Southway Group Standing Orders

COR-POL-18

Version 5.18

Date approved: 24th March 2026
Approved by: Parent Board

Contents

1. Introduction

1.1 These Standing Orders apply to the Southway Housing Trust Parent Board (Southway), the Boards of any subsidiaries of Southway, and the Committees of those Boards.

1.2 This document is one of a number which define Southway's governance arrangements. Southway is governed by its Rules. The Subsidiaries are each governed by their Articles of Association.

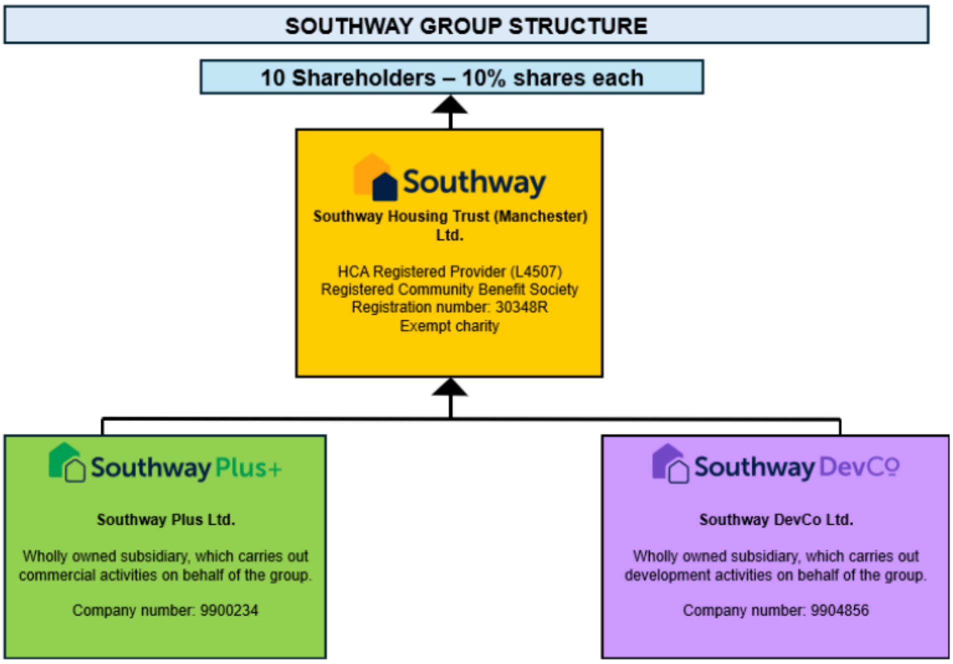
1.3 The Standing Orders are supplemental and subservient to the Rules and Articles and set out how the Boards agree to conduct their business within them. The Standing Orders comply with the National Housing Federation Code of Governance 2020 and Code of Conduct 2022, which Southway's Board has adopted.

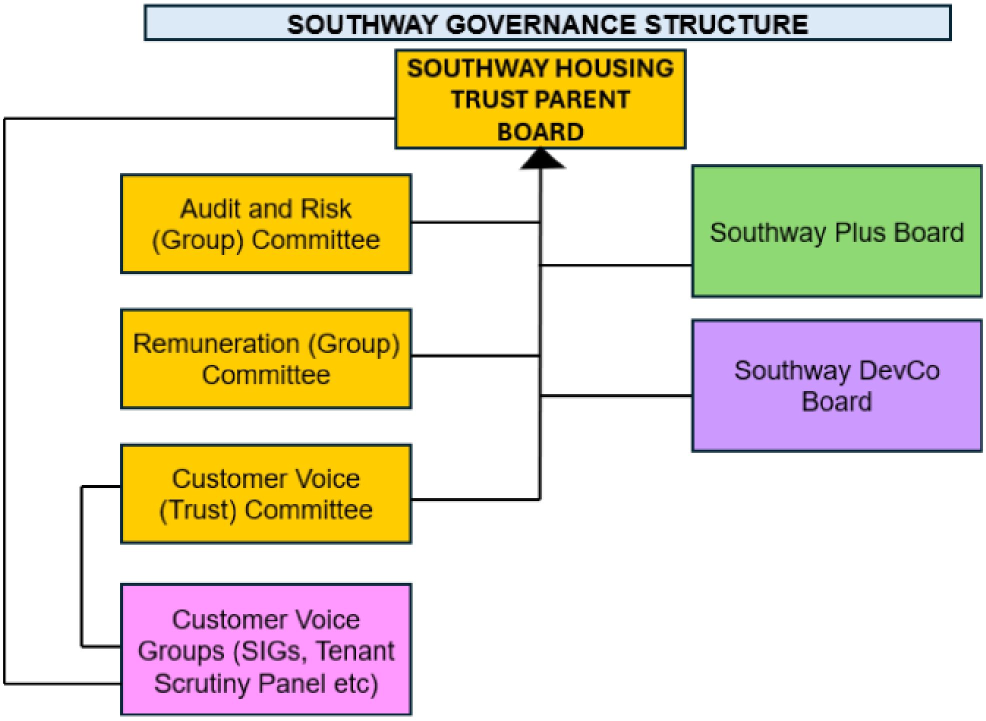
1.4 References within these Standing Orders to Rules are those within Southway's Rules.

1.5 All Board and Committee Members must sign a declaration that they will comply with Southway's Rules, these Standing Orders, and other relevant policies and codes.

1.6 The Standing Orders may be amended by the Parent Board at any time and will be reviewed at least every three years, in line with a review of the Group and Governance structure.

2. Southway Group and Governance Structure





Board and Committee					
Board/Committee	**Composition**	**Quorum**	**Co-Optees***	**Chair**	**Meetings**
Southway Housing Trust Parent Board	Up to 10 members, comprising: • 2 Tenants, • 2 nominated by Local Authority, and • 6 Independent	4 members	Up to 3	Any member	Quarterly
Audit and Risk (Group) Committee	6 members, comprising: • 4 from Parent Board, and • 3 Independents not on Parent Board – *Not* the Chair of the Parent Board	3 members including: • 1 from Parent Board	Up to 3	A member from the Parent Board	Quarterly
Remuneration (Group) Committee	3 members, all from Parent Board – Including the Chair of the Parent Board – *Maximum* 1 Tenant – *Maximum* 1 Local Authority	All 3 members	Up to 2	*Not* the Chair of the Parent Board, and *Not* the Chair of the Audit and Risk Committee	At least annually
Customer Voice Committee	Up to 8 members, comprising: • Up to 3 from Parent Board, one of whom must be a Local Authority nominee • Up to 8 Tenants who are not on Parent Board	3 members including: • 1 from Parent Board	Up to 3	A member from the Parent Board	Quarterly

Southway Plus Board	5 members, comprising: • 2 from Parent Board, • One Senior Officer • 2 independent Board Members	3 members including: • 2 from Parent Board Executive members must not be in the majority	Up to 3	Either a Parent Board, or Independent Member, but not a Senior Officer	At least three times per year.
Southway DevCo Board	3-5 members, all from Parent Board	3 members	Up to 3	A member from the Parent Board	At least twice per year.

*Only 5 co-optees in total are permitted at any one time across all the Boards and Committees in the Governance Structure

2.1 As members may serve on more than one Board or Committee, guidance is in place to deal with intra-group conflicts of interest in the Probity Statement.

2.2 The duties of each Board and Committee are set out in the Appendices.

3. Committees

3.1 The Parent Board may establish any number of committees and working groups as it sees fit and these will function in accordance with Rules D30-D34.

