

PROVIDENCE ROW HOUSING ASSOCIATION

Governance pack January 2026

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Management Board Terms of Reference

The Board of Management is ultimately responsible for the conduct and control of all aspects of the Association's business in accordance with the rules and relevant statutes & the requirements of our regulators, the Regulator of Social Housing & of the Financial Conduct Authority (with which we are registered as a community benefit society).

In carrying out these duties the Board shall determine & regularly review levels of control and delegate authority to scrutiny groups and executive staff as appropriate.

- Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff.

SPECIFIC RESPONSIBILITIES

The duties of the Board are:

- 5.1** i) To lead the organisation in its pursuit of achieving its social purpose. To set the organisations mission, vision and values & strategic objectives, regularly reviewing and reaffirming their relevance. To define the Association's Strategic Plan, ensuring that the organisations overall aims, medium and longer term goals are clearly identified & regularly reviewed to ensure its long-term success.

ii) Ensuring the organisation operates effectively, efficiently and economically. To determine strategy and policy as necessary covering investment and borrowing, operational and financial performance and quality of service delivery.
- 5.2** To take into account in its actions and decisions, the importance of maintaining trust in the organisation and upholding its reputation.
- 5.3** To ensure that the Association fully complies with all legislative & regulatory requirements including those in relation to equality.
- 5.4** To ensure the highest standards of governance, probity and conduct meeting the required standards as set out in the National Housing Federation's "Code of Governance 2020".
- 5.5** Continuously to review overall objectives in the light of changes in demand, legislation and funding opportunities and to set realistic goals and targets in order to monitor progress.

- 5.6** Providing oversight, support, direction and constructive challenge to the organisation's chief executive and other executives.
To approve the appointment, and where necessary the dismissal, of the Chief Executive & to approve their salary, benefits and terms of employment.

To approve and review the organisations remuneration and employment conditions and the general performance of executive staff.

- 5.7** To define and review regularly the specific responsibilities that the Board wishes to delegate to Scrutiny groups & to executive staff. To hold to account the organisation's committees and senior staff for the exercise of any powers delegated to them.
- 5.8** To receive, consider and approve as appropriate all policy and major operational reports and recommendations from Scrutiny groups and from the Chief Executive.
- 5.9** To appraise, consider and approve the Association's consolidated budgets and financial projections.
- 5.10** To determine strategies for development & maintenance of the Association's existing and planned housing provision
- 5.11** To establish and oversee the Association's risk management & internal controls frameworks in order to safeguard the assets , compliance and reputation of the Association
- 5.12** Establishing a culture that is positive and ensures that the needs and safety of the organisation's current and future residents are placed at the heart of the Board's decision making:
- There are policies, frameworks and opportunities which enable, encourage and support residents and other customers to engage with, influence and contribute to strategic decision-making.
 - The Board has access to insight into the views and needs of the organisation's residents and other customers (including insight into their concerns and complaints) and uses this to inform decisions where appropriate.
 - There are policies in place which reflect that the safety of residents and other customers (as well as that of the workforce and the wider public) is an overriding priority.
 - The Board receives reports annually on their operations
 - The organisation regularly reports to its residents on how its commitments to resident focus have been delivered.

- 5.13** Ensuring a culture that demonstrates a clear and active commitment to achieve equality of opportunity, diversity and inclusion in all of the organisation's activities and its own composition:
- It has policies and statements that meaningfully demonstrate this commitment.
 - It sets priorities and objectives for the organisation to achieve.
 - The Board seeks regular assurance about how these commitments and objectives are being delivered in practice.
 - The Board tracks progress against the priorities it has set
 - The organisation annually publishes information about its work to deliver these commitments and objectives and the progress that it has made.
- 5.14** To maintain productive relationships with all stakeholders and operational partners, providing leadership in operating the Association in an open and transparent manner that demonstrates accountability to key stakeholders, including residents, other customers and partner statutory bodies as set out in the National Housing Federation's "Code of Governance 2020".
- 5.15** Satisfying itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication.
- 5.16** To agree the audit report and the management letter. To recommend auditors to the AGM.
- 5.17** To agree any internal audit report(s).
- 5.18** To agree capital investments outside the annual budget
- 5.19** To agree new projects or terminate projects due to high risk or obsolescence.
- 5.20** To approve loan finance.
- 5.21** To maintain responsibility for its subsidiaries & maintain clear powers to have control over their activities.
- 5.22** To promote, to consider and if appropriate to approve applications for membership of the Association and the Board, in accordance with the Association's rules. Where appropriate to approve the removal of members.
- 5.23** To ensure that members take part in complaints & disciplinary and Audit Scrutiny Groups in accordance with the Association's policy.
- 5.24** Notwithstanding that the Board generally retains decision making authority in all matters: from time to time, to delegate to relevant

Scrutiny groups decisions, such as agreement for new projects or arranging loan finance, in areas that have not been agreed by the Board in full.

