Parent Board Member

Recruitment Pack

Spring 2022

Contents

1. Equalities Statement

2. Introduction from the Chief Executive

3. About Southway

4. Southway's Governance Structure

5. About the Role

6. How to Apply

Appendix A-Parent Board Terms of Reference

Appendix B-Audit and Risk Terms of Reference

1. Equalities Statement

Southway Housing Trust is committed to diversity and inclusion. We aspire to a governance structure which reflects our tenants and the wider communities in which we operate.

We encourage people from all backgrounds and experiences to apply for roles in our governance structure and welcome a diverse range of people.

We value difference of thought as we know this enhances our organisation. We particularly, though not exclusively, welcome applications from disabled people, people who identify as women, people who identify as LGBT+ and people from BAME backgrounds.

# 2. Introduction from the Chief Executive

Thank you for expressing an interest in a position on Southway's Parent Board. This pack provides further information about the roles and explains how to apply.

This is an exciting time for the organisation. Our Financial Strength, planning and organisation and the hard work and commitment of everyone involved with Southway helped us weather the disruption caused by Covid. We have recently undergone an IDA (March 2022) and retained our G1/V1 status. We are now getting back to basics. Supporting our tenants and communities to achieve their potential in a challenging environment, while delivering the ambitious growth and development plans in our Futures Strategy.

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.

We want people who are working at a senior level in their profession and have experience of strategy, planning and budgets to join our team. This is an excellent opportunity for a senior professional, to develop skills and experience in a non-executive role.

Applicants should note that we also have a vacancy on our Audit and Risk Committee and the successful candidate may be asked to join as a member. The Audit and Risk Committee undertakes 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. Skills and experience in this area would be an advantage but are not essential.

I wish you every success in your application.

Karen Mitchell

Chief Executive

# 3. About Southway

Southway Housing Trust is a community-based housing provider and social enterprise established in 2007. Working in and around South Manchester we are a trusted landlord and provide good quality affordable rented homes for around 6000 households and employ over 250 staff.

* Our interest is in People, Homes, and Neighbourhoods. We take our role as a key stakeholder seriously, working in partnership with others to achieve more than we can alone.
* We invest over £1million every year in strengthening our communities and supporting the people who live there.
* In the 10 years up to 2026 we will build around 1600 new homes, the majority of being affordable homes for rent and low-cost home ownership.
* Over the next 5 years we will create £3m profit in our commercial subsidiary Southway Plus, ring-fenced to subsidise the cost of new affordable homes in the higher value areas of south Manchester.

**Southway's Vision, Values and Mission**

Our long-term vision is of **Thriving Communities**

A thriving community is a place that people are proud of; Homes are secure and good quality, and the neighbourhood is safe, clean, green and sustainable.

People choose to live in a thriving community because it has a sense of place and belonging. People of all ages can access what they need to have a healthy and fulfilled life. Equality and diversity is valued. People look out for each other.

We will track our direction of travel towards this vision. Over the next 10 years we expect our thriving communities to be characterised by: -

* Levels of child poverty reducing.
* Levels of loneliness and isolation in all age groups reducing,
* Higher levels of employment and social connectedness,
* A supply of homes that is closer to meeting needs,
* A smaller carbon footprint
* And higher levels of satisfaction with our communities as a place to live.

The way we do things is determined by our values.

We are **Caring**, **Committed** and we will be **Successful Together.**

Southway Housing Trust has a clear sense of purpose: -

* We provide and build homes that people on below average incomes can afford. We understand our role as a “Steward” on behalf of our local communities.
* We are community based. Our focus on South Manchester, and areas nearby, means we understand our neighbourhoods and with our tenants and residents, we know what works.
* We care about the people who live in our homes. We build trust and confidence and believe we can achieve success together.
* We use our skills and resources to address inequality, reduce poverty and improve lives in our diverse communities. We support, advise, and enable people to achieve their potential and live well.
* Our services provide value for money. We are creative in solving problems and we use our financial strength effectively. We work with others to create greater outcomes.
* We will promote what we are good at, if that helps others, and make profit for the purpose of building more affordable homes in South Manchester.