3.2 The Parent Board will, for each committee/working party:

(a) Approve Terms of Reference, including a quorum,

(b) Appoint a Chair

(c) Agree the membership.

3.3 Committees may appoint a Vice Chair at their own discretion. This must be reported to Parent Board, but does not need their approval,

3.4 Vice Chairs need not be Parent Board members, unless they need to Chair two or more consecutive meetings. In this instance the matter will be referred to Parent Board who will decide whether an alternative Chair should be selected.

3.5 In selecting the membership and setting the quorum of any Committee with delegated powers, the Parent Board will have due regard to the statutory requirement not to have a majority of “local authority persons” at any decision taking meeting. This is to ensure the charitable status of Southway is not jeopardised.

4. Shareholders, Board Members and Co-optees

4.1 Ultimate responsibility for running the organisation rests with its Shareholders who each hold one share and one vote. More detail on the nature of Shareholders is included at Section C of Southway’s Rules.

4.2 All Southway Shareholders will also be Parent Board Members.

4.3 To supplement the Parent Board, or the Sub-Committees, the Board may appoint Co-optees. Co-optees are not shareholders and they will have shorter terms of office than Board and Committee members. They will usually be recruited to provide specific skills and experience.

4.4 Co-optees will have a maximum term of office of three years. If they are appointed to a Board, or Committee during, or at the immediate conclusion of their role as a Co-optee, the time spent as a Co-optee will count towards their term of office.

4.5 The Parent Board may appoint up to three Co-Optees to serve on any Board, committee or working party, except for the Remuneration Committee where the maximum is two.

4.6 There can be no more than five Co-Optees as a combined total serving across all Boards, Committees and Working Parties according to Rule D5.

4.7 The Parent Board will regularly consider whether there is the need for co-option to meet identified needs, skills and competencies. Appointments should be made in line with the Member, Co-Optee and Shareholder Recruitment and Appointment Policy

4.8 Co-Optees will be expected to follow the same obligations, including standards of conduct, as full Board/Committee Members. They must sign an agreement to that effect (Rule D4).

4.9 Co-Optees can take part in discussions and vote at Board or Committee meetings at the discretion of the Chair. They are not permitted to vote on the election of officers or any matters which are reserved for Shareholders.

4.10 Co-Optees will not count towards the quorum of a meeting.

5. Chairs, Chief Executive and Company Secretary

5.1 The Parent Board and each Subsidiary Board and Committee will have a Chairperson. The Role Description of each Chair is appended.

5.2 No Member may be the Chair of any one Board or Committee for more than six years.

5.3 The Parent Board will also have a Vice Chair, who will deputise for the Chair, assuming their responsibilities and ensuring that the Board operates effectively in the Chair's absence. Their responsibilities are set out at Appendix J

5.4 It is important that the different and separate functions of the Parent Board Chairperson and the Chief Executive are recognised.

5.5 The Chief Executive has ultimate executive responsibility and accountability for delivery of the plans and strategies of the Board, their authority is delegated by the Board.

5.6 The Chief Executive will work closely with the Chair to further the aims of the organisation.

5.7 The Chief Executive is responsible for providing information to allow the Board to make Strategic decisions. They are expected to contribute to strategic discussion but cannot formally take part in the decision-making process.

5.8 The Chief Executive's levels of financial responsibility are set out in Financial Regulations.

5.9 Southway will have a Company Secretary, formally appointed by Board, to carry out the duties set out in the appended Role Description. In the event of their absence, the Chief Executive will ensure that the Company Secretary's duties are executed.

5.10 Board has the authority to remove the Company Secretary from their position (but not their substantive role within the organisation). This will be done in conjunction with the Chief Executive, who will be responsible for identifying a replacement.

6. Scheduling and Convening Meetings

6.1 The Parent Board will agree a schedule of meetings for all Boards and Committees at least 12 months in advance. Scheduled meetings will be convened in accordance with Rule D27.

6.2 Meeting dates may subsequently be changed, or additional meetings arranged subject to Rules D27 and D28.

The Company Secretary will send out an Agenda and reports at least seven days before each meeting.

6.3 The National Housing Federation Code of Conduct states that Members must;

'not disclose, without authority, any confidential or sensitive business information.'

6.4 Southway Board and Committee Meetings are closed, with observers only permitted to attend with the approval of the Chair.

6.5 The following types of reports will always be considered as confidential business information:

- Reports relating to bids for land or property, or other commercial matters.
- Reports that contain information on services which are being tendered.
- Reports that contain sensitive information about staffing issues.

6.6 Other reports may fall into this category. The Chair will be consulted prior to each meeting and confidential items clearly marked on both the agenda and the reports themselves.

7. Running of Meetings

The Business of a Meeting

7.1 The business of a meeting will be confined to that notified via the agenda, except in the case of 'Additional Business'.

7.2 Where a Member, the Chief Executive or the Company Secretary wishes the meeting to consider an item of business which is not on the agenda they will advise the Chair before the meeting. The Chair may seek the views of Members present, but the Chair's decision on the suitability of considering the additional business is final. In reaching a decision, the Chair should take account of whether consideration of the item of additional business is likely to breach the requirement to provide due notice of business at meetings (Rule D28).

Procedural Motions

7.3 During a meeting any Member may propose a Procedural Motion, which is a proposal for the way in which a matter before the meeting should be resolved; for example, that the matter be agreed or deferred, that an attendee be excluded from the meeting, or that the order of business be changed.

7.4 Where a member proposes a Procedural Motion, the Chair will ask if there is a seconder, and if there is will prioritise the Motion's consideration. The Chair will allow the proposer to briefly explain the reasons for the Motion and invite others to raise objections or reasons against it. The Chair may allow further discussion of the Motion.

7.5 Other Members may propose an Alternative Procedural Motion and the Chair will decide how competing Procedural Motions will be dealt with.

7.6 A Procedural Motion is passed by vote (see below).

Alternative Substantive Motions

7.7 Any Member may propose that an alternative course of action is taken to a substantive proposal under consideration. This is an Alternative Substantive Motion.

7.8 The Chair will ensure the merits of an Alternative Substantive Motion are discussed but will ultimately decide whether the Motion should be considered for decision. This should be based on whether the substance of the Motion is so different to the original proposal that adopting it would represent the taking of business not included in the notice of the meeting.

Voting

7.9 Where a decision is required, a consensus of all Members present will normally be sought.

7.10 Where this is not possible, the Chair will direct that a vote be taken.

7.11 On any motion, any two Members may request a vote.

7.12 In a vote each Member present will have one vote.

7.13 In the case of an equal split the Chair has the casting vote.

7.14 Any Member may request that their manner of voting be recorded in the minutes of the meeting.

Conduct

7.15 Members will direct contributions to a meeting through the Chair and will conduct themselves in a manner that does not obstruct the business of the meeting or call into question the authority of the Chair. (See also the Code of Conduct and Member Services Agreement)

7.16 Where the Chair feels that a meeting is unmanageable due to the conduct of one or more Members, they will decide that either the meeting will end or there will be a break in the meeting. Any reconvening of the meeting must be with all Members willing and able to attend. Further detail is included in the Board Member Code of Conduct

7.17 The permanent removal of a member may only be carried out in line with Rule D8.

7.18 In the case of a Subsidiary Board or a Committee, the Chair must report this event to the Chair of the Parent Board, who will consider whether to raise this at a Parent Board meeting and may (having taken advice from the Company Secretary) direct that the Board or Committee concerned does not meet again until after the Parent Board has considered the issue.