DELEGATED AUTHORITY

The Board is responsible for setting the Association's policy and strategy. However, it has delegated much of its' monitoring function to its Scrutiny groups, which will report back with their finding and recommendations.

Chair's Action

In exceptional circumstances the Chief Executive and/or Chair of one of more of the Scrutiny groups, may request than the Chair of the Board, or the Vice-Chair in his/her absence, approves the taking of urgent action, which requires Board approval. This authority is delegated to the Chair by the Board. If appropriate, the Chair will consult any relevant Board Members (such as Scrutiny group lead members) before giving his/her approval to the action proposed.

MEMBERSHIP

The Board shall comprise of not more than 12 and not less than 5 elected members (including co-optees) as defined in the Associations rules.

Three members shall form a quorum.

The Board shall elect a Chair and a Vice- Chair at the next meeting following the Association's Annual General Meeting. All candidates for these elections should withdraw for the relevant vote.

PRHA believes that it is important for the Chair to fully understand the ethos and purpose of the Association and therefore will normally appoint the Chair from within the existing Board Membership.

Apart from Board and co-opted members, only the Chief Executive, senior staff & advisors will normally attend meetings. The Sisters of Mercy may nominate an advisor to attend.

The Board has fixed terms of office with 3 year terms up to a maximum of 6 years (except where the succession strategy allows an extension).

Appropriate succession planning is in place.

The Board aims to include at least 2 members with current or previous experience of being a PRHA resident or service-user.

If any member is reported to be under-performing or to have breached the Association's Code of conduct or other expected standards of conduct (including breach of confidentiality and bringing the organisation into disrepute), this will be brought to the attention of the Chair (or Vice chair if the member is the Chair). They will address this matter with the member and report to the Board in a confidential session. The Board will give the member the right to attend part of the meeting to represent themselves. The Board may apply any sanction within its authority including proposing to withdraw membership of the Board. Any decision to withdraw membership will be carried out in accordance with the Association's Rules (section D8). The Board's decision is final.

MEMBER DISPUTES AND GRIEVANCES

Any disputes or grievances by/from Board members should be referred to the Chair in the first instance. If the Chair is the subject of these then the Vice chair shall be the first point of contact. If informal resolution is not possible then a panel of no less than 2 members shall hear the dispute/grievance. They will report back to a closed session of the Board consisting of members not involved in the dispute/grievance. The Board decision on this will be final.

SERVICING

The Chief Executive/ Company Secretary shall prepare the Board papers in consultation with the Chair of the Board. A member of the administrative staff /external minute taker will take the minutes. The Board will approve and maintain a standard agenda format and an annual cycle of matters that it wishes to consider.

The minutes will be adopted at the next meeting along with all available Scrutiny group minutes, which will be circulated in advance to Board members.

All Board papers will be circulated by email/ portal to members at least seven days prior to the date of each meeting. Only in exceptional circumstances will the Board consider tabled papers.

FREQUENCY

The Board will meet no less than 5 times a year and may meet more frequently if it is so decided.

Finance Scrutiny Group terms of reference

The role of the Finance Scrutiny Group (FSG) is to monitor & review financial information & to advise the Board on financial matters. It makes recommendations to the Board on matters of finance. Its responsibilities include:

- Overall responsibility for monitoring the financial health of the organisation including future projections and advising the Board of any anticipated risks
- Monitoring the Association's income & advising the Board of any risks relating to its ability to cover its planned expenditure,
- In liaison with the Risk & Audit Scrutiny Group, reviewing internal and external audit reports and ensuring that the financial systems are adequate. Meeting annually with the Risk and Audit Scrutiny Group and the external auditors to receive their report.
- Reviewing whether the Association operates as economically and efficiently as possible while meeting its objectives,
- Ensuring that adequate financial controls remain in place;
- Reviewing the effective security of the Association's assets,
- Overseeing the preparation of the Annual Financial Statements in accordance with the Association's rules, the submission of all statutory returns within required time limits and compliance with all legal requirements and best practice.
- Ensuring that Value for Money is considered as part of all deliberations.