**Futures Strategy 2020 - 2025**

Southway was formed in 2007 when homes were transferred from Manchester City Council. For the first few years, our focus was on the delivery of the promises made to tenants prior to the transfer. 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.

In 2015, we published an updated Futures Strategy that set a new direction, while building on the roots we established over the first 8 years. The current version of the Futures Strategy was launched in 2020. 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 2025. It is available to view by clicking this [link](https://www.southwayhousing.co.uk/media/2573/8-futures-strategy-2020-to-2025-updated-march-21-v1-km.pdf)

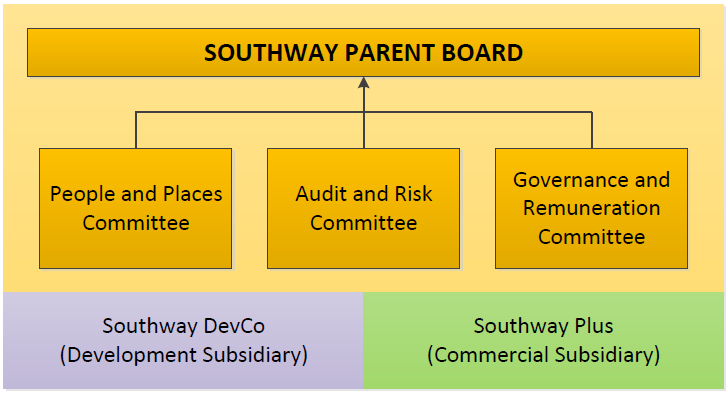
For 2022/23 we have set a corporate delivery plan with a Back to Basics focus. After 2 years of Covid, and feedback from our tenants about the importance the services we offer and clear communication, we want to get the basics right. This means that

* our core landlord and community services are accessible,
* our homes are well maintained,
* we communicate clearly and in good time with our customers and communities,
* we are efficient and productive, making good use of our resources.

# 4. Southway's Governance Structure

There are 9 members of the Parent Board; 2 Southway tenants, 2 nominees from Manchester City Council, and 5 independent members appointed for their specific expertise. Appointments to the governance structure are based on the knowledge and skills that individuals can bring to the overall mix and commitment to the vision and values of the Trust.

Our full governance structure is below



**The Southway Parent Board** has overall responsibility for Southway's direction and activities and for high level strategic direction, financial and business planning and management, development and investment decisions. It sets Southway's vision and objectives and establishes strategies and frameworks for their delivery of including the annual corporate plan. The Parent Board delegates powers and activities to its committees and sets the frameworks within which they operate. Full terms of reference are available to view at Appendix A of this pack.

**The Audit and Risk Committee** is responsible for overseeing corporate and legal compliance and establishing control frameworks. This includes liaising with auditors, reviewing their reports and scrutinising officer responses. The Committee oversees the effective management of key issues such as risk management, health and safety and compliance with property safety requirements and advises and guides the Parent Board on areas within its remit. There are 6 members. Full terms of reference are available to view at Appendix B of this pack.

**The People and Places Committee** is responsible for our core affordable landlord and community investment services. It sets policies and scrutinises performance, always keeping a focus on tenant and community experience and perspective. It receives reports and feedback directly from the Tenant Scrutiny Panel, and other tenant and resident groups. Local people who know our communities make up most of the membership with. There are currently 5 tenants and 2 local councillors amongst the eight members.

**The Governance and Remuneration Committee** resolves the remuneration of the Executive Directors and carries out the annual appraisal of the Chief Executive.

**The two subsidiaries** are private companies, wholly owned by Southway that have specific purposes:

**Southway Plus** leads on profit making activities outside of our affordable homes service, focusing on commercial property development.

**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, with two Executive Directors also serving on Southway Plus. The Parent Board retains ultimate decision-making powers.

# 5. About the Role

Members in all parts of the governance structure must demonstrate a commitment to and understanding of the vison and values of the Trust as well as being able to understand Southway’s activities and priorities and to make key decisions, leading the organisation effectively.

Members also have an important role as ambassadors for Southway and will be expected to engage with the wider sector and our communities as part of their duties.

Members enjoy the role and find the opportunity to participate in an organisation with social objectives as rewarding. The Board operates as a Team, bringing a diverse group of people together to share skills and knowledge, to discuss and debate important decisions, and form positive and productive relationships between members and with the Executive.