7.19 If there are general concerns about conduct, performance, attendance or compliance with the Member Services Agreement a meeting will be arranged with the individual member, the Chair, and the Company Secretary.

8. Inquorate Meetings

8.1 Where a meeting is at any stage inquorate, no business may be conducted other than as per 8.2–8.4 of these Standing Orders.

8.2 Approval of the minutes of a previous meeting must be deferred to the next quorate meeting, although Members present may call Officers to account for actions required of them.

8.3 Items for information may be discussed and noted.

8.4 For items requiring decision or approval, those Members present will agree for each that they should be:

(a) Deferred to the next scheduled meeting,

(b) Deferred to an unscheduled meeting (the Company Secretary should be asked to call this meeting as per D27 and D28 of the Rules),

(c) Dealt with via Written Resolution, or

(d) Dealt with via Urgency Provisions (subject to the agreement of the Chief Executive and the Parent Board Chairperson) (the Chief Executive should be asked to make an Urgency Resolution as per section 10 of these Standing Orders),

(e) Or, in the case of a Subsidiary Board or a Committee, referred to the next meeting of the Parent Board, if this is before the next meeting of the Subsidiary Board/Committee in question.

8.5 The Company Secretary will ensure that a note is made of all proceedings at the inquorate meeting and that this note is submitted to the next quorate meeting.

9. Written Resolutions

9.1 A decision may be taken via Written Resolution, in accordance with Rule D36, where the Chief Executive and the Chair of the relevant Board or Committee agree that a decision is required of a Board/Committee, and it would not be in the interests of Southway to:

(a) Wait for the next scheduled meeting, or

(b) Convene an additional meeting,

(c) Or, in the case of a Subsidiary Board or a Committee, wait for the next scheduled meeting of the Parent Board.

9.2 The Written Resolution should be produced or approved by the Chief Executive or Executive Director of Finance and Development and then distributed by the Company Secretary (or a member of the Governance Team to whom this responsibility is delegated).

9.3 Members must be given at least seven days' notice to respond to a written resolution (Rule D28). Members are expected to treat a Written Resolution in the same way as an ordinary meeting and make every effort to consider and respond to the business.

9.4 For a Written Resolution to be passed, at least three quarters of the Board/Committee Members must confirm via email or otherwise in writing that they agree to it (Rule D36).

9.5 A Statement of Written Resolution will be produced by the Company Secretary and signed by the Chief Executive. This should set out:

(a) The reasons for taking this decision route,

(b) All Members' responses (any comments made, as well as votes),

(c) Whether the Resolution was passed, and

(d) Action taken to execute the decision.

9.6 This Statement will be circulated to all Board/Committee Members within one week of the decision and will be reported to the next meeting of the Board/Committee.

10. Urgent Resolutions

10.1 A decision may be taken via Urgency Resolution where the Chief Executive and the Chair of the relevant Board or Committee agree that a decision is required of a Board/Committee and it would not be in the interests of Southway to:

(a) Wait for the next scheduled meeting,

(b) Convene an additional meeting, or

(c) Obtain Member approval to a Written Resolution,

(d) Or, in the case of a Subsidiary Board or a Committee, wait for the next scheduled meeting of the Parent Board.

10.2 An Urgent Resolution should be used to deal with a specific, time critical matter. In utilising the Urgency Provisions, the Chief Executive and the Chair will endeavour to ensure that the Board/Committee is not needlessly bound beyond the issue at hand (e.g. if an action is urgently needed at variance to policy, any long-term policy change is left to the full Board/Committee).

10.3 The Chair of the Board/Committee will seek to consult as many Members as is feasible in the circumstances. Those consulted will be expected to reply as soon as possible.

10.4 Passing the urgency resolution is not dependent on consultation but any comments made will be recorded and reported to all members within seven days.

10.5 If after any such consultation, the Chair and the Chief Executive agree about the appropriate course of action, they will jointly sign a Statement of Urgent Resolution. This should set out:

(a) The reasons for taking this decision route,

(b) The Members consulted and the views they expressed,

(c) The decision taken, and

(d) Action taken to execute the decision.

10.6 The Chief Executive is then permitted to act under delegated powers.

10.7 The Statement of Urgent Resolution will be circulated to all Board/Committee Members within one week of the decision and will be reported to the next meeting of the Board/Committee.

Passing the urgency resolution is not dependant on consultation, but any comments made will be recorded and reported to all Board Members within seven days.

POLICY REVIEW HISTORY
To be completed during each review

<table>
<tr><td colspan="2">Previous versions
(version number – approved by – approval date – title if different)

V1 – Board – 25/11/2008
V2 – Board – 07/02/2012
V3 – Board – 21/01/2014 – Board Standing Orders
V4 – Board – 29/03/2016
V5 – Parent Board – 21/06/2016
V5.3 – Parent Board – November 2018
V5.4 – Parent Board – March 2019
V5.5-Parent Board-June 2020
V5.6-Parent Board-September 2020
V5.7-Parent Board-March 2021
V5.8-Parent Board-June 2021
V5.9-Parent Board-September 2021
V5.10-Parent Board-March 2022
V5.11-Parent Board-March 2023
V5.12-Parent Board-September 2023
V5.13-Parent Board-March 2024
V5.14-Parent Board-September 2024
V5.15-Parent Board-March 2025
V5.16-Parent Board-September 2025</td></tr>
<tr><td>Date of last EIA:</td><td>14/3/25</td></tr>
<tr><td>Review lead by:</td><td>Matthew Maouati-Assistant Director Corporate Services</td></tr>
<tr><td colspan="2">Main Changes
Additional Clause regarding review meetings at Section 7.

Changes to composition and terms of reference of Customer Voice Committee at Appendix E

Amendments to Policy Review Schedule at Appendix L</td></tr>
<tr><td>Next review due:</td><td>Q4 2025/26</td></tr>
<tr><td>Approval Level:</td><td>Parent Board</td></tr>
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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 Southway, and lead on the delivery of Southway's vision and objectives, to ensure its long-term success.

2. Conducting all business in a way that is consistent with Southway's REACH Values- Respect, Equity, Ambition, Compassion and Honesty

3. Design the organisational structure, strategies and processes to achieve adhere to the values, and achieve the aims and objectives of Southway.

4. Approve Southway's Corporate Plan.

5. Approve Southway's Business Plan and those of its subsidiaries and the Group as a whole including Stress Testing and Resilience Plans as required.

6. Devise and monitor strategies for adherence with statutory, legal and regulatory requirements, including receiving an annual report on compliance with the Regulatory Standards.

7. Establish and oversee a risk management framework to safeguard the assets and reputation of Southway.

8. Set Southway's fundamental approach and strategy for its relations with tenants and residents, the public, partners, and other external parties.

9. Set Southway's fundamental approach and strategy for its staff, including setting an overarching Human Resources strategy.

10. Set an Asset Management Strategy, and ensure systems are in place for its delivery.

11. Set a strategy for Non-Core and Commercial Activity and ensure that systems are in place for its monitoring and delivery.

12. Establish and control a framework of delegation of powers to Committees, Working Parties and staff, and set Board and Officer Standing Orders to support this.

13. Appoint (and if necessary, dismiss) the Chief Executive.

14. Be represented in the appointment of any Executive Directors of Southway, be consulted by the Chief Executive on any consideration of their dismissal and receive any Appeals against dismissal from them.