SPECIFIC RESPONSIBILITIES: FINANCE

The specific financial duties retained for direct consideration by the Finance Scrutiny Group include the following:

1. The consideration of the Association's budget and financial plan, including any variations, for presentation to the Board of Management for approval.
2. A review of operating activities at the end of each quarter, taking account of performance against the budget, the surplus or deficit for the year to date and the financial position of the organisation at the end of the period.
3. The consideration of the Annual Financial Statements & internal controls statement for presentation to the Board for approval prior to

presenting to the Annual General Meeting.

3. The scrutiny of any addition or amendments to the financial policies and procedures set out in these regulations, for presentation to the Board for approval.
4. Overall responsibility for ensuring that the treasury and cash management functions are effectively managed and any recommendations for change are presented to the Board for approval.
5. Considering arrears, voids & potential bad debts & recommending to the Board bad debts to be written off.
6. The detailed scrutiny of the following for presentation to the Board for approval:
 - i. The annual budget;
 - ii. Financial projections for the 5-Year Business Plan;
 - iii. Management Accounts and Budgetary Control Report; Draft annual financial statements;
 - iv. Additions, amendments or deletion of financial policies and procedures.
 - v. Detailed consideration of the most recent Management Accounts.
7. The scrutiny of items of expenditure in accordance with the authorisation limits set out in this document for presentation to the Board for approval
8. Regular review of Key Performance Indicators

DELEGATED AUTHORITY

All decisions made by the Finance Scrutiny Group must be presented to the Board for approval. All papers requiring approval presented to the Finance Scrutiny Group must also be presented to the Board of Management in full with a summary of the Scrutiny Group's discussion & recommendations.

MEMBERSHIP

The Membership of the Finance Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. Other Board members may attend the FSG meetings and the Group will be attended by senior staff as appropriate. The Group may also wish to arrange other attendance for advice, information and feedback.

The FSG shall comprise a minimum of 3 members including a lead member who shall be responsible for chairing meetings.

The Chair of the Board of Management will have an ex-officio place on the Committee.

A minimum of 2 members is required for a quorum.

SERVICING

The Scrutiny Group papers will be prepared by the Director of Finance in consultation with the Chief Executive and the minutes will be taken by a member of the Finance team or external minute taker.

The Committee will approve and maintain a standard agenda format and an annual cycle of matters which it will consider.

The Minutes will be approved at the next meeting but may go in approved draft format to any intervening Board meeting for ratification of decisions and approval of recommendations made. Other staff can be asked to attend as appropriate.

FREQUENCY

The frequency of Finance Scrutiny Group meetings will be suggested by the Chief Executive and Chair of the Board, for agreement by the full Board. This Scrutiny Group will meet at least 4 times in any financial year.

HUMAN RESOURCES SCRUTINY GROUP: TERMS OF REFERENCE

The Human Resources Scrutiny Group's (HRSG) purpose is to oversee on behalf of the Board of Management all matters relating to the employment of paid staff and volunteers. It makes recommendations to the Board on matters of employment, remuneration, training & recruitment. Its responsibilities include:

- a) The development of employment, recruitment, training, and remuneration strategies, policies, and procedures for approval by the Board.
- b) Planning to meet existing and future staffing and volunteer needs, to meet regulatory standards and achieve the Association's business goals
- c) Monitoring and controlling human resources activity to ensure it is within PRHA policy and complies with statutory and regulatory requirements.
- d) Reviewing any personnel or training matters which are exceptions to policy and require member approval & making recommendations to the Board
- e) Considering Value for Money in Human Resources functions, in particular through the review of performance information

The Director of Operations/ Deputy Chief Executive, through the HR manager, is responsible for implementing all Human Resources and training policy, and for all operational staffing matters within policy and procedure.

SPECIFIC RESPONSIBILITIES

The specific duties retained for direct consideration by the Human Resources Scrutiny Group include the following:

1. To monitor compliance with employment law by reviews of contracts, Terms & Conditions, Staff Handbook, and related policies and procedures.
2. To consider changes required to meet statutory obligations in employment law as required, including matters relating to equalities legislation.
3. To monitor and advise on employment related issues & legal proceedings, including employment tribunals.
4. To consider in detail and advise on the staff/volunteer structure, types of

posts and complement, and any proposals for changes needed to meet existing gaps or future needs, so as to meet statutory, regulatory, quality standards and business plan requirements.

