants in 2007, when homes were transferred from Manchester City Council. This included making improvements to homes and neighbourhoods and building a strong landlord service. All Southway homes now exceed the Decent Homes Standard and our core landlord services achieve above average performance and tenant satisfaction ratings.

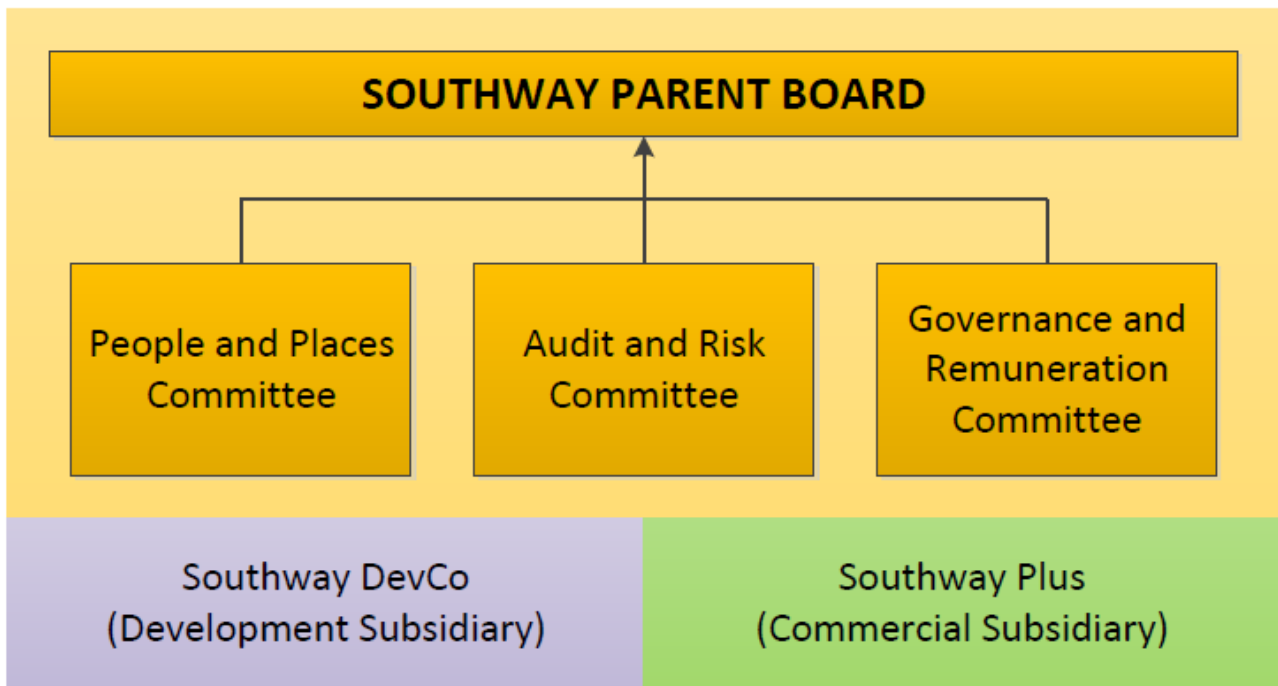
Southway launched a new Futures Strategy in 2015. Building on the strong foundations built during the preceding years, the Strategy seeks to make the best use of Southway's financial capacity to deliver our vision and purpose, and to ensure the business is diverse and resilient.

The Strategy sets priorities for the five years to 2020, under four strategic themes.