15. 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.

16. Set Southway's rent levels, and long-term strategies for rents and service charges in line with required regulatory guidance.

17. Satisfy itself as to the integrity of Southway's financial information and approve Southway's published Annual Financial Statements including the Statement on Internal Controls Assurance and the Operating and Financial Review.

18. Set the overall funding strategy, resolve any new borrowing facilities and resolve any hedging within existing facilities.

19. Ensure Southway meets agreed performance standards and targets and operates governance procedures to inform of Southway's performance, both in respect of services to customers and the upkeep of the properties.

20. Define the ranking of all policies in relation to those reserved for Board approval and set delegated arrangements to Committees or officers for creating suitable policies for all other aspects of its operations.

21. Operate governance procedures that provide assurance of the adequacy of Southway's compliance with statutes, contracts and regulatory requirements.

22. Ensure that a strategy to obtain Value for Money is followed in respect of all Trust activity and ensure that Southway operates effectively, efficiently and economically.

23. Set Southway's equal opportunities strategy, policies and practices in compliance with the requirements of Equalities legalisation.

24. Establish and review Southway's tenancy agreements and other agreements to occupy. Establish and review Southway's tenancy agreements and other agreements to occupy and approve nonmaterial changes. If there is a functional change to tenancy agreements, it is delegated to the Executive and then reported to the Parent Board at its next meeting.

25. Establish and review strategies to ensure best practice in the construction of buildings and the procurement of supplies.

26. Set strategies for Southway's facilities framework (offices and ICT).

27. Take overall responsibility for compliance with all relevant Health and Safety Legislation

28. Approve and oversee Southway's approach to Carbon Reduction

Composition
The Parent Board will be a skills-based board of up to 10 members. The Board will comprise 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

Frequency of meetings
The Parent Board will meet at least quarterly.

Required Skills and Experience requirements for Parent Board members include:

- Commercial/private sector and/or public/third 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).
- Strong business acumen
- Understanding of relevant policy, law and regulation
- 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.
- Housing Management and Consumer Standards

Values and Behaviours required by members of all Boards and Committees:

- Commitment to, and understanding of, the vision, values and objectives of Southway Housing Trust.
- Conducting all business in a way that is consistent with Southway's REACH Values- Respect, Equity, Ambition, Compassion and Honesty
- Appreciation of executive and non-executive roles and responsibilities.
- Ability to dedicate sufficient time and energy to the role.
- 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, including lived experience where appropriate.
- Understanding of legislation and values of equality, diversity and fairness
- Commitment to work collaboratively with Southway Housing Trust Officers to deliver corporate objectives
- Experience of, or understanding of, receiving landlord services within the context of customer services.

Review
The Southway Housing Trust Board approved these terms of reference as binding for 12 months from 24 March 2026.

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

There are certain matters that are reserved for approval by Parent Board and would not be delegated to other parts of Southway's Governance Structure. These are listed below.

Values and Strategic Direction

1. Defining and ensuring compliance with the values and objectives of Southway and ensuring these are set out in a corporate strategy.

2. Establishing policies and plans to achieve those objectives, and agreeing those that it reserves through the Policy Delegation Schedule and those which can be delegated.

3. Satisfying itself that Southway's affairs are conducted in accordance with accepted standards of and propriety.

4. Provide oversight, support, direction and constructive challenge to the organisation's chief executive and other executives.

Governance Matters

5. 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).

6. Agreeing the terms of reference (including quorum) and the membership and chair of any Committee or Subsidiary of the Board.

7. Determining any additional requirements for the quorum of the Board beyond the provisions set out in Rule D15.

8. 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.

9. Setting and reviewing policies and objectives for the admission of Board Member and Shareholders.

10. Appointing and, if necessary, expelling Board Members and Shareholders.

11. Appointing and, if necessary, removing Directors of Subsidiary companies

12. Establishing ad hoc Groups and Committees to complete projects, setting their terms of reference and delegated authority

13. Appointing and, if necessary, removing the Chair and Vice Chair of the Board.

14. Appointing and, if necessary, dismissing of the Chief Executive.

Financial and Legal Matters

15. Ultimate responsibility for all statutory, regulatory and compliance matters

16. Making decisions on all matters that create significant financial risk to Southway or which affect material issues of principle.

17. Approving Treasury policies and procedures and associated delegation of authority.

18. Approving and accepting of all loan and funding agreements, having sought the advice of suitably qualified advisors as considered appropriate.

19. Approving 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.

20. Final acceptance of fixed rate terms, Interest Rate Caps and any other risk management arrangements, which are within the Rules of Southway and which are subject to such limits as may be specified by the Board.

21. Approving short term overdraft facilities.

22. Approving bank and dealing mandates.

23. Reviewing the Annual Treasury Report, accepting the Annual Treasury and Investment Strategy, and approving the Quarterly Treasury Report.

24. Approving the Development Programme.

25. Approving the Business Plan, on the recommendation of the Director of Finance and Resources or the Chief Executive.

26. Approving each year’s Budget, on the recommendation of the Chief Executive.

27. Appointment of external auditors.

28. Approving each year's Accounts prior to publication.

Audit and Risk (Group) Committee Terms of Reference

Functions

General

1. To advise Southway 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 recommend the appointment of the external auditors, subject to any ratification required at the Annual General Meeting.

4. To appoint Southway's Internal Auditors

5. To work within, and enforce, the Board's Audit Policy.

External and Internal Audit

6. Discuss with the external auditor, the nature and scope of the audit, prior to its commencement.

7. Discuss problems and reservations arising from any interim or final audit, and any matters the external auditors may want to raise (in the absence of officers if necessary).

8. Consider and agree the Accounting Policies of Southway and recommend their adoption by the Board.

9. 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.

10. Agree the Internal Audit Plan and monitor the performance and progress against it.

11. Agree Management Action Plans from agreed Internal and External Audit recommendations (or similar) and constantly monitor their implementation.

12. Review the External Auditors' management letters and management's response and submit them to Board for consideration.

13. Ensure co-operation and co-ordination between internal and external auditors.

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

<u>Internal Controls</u>

15. Establish and oversee systems of delegation and internal control and recommend the Annual Statement of Internal Control to the Board.

16. Commission, where necessary investigations into matters of particular concern relating to internal controls.

17. 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. Receive reports relating to any matters of whistleblowing or alleged or actual fraudulent activity, at least annually that may affect the organisation (or any of its subsidiaries) and ensure that any necessary reports about fraud are made to the Regulator.

<u>Risk</u>

19. Establish policies, strategies and procedures for the identification and management of risk to minimise and take appropriate action on risks which will adversely affect Southway’s ability to meet its business objectives and deliver services successfully.

20. Monitor and approve Southway’s Risk Map, at each meeting including identifying new risks and the changing context of risks already identified.

21. Monitor Subsidiary Risk Maps as appropriate and give assurance to the Board that risk is being adequately managed

22. Resolve Southway’s strategy for addressing insurable risk, including the maintenance of adequate insurance cover, ensuring Southway’s assets and resources are subjected to agreed acceptable levels of insurable risk.

23. Establish and review Southway’s Business Continuity Plan (including the disaster recovery plan).

<u>Other</u>

24. Oversee the Information Governance Framework and compliance with data protection laws

25. Ensure that adequate protections are in place to protect Southway's ICT infrastructure and eliminate the risk of cybersecurity threats.