5. To consider reports on and reviews of staff/volunteer skills, skills gaps, and training/development to meet any gaps both in existing work and for future planned work. To appraise the benefit of the training/development undertaken and the adequacy of the training development plan to meet existing or future needs. To provide Board input to the Investors in People process.
6. To review staff remuneration policy including pensions, and other benefits, and recommend policy changes if required, to ensure fair and proper remuneration of staff.
7. The scrutiny of any addition or amendments to the Employment & staffing policies and procedures for presentation to the Board for approval.
8. To oversee the operation of the Joint Consultative Committee, and/or liaison with any recognised union, and any formal consultation mechanisms.
9. To consider regular reports and annual reviews of personnel and training activity, appraising effectiveness, efficiency, and compliance with regulatory, policy, and strategic requirements, covering at least:
 - Key performance indicators
 - Recruitment and Equal Opportunities
 - Appraisals, inductions and Probationary assessments
 - Grievances, Complaints, Disciplinary processes
 - Staff complement and turnover
 - Training and development
10. Regular review of Key Performance Indicators
11. Ensuring that Value for Money is considered as part of all deliberations.

DELEGATED AUTHORITY

All decisions made by the Human Resources Scrutiny Group must be presented to the Board for approval. All papers requiring approval presented to the Human Resources Scrutiny Group must also be presented to the Board of Management in full with a summary of the Scrutiny Group's discussion & recommendations.

MEMBERSHIP

The Membership of the Human Resources Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. Other Board members may attend the HRSG meetings (unless inappropriate due to confidential staffing reports) and the Group will be attended by senior staff as appropriate. The Group may also wish to arrange other attendance for advice, information and feedback.

The Committee consists of a minimum of 2 members including a lead member who shall be responsible for chairing meetings.

The Chair of the Board will have an ex-officio place on the Committee.

The quorum will be 2 Board Members.

SERVICING

The Scrutiny Group papers will be prepared by the HR manager in consultation with the Chief Executive and the minutes will be taken by an external minute taker / the HR manager.

The Committee will approve and maintain a standard agenda format and an annual cycle of matters which it will consider.

The Minutes will be approved at the next meeting but may go in approved draft format to any intervening Board meeting for ratification of decisions and approval of recommendations made. Other staff can be asked to attend as appropriate.

FREQUENCY

The frequency of Human Resources Scrutiny Group meetings will be suggested by the Chief Executive and Chair of the Board, for agreement by the full Board.

This Scrutiny Group will meet at least 2 times in any financial year.

PRHA Risk and Audit Scrutiny Group: Terms of reference

The aim of the Risk and Audit Scrutiny Group (RASG) is to ensure that the Association is adequately monitoring & responding to potential risks to minimise their likelihood of materialising & their impact.

The role of the Risk and Audit Scrutiny Group is to review all risks faced by the Association, agreeing action to manage them, monitor their ongoing management & provide advice to the Board on risk issues.

SPECIFIC RESPONSIBILITIES

The Risk and Audit Scrutiny Group will be responsible for:

- 1 Monitoring of the levels and type of risk faced by the Association through the annual risk review exercise & identifying potential risks and ensuring that they are incorporated in PRHA's risk plans.
- 2 Monitoring action from the annual risk review.
- 3 Reviewing specific risks, particularly relating to :
 - Health & Safety including building safety
 - The financial viability of the organisation
 - The economic environment
 - Asset management
 - Commissioning of support services
 - Growth strategy or loss of services
 - Conflict of interest
 - Development
 - Insurance cover
 - GDPR , cyber security & the management of data breaches
 - Disaster recovery & the Business Continuity Plan
 - Safeguarding
 - Reputational risk including that related to the issues listed above
- 4 a) Reviewing the take-up of new risks, particularly those relating to:
 - Fundraising
 - External environmental factors
b) Liaising with the Development Scrutiny Group on risks relating to:
 - Development
 - New business
- 5 Receiving 6 monthly reports on safeguarding activity within the organisation. The lead member for safeguarding will be responsible for reporting compliance assurance to the Board and for liaising with the PRHA staff safeguarding lead where any cases of concern are identified.