- **Affordable Homes in Desirable Neighbourhoods**
  - Transform our landlord service, achieving high standards and customer satisfaction
  - Manage assets to ensure the long term sustainability of homes and neighbourhoods
  - Deliver our Green Spaces Strategy, including creating an 'Urban Park' across our area
  - Tackle antisocial behaviour
- **Social Investment**
  - Support our tenants to enter employment and training
  - Develop and promote volunteering and volunteer networks
  - Invest in partnerships and community buildings
  - Work with others to improve health and wellbeing
- **Priorities for Investment**
  - Increase the supply of affordable homes in or close to South Manchester
  - Regenerate neighbourhoods
  - Deliver homes for market rent
  - Deliver a commercial repairs service
- **Age Friendly Living**
  - Develop new homes of all tenures to meet the needs of older people
  - Improve the quality of life of older people in south Manchester
  - Act as a centre of best practice

### 3. Southway's Governance Structure

Board and Committee Members are volunteers. Some of these are Southway tenants, some are nominated by Manchester City Council, and some are independent members appointed to provide specific expertise. Appointments to the governance structure are based on the knowledge and skills that individuals can bring to the overall mix.



**The Southway Parent Board** has overall responsibility for Southway's direction and activities and for financial management, development and investment decisions. It sets Southway's vision and objectives, and establishes strategies and frameworks for the delivery of these. The Parent Board delegates powers and activities to its Committees, and sets the frameworks within which they must operate.

There are 9 members. Of these 2 are tenants, 2 are Local Authority nominees and 5 are independent.

**The People and Places Committee** is the focus for monitoring delivery of our core affordable landlord services. It sets policies and scrutinises performance. This Committee is responsible for ensuring the Trust understands the impact the landlord service has on local communities. It will receive reports and feedback directly from the Tenant Scrutiny Panel, Residents Consultative Group and other tenant and resident feedback routes.

There are 7 members. 3 are tenants and 2 are Local Authority nominees. The other 2 members are from the Parent Board.

**The Audit and Risk Committee** is responsible for overseeing the audit, risk and control frameworks, including establishing frameworks, reviewing auditor reports and liaising with auditors, and scrutinising the response of officers. It will advise and guide the Parent Board. There are 5 members.

**The Governance and Remuneration Committee** resolves the remuneration of the Executive Directors and organises the appraisal of the Chief Executive. The Committee is made up of 3 Parent Board members.

**The two subsidiaries** have specific purposes: Southway Plus (the commercial subsidiary) leads on profit making activities outside of our affordable landlord service, such as market rent and selling our repairs service; and Southway DevCo ensures there are efficient tax arrangements for Southway's development activity. The Boards of these subsidiaries are made up of members of the Parent Board, as well as two Executive Directors, and the Parent Board retains ultimate decision making powers.

## 4. About the Role

Members in all parts of the governance structure must be able to understand Southway's activities and priorities and to make key decisions and lead the organisation effectively. They will also have an important role as ambassadors for Southway and will be expected to engage with the sector and the community as part of their duties.

Appendices 1 and 2, the Terms of Reference for the Parent Board and the Audit and Risk Committee respectively, provide specific details about the role of the Board/Committee and the skills required of members.

### Pay and Support

This is an unpaid role. The Board has decided that all Board and Committee Member roles will not be remunerated, as it has a strong commitment to the importance of volunteering and believes this fits best with Southway's ethos and direction.

All reasonable expenses incurred while engaged in Board/Committee duties will be met.

Support can be provided based on individual need, which will be discussed with you during recruitment and induction. This might include adjustments to enable a person with a disability to play an active role, or support with childcare costs where this would otherwise be a barrier to attendance.



## Time Commitment

The Parent Board meets four times per year. Each Board Member will also sit on a Committee and/or the Board of a subsidiary company, which means attending around four more meetings per year. The Committee or subsidiary Board that each Member sits on is agreed in discussion with the Member and with the Chairs, depending on their skills and experience and the requirements of each group.

The Audit and Risk Committee meets four times per year.

Meetings take place in the evening and each requires up to a day of work, taking into account reading and preparation and around 2-3 hours for the meeting.

In addition all members will be expected to attend an Away Day each year, as well as occasional training and events.

Southway sets a target of 90% attendance at scheduled Board and Committee meetings. Members are expected to attend all meetings, and where they are unable to attend to send apologies and explain this at the earliest possible opportunity.