26. Review Health and Safety practices within Southway.

27. Ensure that systems are in place to ensure compliance with funding contracts.

28. Review Southway's gifts and hospitality register at least once per year.

29. Review Southway's contracts and procurement register at least once per year.

30. Approve the write off of income, and other related debt, 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 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 Southway, all relevant facts relating to the advice will be reported to the Board at its next meeting or as soon as appropriate.

- The Committee has right of access to information within its terms of reference and shall receive the co-operation of Southway's staff 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 Southway and not on behalf of any constituency or interest group.

- The Southway Housing Trust Parent Board 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 Parent 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 6, comprising four 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 and Experience requirements include:
- Risk management
- Scrutiny and challenge
- Financial management and / or accounting
- Audit
- Investigative skills
- Analytical skills
- Corporate governance
- Compliance and regulation

Review

The Southway Housing Trust Board has approved these terms of reference and they will bind the Committee for 12 months from 25 March 2025.

At least every year, 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.

Remuneration (Group) Committee Terms of Reference

Functions

1. To resolve the remuneration of the Chief Executive and of the Directors.

2. To resolve the remuneration of Board and Committee members.

3. To make appropriate arrangements for, and carry out, the annual appraisal of the Chief Executive, making recommendations based on the outcomes to Southway Board.

3. To ensure that there is an independent review (commissioned within a budget agreed with Southway Board) of payment, contractual terms and conditions of the Chief Executive and Executive Team considering good practice, market comparisons and industry norms on at least a three yearly basis.

4. Following the independent review, consider appropriate levels of remuneration, contractual terms and conditions and recommend changes, where appropriate, to Southway Board for adoption.

5. Take independent advice and recommend an approach to severance pay for the Executive Team in accordance with the relevant Severance Policies for approval by Southway Board, with costs and reputational risks clearly minuted.

6. To obtain outside professional advice (commissioned within a budget agreed with Southway Board) and to secure the attendance of outsiders with relevant expertise and experience.

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 Southway and not on behalf of any constituency or interest group.

- The Southway Housing Trust Parent Board will obtain assurance on the committee’s work via minutes and regular verbal feedback from the Committee Chair on all of the Committee’s meetings.

- The Chair of the Committee will ensure that key issues are promptly brought to the attention of the Southway Housing Trust Board.

Composition

This Committee will have a membership of three, all of whom must be Parent Board members and one of whom must be the Chair of the Parent Board. Local Authority Persons must not be in the majority.

Chair

One of the Members excepting that the Chair of the Parent Board and the Chair of Audit Committee may not Chair this Committee.

Quorum

The quorum for meetings will be three (i.e. all members must be present).

Frequency of meetings

The Committee will meet at least once per year.

Skills requirements include:

- Corporate governance
- Human resources
- Learning and development
- Financial management
- Understanding of governance and regulated sectors (public or private).
- Evidence of understanding and support for the concept of a social business and the environment that Southway Housing Trust operates in.

Customer Voice Committee Terms of Reference

This Committee is responsible for ensuring that the voice of tenants and residents living in Southway properties influences Strategy, Policy and Service Delivery

Functions

1.Approve and oversee the delivery of a Customer Voice Strategy.

2.Support Parent Board to hear the Customer Voice.

3. Ensuring tenants co-design services, influence decision making and contribute to all relevant policies.

4. Monitor the performance of Southway's Customer Influence Groups and hold officers to account for the delivery of recommendations they make.
5. Escalate concerns about operational performance or non-compliance with Consumer Standards to the Parent Board.

6. Set a Community Investment Strategy and receive annual update reports on its delivery and any associated strategies that deliver Social Value

7. Approve the Customer Care Policy (Everyone Matters) and monitor compliance.

8. Monitor Southway officers' performance in delivering the Neighbourhood Strategy (approved by Board)

9. Approve Southway's Complaints Policy

10. Ensure compliance with the Ombudsman's Complaint Handling Code and co-ordinate the annual self-assessment and Governing Body statement

11. Approve and Monitor delivery of a Digital Access Strategy

12. Approve the Anti-Social Behaviour, Hate Crime and Environmental Management and Enforcement Policies

13. Approve the Domestic Abuse Policy and receive updates on Southway's work in this area.

14. Approve Customer Compensation Policy and Claims Procedure

15. Set Southway's Empty Homes Standard

1. To ensure that all aspects of the landlord service are delivered with fairness and inclusion and contribute to the review of Southway's Equality Strategy.

2. To set a Customer Involvement Strategy and receive annual update reports on its delivery and effectiveness

3. To set a Community Investment Strategy and receive annual update reports on its delivery and any associated strategies that deliver Social Value

4. To establish and maintain a relationship with the Tennant Scrutiny Panel and other Service Improvement Groups where relevant. Receiving and monitoring recommendations for improvement and holding officers to account for delivery

5. To approve the Southway Housing Trust Customer Care Policy (Everyone Matters) and monitor compliance with the expectations of this policy.

6. To monitor Southway officers' performance in delivering the Neighbourhood Strategy (approved by Board)

Compliance

7. To review compliance with the Ombudsman's complaint handling code on an annual basis

8. To receive reports on Southway's compliance with the Safeguarding policy

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 Southway 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

This Committee will have a membership of up to nine members comprising up to 3 Parent Board members and up to eight tenant members.

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 at least quarterly.

Skills and behaviours requirements include:

- Understanding of core landlord services provided by Southway Housing Trust
- Experience of receiving landlord services as a customer or the provision of customer services (in a housing or other similar context)
- Analysis of performance information and customer experience feedback to achieving continuous improvement in services
- Appreciation of resident engagement and its benefits
- Understanding of the locality in which Southway operates
- Evidence of understanding and support for the concept of a social business and the environment that Southway Housing Trust operates in.

Review

The Southway Housing Trust Board has approved these terms of reference and they will bind the Committee from 25 March 2025.
At least every year, 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 DevCo Board Terms of Reference

Southway DevCo's Purpose

Southway DevCo's primary role is to act as VAT efficient development company which is registered separately for VAT outside of Southway's VAT Group.

Southway DevCo undertakes activity of any kind for, alongside and to further the objects of Southway Housing Trust ('Southway').

Functions of Southway DevCo's Board

1. Ensure that DevCo complies with Southway's values, vision and strategic objectives, to help ensure the long-term success of both DevCo and Southway.

2. Establish policies and plans to achieve the objectives of DevCo and Southway.

3. Satisfy itself as to the integrity of financial information, approving each year's accounts prior to publication.

4. Examine the strategic fit of any opportunities within the scope of DevCo's activity in the light of Southway's aims and objectives. It will make recommendations which may refine, amend or add value to the business transacted to deliver these objectives and will direct and challenge Southway's Executive as necessary.

5. Establish, oversee and review appropriate systems of internal control and risk management to safeguard the assets and reputation of DevCo and Southway.

Accountability

- All Members of the Board share responsibility for its decisions and should act only in the interests of Southway and not on behalf of any constituency or interest group.

- The Board is accountable to the Parent Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- Southway will obtain assurance on DevCo's work via minutes and regular verbal feedback from the Chair on all meetings of the DevCo Board.

- The Chair of DevCo's Board will ensure that key issues are promptly brought to the attention of the Parent Board.

- The Board will report formally on DevCo's work to the Parent Board on an annual basis.

Composition

The DevCo Board will be comprised of a minimum of three and a maximum of five Parent Board members. The Board will have the option to co-opt up to three additional members to provide for any specialist skills required from time to time.

Chair

Any one of the Members.