- 6 Reviewing the Association's Business Continuity Plan & emergency plans.
- 7 Monitoring auditing & review processes to ensure that the Association's work is being properly controlled particularly by :
 - Recommending to the Board the annual internal audit priorities & receiving these reports
 - Reviewing the internal controls assurance statement & action plan for recommendation to the Board
8. **External audit:** to ensure that the Association is maintaining a sound system of external audit and an appropriate relationship with its external auditors. In particular to:
 - Tender External Audit services and make recommendations on appointment to the Board.
 - Agree the scope of the External Audit and the provision of other services by the External Auditor. The engagement letter should be reviewed at intervals of at least six years and appropriate recommendations made to the Board.
 - Consider the External Audit plan and discuss issues that are likely to affect the Audit and financial statements with the Auditors.
 - Advise the Board on the soundness of financial systems in the light of the External Audit.
 - Consider the Management Letter and the draft response to it and advise the Board accordingly.
 - Recommend to PRHA's AGM the re-appointment of the External Auditor or recommend that the service be re-tendered. Any period of retendering should be in accordance with the Regulatory Body guidelines and as agreed by the Board .
9. **Annual audit meeting**

The Risk and Audit scrutiny group will meet annually with the external auditors to review the accounts including a session without the staff or Chair present. This meeting will also:

 - Discuss the External Auditors' Annual Management Report and receive both formal and informal feedback from the External Auditor.

DELEGATED AUTHORITY

All decisions made by the Risk and Audit Scrutiny Group must be presented to the Board for approval. All papers requiring approval presented to the Risk and Audit Scrutiny Group must also be presented to the Board of Management in full with a summary of the Risk and Audit Scrutiny Group's discussion & recommendations.

MEMBERSHIP

The Membership of the Risk and Audit Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. The meetings will be attended by senior staff and other Board members may attend. The RASG may also wish to arrange other attendance for advice, information and feedback.

The Risk and Audit Scrutiny Group shall comprise a minimum of 3 members including a lead member who shall be responsible for chairing meetings. At least one member should have “recent and relevant financial experience proportionate to size and complexity of the organisation”. The Board safeguarding lead will also be a member.

A minimum of 2 members is required for a quorum.

SERVICING

The Risk and Audit Scrutiny Group papers will be prepared by the Chief Executive and the minutes will be taken by an external minute taker or senior staff member or external minute taker.

The Risk and Audit Scrutiny Group will approve and maintain a standard agenda format and an annual cycle of matters which it will consider.

The Minutes will be approved at the next meeting but may go in approved draft format to any intervening Board meeting for ratification of decisions and approval of recommendations made.

FREQUENCY

This Scrutiny Group will meet at least 2 times in any financial year.

PRHA Development Scrutiny Group Terms of Reference

The purpose of the Development Scrutiny Group (DSG) is to give particular consideration & advice regarding new property developments & new business initiatives that PRHA is considering undertaking or is undertaking.

SPECIFIC RESPONSIBILITIES

The Development Scrutiny Group has a specific responsibility to consider the detail of proposed developments and developments that are underway. Specific responsibilities include:

- Reviewing the financial &/or physical detail of proposed projects and making recommendations to the Board.
- Considering Value for Money in development functions.
- Considering new business initiatives and strategy.

DELEGATED AUTHORITY

All decisions made by the Development Scrutiny Group must be presented to the Board for approval. All papers requiring approval presented to the Development Scrutiny Group must also be presented to the Board of Management in full with a summary of the Scrutiny Group's discussion & recommendations.

MEMBERSHIP

The Membership of the Development Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. Other Board members may attend the DSG meetings and the Group will be attended by senior staff & advisors as appropriate.

The DSG shall comprise a minimum of 2 members including a lead member who shall be responsible for chairing meetings. A minimum of 2 members is required for a quorum

SERVICING

The Scrutiny Group papers will be prepared by the Chief Executive in consultation with the lead member for the DSG, and the minutes will be taken by an external minute taker or a staff member.

The Minutes will be approved at the next meeting but may go in approved draft format to any intervening Board meeting for ratification of decisions and approval of recommendations made.

FREQUENCY

This Scrutiny Group will meet as and when the Board decides it is needed.

PRHA Operations Scrutiny Group

Terms of Reference

The purpose of the Operations Scrutiny Group (OSG) is to give particular consideration & advice regarding the Housing Management, Support Services and Property Services functions provided by PRHA.

The OSG has a particular responsibility for ensuring tenants/licencees feedback into PRHA's activities. The group will therefore aim to meet with the Residents' Advisory Panel or other representative groups at least twice a year.