**Pay and Support**

This is an unpaid, voluntary role. The Board has a strong commitment to the importance of volunteering and believes this fits best with Southway's ethos and direction as a community organisation with social objectives. Members are motivated to provide their time, energy and skills to give something back and make a positive difference.

All reasonable expenses incurred while engaged in Board/Committee duties will be met. We offer a full support package based on individual need. This might include adjustments to support a disabled person to play an active role or help with childcare costs where this would otherwise be a barrier to attendance.

**Time Commitment**

The Parent Board meets four times per year.

Meetings take place in the evening, usually on a Tuesday, and start at about 5.30pm. Each meeting requires up to a day of work, taking account of reading and preparation and around 2-3 hours for the meeting itself. Papers are Issued 7 days before meetings.

Parent Board Members usually also serve on a committee or subsidiary board. This will be discussed at your induction. We will match your skills and experience with the needs of the business.

In addition, all members are expected to attend 2 Away Days each year, which usually take place at the weekend, as well as occasional training and events.

All new members have an induction programme. This includes, meeting the Chair and members of the Executive to discuss the priorities and challenges of the Trust, a tour of our neighbourhoods, and a governance briefing to learn about the role.

All members have an annual appraisal meeting with the Chair and Chief Executive to review their effectiveness and that of the Board and identify any training and development needs.

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.

# 6 How to Apply

Applications can be made online at [www.southwayhousing.co.uk/board-vacancy](https://www.southwayhousing.co.uk/board-vacancy) or you can email [governance@southwayhousing.co.uk](mailto:governance@southwayhousing.co.uk) for a Word or Paper copy of the form.

You will be asked to to:

* Complete a short section with your personal details.
* Complete a Diversity Monitoring Form
* Upload a current CV
* Complete a short statement (ideally no more than 1000 words) explaining why you are a good candidate for the role. Please refer to the skills section of the Board Terms of Reference at Appendix A of this pack.

If you wish to make your application as a video or audio recording, to best demonstrate your skills and experience, please contact the governance team who can advise on the requirements.

The deadline for applications is 23.59 on 11th July. We will not accept applications submitted after this.

**Recruitment Timetable**

|  |  |
| --- | --- |
| 28th June | Opportunity to observe Parent Board |
| 11th July | Deadline for applications |
| During July | Applicant Interviews |
| August/Early September | Successful applicants informed and induction begins |
| 20th September | Formal appointment made at Southway AGM |

**Interviews**

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

* The Chair of the Parent Board, Clare Tostevin.
* The Chief Executive, Karen Mitchell

**Further Information**

If you would like to learn more about the role or to discuss what is involved, please get in touch and Karen Mitchell, Southway’s Chief Executive will arrange to meet you either in person, by video conference or telephone, depending on your preference.

For further information on the contents of this pack, additional background information, or more detail on the recruitment process, please contact Southway's Governance Team. They can also assist if you need reasonable adjustments for any part of the recruitment process.

**All enquiries should be sent to governance@southwayhousing.co.uk**

**Southway Housing Trust Parent Board Terms of Reference**

**Southway Housing Trust 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. Approve the Trust’s Corporate Plan.
4. Approve the Trust’s Business Plan and those of its subsidiaries and the Group as a whole.
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 legalisation.
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. Take overall responsibility for compliance with Health and Safety Legislation
28. Approval and oversight of the Trust’s Carbon Reduction Strategy
29. 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.

The Board shall review its structure, delegated responsibilities, reporting arrangements and its terms of reference and consider any recommendations for change on annual basis.

**Matters Reserved for the Parent Board**

**Values and Strategic Direction**

1. Defining and ensuring compliance with the values and objectives of the Trust and ensuring these are set out in a corporate strategy.
2. Establishing policies and plans to achieve those objectives.
3. Agreeing policies which it reserves through the Policy Delegation Schedule.
4. Monitoring the Trust’s performance in relation to these plans, budgets, controls and decisions.
5. Satisfying itself that the Trust’s affairs are conducted in accordance with generally accepted standards of performance and propriety.