Quorum

The quorum for meetings will be three. Co-Optees will not count within the quorum.

Frequency of meetings

The Board will meet at least twice a year.

Skill requirements include:

- Commercial/private sector leadership and management
- Financial management and / or accounting
- Housing development
- Property and asset management
- Commercial development
- Partnership working

Southway Plus Board Terms of Reference

The primary role of Southway Plus is to generate surplus by delivering commercial services that complement Southway Housing Trust's core business.

Functions

1. Scrutinise opportunities for commercial growth, particularly in the fields of development and acquisition for properties for sale or market rent, and any other suitable areas of activity, from the perspective of organisational risk, reputation and viability.

2. Recommend schemes for approval to the Parent Board and will always act within the parameter of Financial Regulations and The Development Programme Investment Framework (Southway's Board ('the Parent Board') will always retain overall responsibility for all aspects of financial management, development and investment decisions.

3. Maintain a Funding Prospectus that sets the Strategy and Financial parameters for investment. This will be subject to periodic approval of the Board

4. Ensure that Southway Plus acts in accordance with Southway's vision, values and strategic objectives, for the long term success of both Southway Plus and Southway.

5. Examine the strategic fit of any opportunities in the light of Southway's aims and objectives and business plan and in doing so assess the required resources, timescale and outline plan to deliver the opportunity.

6. Make recommendations to officers to refine, amend or add value to project assessments and business cases, planning and information provision which will be provided to the Parent Board.

7. Monitor the performance of any significant contract related to Southway Plus's activity, direct and challenge the Executive as necessary, and recommend to the Parent Board any actions necessary to ensure that agreed outcomes are delivered.

8. Ensure Southway Plus operates effectively, efficiently and economically, approving the Southway Plus Budget and Business Plan each year and monitoring performance in relation to these.

9. Satisfy itself as to the integrity of financial information, approving each year's accounts prior to publication.

10. Establish, oversee and review appropriate systems of internal control and risk management to safeguard the assets and reputation of Southway Plus and Southway.

Composition

The Board will comprise two Parent Board members, and one Senior Southway officer. There will also be two independent Non Executive Directors, who do not sit on the Parent Board. The Board will have the option to co-opt up to three additional members to provide for any specialist skills required from time to time.

Chair

The Chair, will be either an independent or Non-Executive Parent Board member. Senior Southway Officers are not permitted to chair meetings.

Quorum

The quorum for meetings will be three of which at least one must be a Parent Board Member.. Co-optees will not count within the quorum.

Frequency of meetings
The Board will meet at least three times a year.

Skill requirements include:

- Commercial/private sector leadership and management
- Financial management and / or accounting
- Housing development
- Property and asset management
- Commercial development
- Partnership working

Parent Board Chairperson Role Description

Purpose

The Chair of the Parent Board has overall responsibility for leading the Southway Group. They lead the Parent Board in setting the vision, values and strategic direction of Southway Housing Trust and its subsidiaries, ensuring that whilst each part of the Group operates independently, they have a coherent goal. The Chair has an important role in managing relationships between members within the governance structure and must have a strong working relationship with the Chief Executive. The Chair reads and facilitates the Parent Board, ensuring it fulfils its functions efficiently and effectively.

Main Responsibilities and Duties

<u>Leading the Southway Group</u>

1. Ensure that all parts of Southway's governance structure, including any Committees and Subsidiaries, work towards a common goal in line with Southway's vision and values.

2. Ensure the Board delegates sufficient authority to its Committees and its Chair, the Chief Executive, and others, to enable the business of Southway to be carried on effectively between board meetings.

3. Ensure all elements of the governance structure understand their functions, powers, and accountabilities.

4. Monitor that delegated powers are used properly.

5. Develop and maintain effective working relationships with Committee and Subsidiary Chairs.

<u>Relationship with the Chief Executive</u>

6. Establish a constructive yet challenging working relationship with the Chief Executive and ensure the Board works in partnership with the Executive.

7. Liaise with the Chief Executive as necessary outside of Board Meetings.

<u>Leading the Board</u>

8. Ensure the efficient conduct of Board meetings and other meetings, including those of Southway DevCo.

9. Ensure that all Board Members are given the opportunity to express their views and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.

10. Ensure that the Board's governance arrangements are undertaken to a high standard and meet all regulatory requirements.

11. Ensure the Board receives professional advice when required from the Executive or external consultants.

<u>Appraisal and Succession Planning</u>

12. Lead a regular appraisal process, as well as ongoing performance management, to ensure all Members fulfil their responsibilities and are properly supported.

13. Lead a regular review process to evaluate the performance of Southway Housing Trust's Board, any Committees and Subsidiaries, and the Group as a whole.

14. Ensure there is an effective succession plan for future Board membership.

15. Ensure that there are proper arrangements to appraise the Chief Executive.

16. Ensure that the Chief Executive is replaced in an orderly and timely manner when necessary.

<u>Other</u>

17. Take decisions delegated to the Chair as set out in Board Standing Orders.

18. Represent Southway at external events and act as an ambassador for Southway.

Parent Board Vice Chair Role Description.

In the absence of the Chair the Vice Chair will assume the responsibilities of the Chair as set out in Appendix H.

They will also assume specific duties including

- Providing support to the Chair, as required, in setting the Strategic Direction of the organisation
- Assisting with the recruitment of a new Chair should the existing Chair resign at short notice, or in exceptional circumstances
- Supporting the Chairs Planning Group and Governance Improvement Group to improve Board effectiveness
- Conducting the appraisal of the Chair, taking in to account the views of other members on the Chair’s performance since their last appraisal
- Supporting the Board dispute resolution procedure as set out in the Board Member Code of Conduct.

Committee and Subsidiary Board Chairperson Role Descriptions

Audit and Risk Committee Chair
Main Responsibilities and Duties

- Ensure the efficient conduct of Audit and Risk Committee meetings.
- Ensure that all Members are given the opportunity to express their views, and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.
- Liaise with officers of Southway, including but not limited to the Chief Executive, the Executive Director of Finance and Development and the Company Secretary, to ensure the Committee is able to carry out its role effectively.
- Maintain a close working relationship with the Chair of the Parent Board as well as the Chairs of other Committees and Subsidiary Companies and participate in Chairs Planning Group Meetings.
- Notify the Chair of the Parent Board of any matters of serious concern that are discussed by the Committee when undertaking their duties.
- Maintain a professional and productive working relationship with both external and internal auditors, taking their advice when appropriate.
- Act as a point of contact for officers to report fraud or impropriety.

Remuneration Committee Chair
Main Responsibilities and Duties

- Ensure the efficient conduct of the Remuneration Committee
- Ensure that all Members are given the opportunity to express their views, and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.
- Liaise with the Head of HR to ensure that the annual appraisal of the Chief Executive is conducted in a robust manner.
- Notify the Chair of the Parent Board of any matters of serious concern that are discussed by the Committee when undertaking their duties.

Customer Voice Committee Chair
Main Responsibilities and Duties

- Ensure the efficient conduct of Customer Voice Committee meetings.

- Ensure that all Members are given the opportunity to express their views, and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.

- Liaise with officers of Southway, including but not limited to the Chief Executive, the Executive Director of Homes and Communities and the Company Secretary, to ensure the Committee is able to carry out its role effectively.

- Maintain a close working relationship with the Chair of the Parent Board as well as the Chairs of other Committees and Subsidiary Companies and participate in Chairs Planning Group Meetings.