## 5. How to Apply

### Recruitment Timetable

25 March	Deadline for applications
Early April	Interviews and selection
April	Appointment to be approved by the Board
23 April	Successful Candidate to observe A&R
May	Induction Completed & Specific training needs identified
18 June	Appointed Member to attend first Board Meeting

### Applications

Please complete an Application Form and return it to [governance@southwayhousing.co.uk](mailto:governance@southwayhousing.co.uk) by **4.00pm on Monday 25<sup>th</sup> March**.

### Interviews

Shortlisted applicants will be invited for an interview, which will be with:

- The Chair of the Parent Board
- The Chair of the Audit and Risk Committee
- The Chief Executive, Karen Mitchell



## **Further Information**

For further information on the contents of this pack or the recruitment process, please contact Matthew Maouati, Head of Governance and Performance

[m.maouati@southwayhousing.co.uk](mailto:m.maouati@southwayhousing.co.uk) / 0161 448 4267

If you would like to learn more about the role we can arrange for you to meet with Karen Mitchell, Southway's Chief Executive.

## Appendix 1 - Parent Board Terms of Reference

The Board is formulated in accordance with the Rules, and to assume responsibilities and exercise powers set out therein. The Board's obligations inform its duties and terms of reference as set out below:

### Functions

1. Define and ensure compliance with the values and objectives of The Trust, and lead on the delivery of the Trust's vision and objectives, to help ensure its long term success.
2. Design the organisational structure, strategies and processes likely to best achieve the values, aims and objectives of the Trust.
3. Resolve the Trust's Corporate Plan.
4. Approve the Trust's Business Plan.
5. Devise and monitor strategies for performing Southway's duties under co-regulation and to ensure adherence with statutory, legal and regulatory requirements, including receiving an annual report on compliance with the Regulatory Standards.
6. Establish and oversee a risk management framework in order to safeguard the assets and reputation of the Trust.
7. Set the Trust's fundamental approach and strategy for its relations with tenants and residents, the general public, partners, and other external parties.
8. Set the Trust's fundamental approach and strategy for its staff, including setting an overarching Human Resources strategy.
9. Set an Asset Management Strategy, and ensure systems are in place for its delivery.
10. Set a strategy for Non-Core and Commercial Activity and ensure that systems are in place for its monitoring and delivery.
11. Establish and control a framework of delegation of powers to Committees, Working Parties and staff, and set Board and Officer Standing Orders to this end.
12. Appoint (and if necessary, dismiss) the Chief Executive.
13. Be represented in the appointment of any Executive Directors of The Trust, be consulted by the Chief Executive of any consideration of their dismissal, and receive any Appeals against dismissal from them.

14. Approve each year's Operating Budget, and any Works or Development Programme budget, scope and timetable, and define the extent by which a committee may supplement this.
15. Set the Trust's rent levels, and long-term strategies for rents and service charges in line with required regulatory guidance.
16. Satisfy itself as to the integrity of the Trust's financial information and approve the Trust's published Annual Financial Statements including the Statement on Internal Controls Assurance and the Operating and Financial Review.
17. Set the overall funding strategy, resolve any new borrowing facilities and resolve any hedging within existing facilities.
18. Ensure Southway meets agreed performance standards and targets and operates governance procedures sufficient to inform it as to the adequacy of the Trust's performance, both in respect of services to customers and the upkeep of the properties.
19. Define the ranking of all policies in relation to those reserved for the Board's approval and set delegated arrangements to Committees or officers for creating suitable policies for all other aspects of its operations.
20. Operate governance procedures to obtain sufficient assurance as to the adequacy of the Trust's compliance with statutes, contracts and regulatory requirements.
21. Operate governance procedures to obtain sufficient assurance as to the adequacy of the Trust's systems of internal controls over resources, including the receiving of at least an annual report on the level of assurance available (in accordance with regulatory best practice).
22. Ensure that a strategy to obtain Value for Money is followed in respect of all Trust activity and ensure that the Trust operates effectively, efficiently and economically.
23. Set the Trust's equal opportunities policies and practices in compliance with the requirements of Equalities legislation.
24. Establish and review the Trust's tenancy agreements and other agreements to occupy.
25. Establish and review strategies to ensure best practice in the economic construction of buildings and the procurement of supplies.
26. Set strategies for the Trust's facilities framework (offices and ICT).
27. The Southway Housing Trust Board will always retain overall responsibility for all aspects of financial management, development and investment decisions.