**Governance Matters**

1. Designing the organisational structure and making any constitutional changes, including but not limited to Rule Changes, establishment of subsidiaries, amendments to the corporate status or structure (e.g., admission of a new member).
2. Agreeing the terms of reference (including quorum) and the membership and chair of any Committee or Subsidiary of the Board.
3. Determination of any additional requirements for the quorum of the Board beyond the provisions set out in Rule D15.
4. Establishing and overseeing a framework of delegation and systems of control, including delegation of powers under written terms of reference to Subsidiaries, Committees, officers and employees.
5. Setting and reviewing policies and objectives for the admission of Board Member and Shareholders.
6. Appointment and, if necessary, expulsion of Board Members and Shareholders.
7. Appointment and, if necessary, removal of Directors of each Subsidiary company.
8. Establish adhoc Groups and Committees to complete projects, setting their terms of reference and delegated authority
9. Appointment and, if necessary, removal of the Chair and Vice Chair of the Board.
10. Appointment and, if necessary, removal of the Chief Executive.

**Financial and Legal Matters**

1. Board retains ultimate responsibility for all statutory, regulatory and compliance matters
2. Making decisions on all matters that create significant financial risk to the Trust or which affect material issues of principle.
3. Approving key Treasury policies and procedures and associated delegation of authority.
4. Approval and acceptance of all loan and funding agreements, having sought the advice of suitably qualified advisors as considered appropriate.
5. Approval of adopted interest fixings under existing loan facilities where the fixed rate will apply for a period of twelve months or more, subject to the Procedure for Hedging Interest Rate Exposure.
6. Final acceptance of fixed rate terms, Interest Rate Caps and any other risk management arrangements, which are within the Rules of the Trust, and which are subject to such limits as may be specified by the Board.
7. Approving short term overdraft facilities.
8. Approving bank and dealing mandates.
9. Reviewing the Annual Treasury Report, accepting the Annual Treasury and Investment Strategy, and approving the Quarterly Treasury Report.
10. Approving the Development Programme.
11. Approving the Business Plan, on the recommendation of the Director of Finance and Resources or the Chief Executive.
12. Approving each year’s Budget, on the recommendation of the Chief Executive.
13. Recommendation of appointment of external auditors.
14. Approving each year’s Accounts prior to publication.

**Audit and Risk (Group) 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. To ensure that there is a transparent procedure in place for the selection and periodic review of the appointment of external and internal auditors.
3. To 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

1. Discuss with the external auditor, the nature and scope of the audit, prior to its commencement.
2. 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).
3. Consider and agree the Accounting Policies of The Trust and recommend their adoption by the Board.
4. 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.
5. Agree the Internal Audit Plan, and monitor the performance and progress against that Plan.
6. Agree Management Action Plans from agreed Internal and External Audit recommendations (or similar), and constantly monitor their implementation.
7. Review the External Auditors' management letters and management’s response, and submit them to Board for consideration.
8. Ensure co-operation and co-ordination between internal and external auditors.
9. 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

1. Establish and oversee systems of delegation and internal control.
2. 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.
3. To commission, where necessary and with the approval of the Board, special investigations into matters of particular concern relating to internal controls.
4. 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.
5. 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

1. 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.
2. Continuously monitor Southway’s Risk Map including for the identification of new risks and for the changing context of risks already identified.
3. Monitor other Subsidiary Risk Maps as appropriate and give assurance to the Board that risk is being adequately managed
4. 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.
5. Establish and review Southway’s Business Continuity Plan (including the disaster recovery plan).

Other

1. Oversee the Information Governance Framework and compliance with data protection laws
2. Review Health and Safety practices within the Trust.
3. Consider any proposals to change Officer Standing Orders and Financial Regulations.
4. Ensure Compliance with relevant Property Health and Safety Regulation and Legislation
5. Ensure that systems are in place to ensure compliance with funding contracts.
6. Review all Southway policies regarded by Board as policies which are relevant to these Terms of Reference.
7. To review the Trust’s gifts and hospitality register at least once per year.
8. To review the Trust’s contracts and procurement register at least once per year.
9. To approve the write off of income, and other related debt, on an annual basis.
10. To review reports of whistleblowing on an annual basis.

**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 up to six, comprising three Parent Board members, with the rest being 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 independence