- Notify the Chair of the Parent Board of any matters of serious concern that are discussed by the Committee when undertaking their duties.

Southway DevCo Board Chair
Main Responsibilities and Duties

- Ensure the efficient conduct of Development Company Board meetings.

- Ensure that all Members are given the opportunity to express their views, and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.

- Liaise with officers of Southway, including but not limited to the Chief Executive, the Executive Director of Finance and Development and the Company Secretary, to ensure the Board is able to carry out its role effectively.

- Maintain a close working relationship with the Chair of the Parent Board as well as the Chairs of other Committees and Subsidiary Companies,

- Notify the Chair of the Parent Board of any matters of serious concern that are discussed by the Committee when undertaking their duties.

Southway Plus Board Chair
Main Responsibilities and Duties

- Ensure the efficient conduct of Commercial Subsidiary meetings.

- Ensure that all Members are given the opportunity to express their views, and appropriate standards of conduct and behaviour are maintained in accordance with Southway's Code of Conduct.

- Liaise with officers of Southway, including but not limited to the Executive Director of Finance and Development and the Company Secretary, to ensure the Board is able to carry out its role effectively.

- Maintain a close working relationship with the Chair of the Parent Board as well as the Chairs of other Committees and Subsidiary Companies, and participate in Chairs Planning Group Meetings.

- Notify the Chair of the Parent Board of any matters of serious concern that are discussed by the Committee when undertaking their duties.

General

The Chairs of the Audit and Risk Committee, Customer Voice Committee and the Chair of the Board, along with the Vice Chair of the board as required, will form a Chair's Planning Group. The purpose of this group will be to

- Consider the upcoming Business of the Board and make changes to the agenda as required
- Consider changes to the external environment and how these may affect the Governance of the organisation
- Review and comment on the annual cycle of meetings and events
- Discuss and suggest improvements to the general Governance of the organisation including, but not limited to Board member Appraisal, Development and Support
- Enact recommendations from the Governance Improvement Plan
- To recommend more formal changes to the Governance Structure to the Governance Improvement Group.

The Group will meet quarterly, usually prior to Parent Board meetings. Meetings will be attended by the Chief Executive. The Company Secretary will ensure that administrative support is provided.

Company Secretary Role Description

These duties apply to Southway Housing Trust and any of its subsidiary companies (where applicable).

- Administration of applications for and notices of termination of shareholder and Board membership and informing Companies House of any changes.

- Administration of Local Authority notices for the appointment or removal of Local Authority Board members.

- Issue and receipt of Notices of all meetings of the Boards and Committees and Shareholders.

- Organisation and Administration of the regular cycle of Board and Committee meetings

- Distribution of reports for consideration by Board and Committees in line with Southway's Rules

- Administration of requisitions for the convention of special general meetings.

- Maintaining statutory books and records including, but not limited to:
    - A register of present and past Board members, directors and secretaries.
    - A register of past and present shareholders and their shareholdings.
    - A register of any charges on the company's assets.
    - Minutes of general meetings and board meetings.
    - A register of Members' interests.

- Filing annual returns to Companies House, the Registrar and other required regulatory bodies.

- Ensuring the security of Southway's legal documents, which include:
    - The Certificate of Incorporation, recording the formation of Southway
    - The Rules
    - Share certificates and registers
    - Certificates of the company's change of name (if any).
    - Directors' service contracts (if any).

- Keeping, administering and countersigning of the Seal.

- Establishing and maintaining the registered office as the address for any formal communications and notification of any changes to Companies House, the Registrar and other required regulatory bodies.

- Ensuring that all the business stationery, website, emails and order forms carry the name, registered number, country of registration and registered address.

- Distribution of a copy of the Southway Housing Trust Rules to any person on demand who pays such reasonable sum as permitted by law.

- Administration of agenda, board reports and minutes of meetings of the Board, Shareholders, Committees and Subsidiaries.

- Administration of all resolutions undertaken by the Board, Committees and Subsidiaries within and outside of meetings.

Policy Delegation Schedule

The Schedule below sets out the authority to approve polices delegated by the Parent Board to its Committees and Officers.

If a new policy needs to be added to the schedule the Chief Executive will decide the appropriate level of delegation based on the following factors:

- How it relates to the overall Corporate Strategy
- If it is an area that falls into a matter reserved for Board.
- The remits of the Sub-Committees of the Board and the Executive.

Broadly, Strategies and Policies are allocated in the following way.

Parent Board-Any Policies or Strategies that have legal, reputational, or significant financial impacts

Audit and Risk Committee-Policies where Southway has to adhere to legislation or regulation, or technical ICT policies where there may be enhanced risk

Customer Voice Committee-Strategies and Policies related to the delivery of services to tenants

Southway Plus-Policies relating to Commercial Properties.

Executive-Policies required for the day to day running of the Business including those related to HR and staffing.

The Chief Executive will consult with the Chair of the Board as necessary before making the final decision. The new policy will then be reported to the Board, Committee or Executive Group for approval, as appropriate, at the next meeting.

Board will be provided with a copy of the policy at their subsequent meeting (where they are not asked to approve and informed of the rationale for the level of delegation. If they do not agree with the decision they reserve the right to change the level of delegation.

The Chief Executive has delegated authority to make minor, non-material amendments to policies that are normally approved by a Board or Committee. Any amendments will be reported to the next meeting of the Board or Committee where appropriate.

Policy/Strategy Name	Approval Level	Responsible Officer
Corporate Strategy	**Parent Board**	**CE**
Value For Money Strategy	**Parent Board**	**EDCS**
ICT Plan	**Parent Board**	**EDCS**
Equalities Scheme	**Parent Board**	**EDCS**
Asset Management Strategy	**Parent Board**	**EDLC**
Customer Voice Strategy	**CVC**	**EDLC**
Community Investment Strategy	**CVC**	**EDLC**
Development Strategy	**Parent Board**	**EDFD**
Zero Carbon Strategy	**Parent Board**	**EDHC**
Digital Access Strategy	**CVC**	**EDHC**
Communications Strategy	**Exec**	**EDCS**
Risk Policy	**Parent Board**	**EDCS**
Financial Regulations	**Parent Board**	**EDFD**

Procurement Policy	**Parent Board**	**EDCS**
Probity Statement	**Parent Board**	**EDCS**
Treasury and Investment Policy	**Parent Board**	**EDFD**
Group Standing Orders	**Parent Board**	**EDCS**
Member, Co-Optee and Shareholder Recruitment and Appointment Policy	**Parent Board**	**EDCS**
Audit Policy	**Parent Board**	**EDCS**
Individual Property Disposals Policy	**EXEC**	**EDHC**
Health and Safety Policy	**Parent Board**	**EDCS**
Members' Code of Conduct	**Parent Board**	**EDCS**
Pension Policy	**Parent Board**	**EDCS**
Rent Setting and Service Charges Policy	**Parent Board**	**EDFD**
Affordable and Social Rent - Income Collection Policy	**Parent Board**	**EDHC**
Affordable and Social Tenancy Policy	**Parent Board**	**EDHC**
Write Off Policy	**A&R**	**EDHC**
Allocations Scheme	**Parent Board**	**EDHC**