## **Composition**

The Parent Board will be a skills-based board of up to 9 members. The Board will be comprised of up to 5 independent members, up to two tenant members and 2 local authority members.

## **Chair and Vice Chair**

Any of the Members. The Chair must always be a Non-Executive Member.

## **Quorum**

The quorum for meetings will be four of which one must be an independent member and one must be a tenant member.

## **Frequency of meetings**

The Parent Board will meet quarterly.

## **Skills requirements include:**

- Commercial/private sector leadership and management
- Financial management and / or accounting
- Housing development
- Property and asset management
- Commercial development
- Community and service user accountability.
- Understanding of governance and regulated sectors (public or private).
- Evidence of strong business acumen
- Understanding of social policy
- Capacity and evidence of understanding and support for the concept of a social business and the environment that Southway Housing Trust operates in.
- Strategic development and oversight.
- Demonstrating commitment to and understanding of the values and objectives of Southway Housing Trust.
- Appreciation of executive and non-executive roles and responsibilities.
- Ability to dedicate sufficient time and energy.

- Confidence to give honest opinions and add value to decision-making.
- Inquisitiveness and independent judgement.
- Understanding the wider social role of Southway Housing Trust across local communities
- Understanding of legislation and key values of equality, diversity and fairness

### **Review**

The Southway Housing Trust Board has approved these terms of reference and they will bind the Board from November 2015.

At least every two years, the Board shall review its structure, delegated responsibilities, reporting arrangements and its terms of reference and consider any recommendations for change.

## Appendix 2 - Audit and Risk Committee Terms of Reference

### Functions

#### General

1. To advise the Trust Board on whether there is an appropriate culture of control throughout the organisation.
2. Ensure that there is a transparent procedure in place for the selection and periodic review of the appointment of external and internal auditors.
3. Appoint both the external and internal auditors, subject to any ratification required at the Annual General Meeting.
4. To work within, and enforce, the Board's Audit Policy.

#### External and Internal Audit

5. Discuss with the external auditor, the nature and scope of the audit, prior to its commencement.
6. Discuss problems and reservations arising from any interim and final audit, and any matters the external auditors may want to discuss (in the absence of management if necessary).
7. Consider and agree the Accounting Policies of The Trust and recommend their adoption by the Board.
8. Review the Annual Financial Statements from the perspective of compliance with Accounting Policies, Standards, law and regulations, and their consistency with prior reporting of financial results during the year, advising the Board on any matters of discretion available within the Annual Financial Statements.
9. Agree the Internal Audit Plan, and monitor the performance and progress against that Plan.
10. Agree Management Action Plans from agreed Internal and External Audit recommendations (or similar), and constantly monitor their implementation.
11. Review the External Auditors' management letters and management's response, and submit them to Board for consideration.
12. Ensure co-operation and co-ordination between internal and external auditors.

13. As a matter of principle and to ensure that their independence is not compromised, the Committee should meet with the external auditors at least once a year without any staff being present.

#### Internal Controls

14. Establish and oversee systems of delegation and internal control.
15. Keep under constant review the effectiveness of those internal control systems and have responsibility for recommending to the Board the Annual Statement of Internal Control.
16. To commission, where necessary and with the approval of the Board, special investigations into matters of particular concern relating to internal controls.
17. To ensure that the impact of alleged or fraudulent activity on the organisation's framework of internal control is properly assessed and, where it considers it necessary, to recommend changes to strengthen the control framework.
18. To receive reports relating to any matters of whistleblowing or alleged or actual fraudulent activity that may have an effect upon the organisation (or any of its subsidiaries) and ensure that any necessary reports about fraud are made to the Regulator.