Responsive Repairs Policy	**Parent Board**	**EDHC**
Shared Ownership Management Policy	**Exec**	**EDFD**
Market Rent Management Policy	**Exec**	**EDFD**
Damp and Mould Policy	**Parent Board**	**EDHC**
Consumer Duty Policy	**A&R**	**EDCS**
Pay Protection Policy*	**Exec**	**EDCS**
Sickness Absence Policy*	**Parent Board** **Exec**	**EDCS**
Redeployment and Redundancy Policy*	**Exec**	**EDCS**
Pay Policy	**Parent Board**	**EDCS**
Shared Ownership – Sales Policy	**Exec**	**EDFD**
Outright Sale Policy	**Southway Plus**	**EDFD**
Whistleblowing Policy	**A&R**	**EDCS**
Data Protection Policy	**A&R**	**EDCS**
Records Management and Quality Policy	**A&R**	**EDCS**
Fraud and Bribery Policy	**A&R**	**EDCS**

ICT Disaster Recovery Policy	**A&R**	**EDCS**
Safeguarding Policy	**A&R**	**EDHC**
Asbestos Management Policy	**Parent Board**	**EDHC**
Electrical Safety Policy	**Parent Board**	**EDHC**
Fire Safety Policy	**Parent Board**	**EDHC**
Gas Safety Management Policy	**Parent Board**	**EDHC**
Control of Legionella and Water Hygiene Policy	**Parent Board**	**EDHC**
Lifting Equipment Policy	**Parent Board**	**EDHC**
Complaints Handling Policy	**CVC**	**EDHC**
Customer Care Policy (Everyone Matters)	**CVC**	**EDHC**
Customer Compensation Policy	**CVC**	**EDHC**
Environmental Maintenance and Management Policy	**CVC**	**EDHC**
Anti-Social Behaviour Policy	**CVC**	**EDHC**
Domestic Violence and Abuse Policy	**CVC**	**EDHC**
Hate Crime Policy	**CVC**	**EDHC**

Empty Homes Policy & Standard	**CVC**	**EDHC**
Volunteering Policy	**Exec**	**EDHC**
Information Security Policy	**A&R**	**EDCS**
Digital Tools & Communications Usage Policy Usage Policy	**Exec**	**EDCS**
ICT Network Security Policy	**A&R**	**EDCS**
ICT Personal Use of ICT Equipment Policy	**Exec**	**EDCS**
Alcohol and Substance Abuse Policy	**Exec**	**EDCS**
Grievance Policy	**Exec**	**EDCS**
Supporting Your Performance At Work Policy	**Exec**	**EDCS**
Recruitment and Selection Policy	**Exec**	**EDCS**
Employee Wellbeing Policy	**Exec**	**EDCS**
Bullying and Harassment Policy	**Exec**	**EDCS**
Leave and Time Off Policy	**Exec**	**EDCS**
Social Media Usage	**Exec**	**EDCS**
Lone Working Policy	**Exec**	**EDCS**

Disciplinary Policy	**Exec**	**EDCS**
Code of Conduct - Employees	**Exec**	**EDCS**
Right to Flexible Working Policy	**Exec**	**EDCS**
GMPF Discretions Policy*	**Exec**	**EDCS**
Equipment and Adaptations Policy	**Exec**	**EDHC**
Deed of Postponement Policy	**Exec**	**EDFD**
Tenancy Fraud Policy	**EXEC**	**EDHC**
Tenancy Support Policy (formally People with Support Needs)	**EXEC**	**EDHC**
Right to Buy Policy	**EXEC**	**EDFD**
Boundary Treatment Policy	**EXEC**	**EDHC**
Leaseholder Management Policy	**EXEC**	**EDFD**
Mutual Exchange Policy	**EXEC**	**EDHC**
Alternative Temporary Accommodation (Decants) Policy	**EXEC**	**EDHC**
Domestic Abuse and Violence - Employee Policy	**EXEC**	**EDHC**
Agile Working Policy	**Exec**	**EDCS**

Pet Friendly Policy	**EXEC**	**EDHC**
Anti Money Laundering Policy	**A&R**	**EDCS**
Trafford Council LLP – Boundary & Champions View	**Parent Board**	**EDHC**
Local Lettings Policy: MCC	**Parent Board**	**EDHC**
Cross Lane Varey St LLP	**EXEC**	**EDHC**
Artificial Intelligence Policy	**EXEC**	**EDCS**
Building Safety Policy	**Parent Board**	**EDHC**
CDM Policy	**A&R**	**EDHC**
Member Remuneration Policy	**Parent Board**	**EDCS**
Consumer Standards Policy	**EXEC**	**EDCS**
Change of Tenancy Policy	**Parent Board**	**EDHC**
Managing Unacceptable Behaviour Policy	**CVC**	**EDHC**
Master Key Policy (Age Friendly Properties)	**EXEC**	**EDHC**
Rightsizing Lettings Policy	**Parent Board**	**EDHC**
Travel, Events and Hospitality Policy	**EXEC**	**EDCS**

Customer Voice SIG TORs	**EXEC**	**EDHC**

*Parent Board to approve if changes relate to Executive.
CE-Chief Executive
EDHC-Executive Director-Homes and Communities
EDFD-Executive Director-Finance and Development
ADBA-Assistant Director Business Assurance
ADD-Assistant Director-Development
ADF-Assistant Director of Finance
ADPS-Assistant Director of Property Services
ADAM-Assistant Director of Asset Management
ADTBI-Assistant Director of Technology and Business Improvement
ADCC-Assistant Director of Customers and Communities
ADPC – Assistant Director of People and Culture
HSMRA-Head of Sales, Market Rent and Aftercare
HHMS-Head of Housing Management and Support

GOVERNANCE COMMUNICATION PLAN

METHOD OF COMMUNICATION	FREQUENCY	PURPOSE
Chairs' Planning Meeting	Quarterly	To allow Chairs of the Board, and Committees to meet, agree the Forward Plan and discuss any cross cutting issues. The group meets with the Chief Executive, who also chairs the meeting. To form a Governance Improvement Group and make recommendations for Governance changes Minutes to be circulated to all members.
Chair's summary of Board meetings, along with the minutes	Made available after each Board meeting	The Chair's summary provides all members of the Governance Structure with a summary of the Board Meetings, including how matters referred from other parts of the structure have been dealt with. Minutes include the detail of decisions and will be made available on request.
Chair's Summary of Committee meetings, along with the Minutes	Made available after each Committee meeting and formally considered at Board	The Chairs' summaries provide all members of the governance structure with a summary of the Committee meetings. Includes specific section on matters to be referred to the Parent Board as agreed by Committees.

METHOD OF COMMUNICATION	FREQUENCY	PURPOSE
		Minutes include the detail of decisions and discussions at Committee meetings and will be made available on request.
Teams Channels	Updated after each meeting.	Allows members to access reports for each meeting and acts as document storage for historical reports
Board and Committee Briefing	Monthly	Summary of key issues and outcomes covering the previous month and challenges in the month ahead, that will be of interest to Board and Committee members.
Annual Social Event	Annually	Gives Members the opportunity to have informal discussions and get to know each other in a relaxed setting.
Training/Briefing Sessions	As required	Allows Board and Committee Members the chance to discuss cross cutting issues that are of interest to all parts of the Governance Structure, such as Health and Safety and Equality and Diversity. Included in a formal training plan. Attendees are required to feedback findings to other members.
Masterclasses	As required	Briefing delivered by officers on matters of interest to the Board. Agreed on an annual

METHOD OF COMMUNICATION	FREQUENCY	PURPOSE
		basis in conjunction with the Chairs Planning Group.
Board/Committee Away Days	At least annually for Parent Board and as required for Committees	Allows members to discuss strategic issues or operational effectiveness that there is not time to address in routine meetings.