#### Risk

19. Establish policies, strategies and procedures for the identification and management of risk so as to minimise and take appropriate action in respect of those risks which will adversely affect the Trust's ability to meet its business objectives and deliver services successfully.
20. Continuously monitor Southway's Risk Map including for the identification of new risks and for the changing context of risks already identified.
21. Resolve the Trust's strategy for addressing insurable risk, including the maintenance of adequate insurance cover, ensuring the Trust's assets and resources are subjected to agreed acceptable levels of insurable risk.
22. Establish and review Southway's Business Continuity Plan (including the disaster recovery plan).

#### Other

23. Review Health and Safety practices within the Trust.



24. Consider any proposals to change Officer Standing Orders and Financial Regulations.
25. Ensure that systems are in place to ensure compliance with funding contracts.
26. Review all Southway policies regarded by Board as policies which are relevant to these Terms of Reference.
27. To review the Trust's gifts and hospitality register at least once per year.
28. To review the Trust's contracts and procurement register at least once per year.

### **Authority and Access to Information**

- The Committee may meet with the external auditors without any employee or the internal auditors being present, and may meet with the internal auditors without any employee being present.
- The Committee is authorised by the Board to obtain outside legal or other independent professional advice up to a value agreed by the Board and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.
- The Committee Chair will report the exercise of this authority to the Board Chair together with the advice received. Unless the Board Chair is of the opinion that to reveal the advice would compromise any investigation or to do so would be contrary to the interests of the Trust, all relevant facts relating to the advice will be reported to the Board at its next meeting or as soon as appropriate thereafter.
- The Committee has right of access to information within its terms of reference and shall receive the co-operative of the Trust's staff so as to be able to carry out its responsibilities.

### **Accountability**

- The Committee is accountable to the Southway Housing Trust Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- All committee members share responsibility for its decisions and should act only in the interests of the Trust and not on behalf of any constituency or interest group.
- The Southway Housing Trust will obtain assurance on the committee's work via minutes and regular verbal feedback from the Committee Chair on all of the Committee meetings.

- The Chair of the Committee will ensure that key issues are promptly brought to the attention of the Southway Housing Trust Board.
- The Committee will report formally on its work to the Southway Housing Trust Board on an annual basis.

### **Composition**

The Committee will have a membership of five, comprising three Parent Board members and two independent members. The Chair of the Parent Board or any Subsidiary Board may not sit on this Committee.

### **Chair**

One of the Parent Board Members on the Committee.

### **Quorum**

The quorum for meetings will be three of which at least one must be a Parent Board Member.

### **Frequency of meetings**

The Committee will meet quarterly.

### **Skills requirements include:**

- Risk management
- Scrutiny and challenge
- Financial management and / or accounting
- Audit
- Investigative skills
- Analytical skills
- Corporate governance
- Compliance and regulation
- Demonstrating commitment to and understanding of the values and objectives of Southway Housing Trust.
- Appreciation of executive and non-executive roles and responsibilities.
- Ability to dedicate sufficient time and energy.
- Confidence to give honest opinions and add value to decision-making.
- Inquisitiveness and independent judgement.
- Capacity to keep up to date with the operating environment.
- Understanding the wider social role of Southway Housing Trust across local communities
- Understanding of legislation and key values of equality, diversity and fairness

### **Review**

The Southway Housing Trust Board has approved these terms of reference and they will bind the Committee from November 2015.

At least every two years, the Committee shall review its structure, delegated responsibilities, reporting arrangements and its terms of reference and report its conclusions to the Southway Housing Trust Board, including any recommendations for change.



## **Southway Housing Trust**

Southern Gate  
729 Princess Road  
Didsbury  
Manchester  
M20 2LT

Tel. 0161 448 4200

Fax. 0161 448 4203

Email [connect2southway@southwayhousing.co.uk](mailto:connect2southway@southwayhousing.co.uk)

[www.southwayhousing.co.uk](http://www.southwayhousing.co.uk)