SPECIFIC RESPONSIBILITIES

The Operations Scrutiny Group has a specific responsibility to support PRHA in maintaining and improving the delivery of its Housing Management, support services and Property Services functions. In doing this, **performance information, good practice guidance and the application of Value for money principles** will be monitored. Specific responsibilities include:

1. Overseeing co-regulation & tenant scrutiny activities including the Local offers & performance target setting & monitoring exercise & meeting with service user representatives
2. Receiving feedback from tenants through annual satisfaction surveys & monitoring of complaints & anti-Social Behaviour & attendance at tenant meetings.
3. Reviewing the property services function & receiving regular reports on asset management, decent homes standard compliance & compliance with statutory and regulatory requirements (including gas servicing)
- ~~4. Receiving 6 monthly reports on safeguarding activity within the organisation. The lead member will be responsible for reporting compliance assurance to the Board and for liaising with the PRHA safeguarding lead where any cases of concern are identified.~~
5. Ensuring that allocations & mutual exchanges are regularly reviewed to ensure that regulatory requirements are met & that evictions are reviewed
6. Ensuring that the Regulator of Social Housing's resident services, neighbourhood and community standards are regularly reviewed to ensure that regulatory requirements are met
7. Reviewing the housing management service & receiving regular reports on arrears & voids management, evictions, probationary tenancies, anti-social behavior management.

8. Reviewing the support services function & receiving regular reports on inspections feedback, audit reviews, service reviews & outcomes & neighbourhood management issues.
9. Regular review of Key Performance Indicators
10. Ensuring that Value for Money is considered as part of all deliberations.

DELEGATED AUTHORITY

All decisions made by the Operations Scrutiny Group must be presented to the Board for approval. All papers requiring approval presented to the Operations Scrutiny Group must also be presented to the Board of Management in full with a summary of the Scrutiny Group's discussion & recommendations.

MEMBERSHIP

The Membership of the Operations Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. Other Board members may attend the OSG meetings and the Group will be attended by senior operations staff as appropriate. The Group may also wish to arrange other attendance for advice, information and feedback, including periodic meetings with existing or ex-service users.

The OSG shall comprise a minimum of 2 members including a lead member who shall be responsible for chairing meetings.

A minimum of 2 members is required for a quorum

SERVICING

The Scrutiny Group papers will be prepared by the relevant Directors/ Assistant Directors in consultation with the Chief Executive, and the minutes will be taken by an external minute taker or attending staff member.

The Committee will approve and maintain a standard agenda format and an annual cycle of matters which it will consider.

The Minutes will be approved at the next meeting but may go in approved draft format to any intervening Board meeting for ratification of decisions and approval of recommendations made. Other staff can be asked to attend as appropriate.

FREQUENCY

The frequency of Operations Scrutiny Group meetings will be suggested by the Chief Executive and Chair of the Board, for agreement by the full Board. This Scrutiny Group will meet at least twice in any financial year. Where possible it will meet with the Residents' Advisory Panel also twice a year.

PRHA Remuneration Scrutiny Group: Terms of Reference

The purpose of the Remuneration Scrutiny Group is to give particular consideration & advice to the Board on the appraisal & remuneration package for the Chief Executive and Directors.

SPECIFIC RESPONSIBILITIES

The Remuneration Scrutiny Group has a specific responsibility under the Code of Governance to consider the detail of the current remuneration package for the Chief Executive. Specific responsibilities include:

- Reviewing the financial & non-financial elements of the package.
- Overseeing the appraisal of the Chief Executive Officer.

DELEGATED AUTHORITY

All decisions made by the Remuneration Scrutiny Group must be presented to the Board for approval.

MEMBERSHIP

The Membership of the Remuneration Scrutiny Group shall be agreed annually by the Board of PRHA. Members will be members of the Board or co-optees. The Scrutiny Group may also wish to arrange other attendance for advice, information and feedback.

The Scrutiny Group shall comprise a minimum of 2 members including a lead member who shall be responsible for chairing meetings. This should be the lead member for HR scrutiny group. The Chair of the Association should be a Scrutiny Group member but should not chair the Scrutiny Group or the meeting.

A minimum of 2 members is required for a quorum.

SERVICING

The Remuneration Scrutiny Group may request papers prepared by the Chief Executive or HR manager where appropriate. Scrutiny Group members will provide minutes of their meeting to a closed session of the following Board meeting.

A minute will be agreed & this will be maintained on the relevant personnel files.

FREQUENCY

This Scrutiny Group will meet as and when the Board decides it is needed.

Role profile – PRHA CHAIR

Purpose of role:
To lead the Board of Providence Row Housing Association in its responsibilities for setting the strategic vision and direction of the organisation, and ensuring that decisions reflect the association's key values.
Key role relationships
External: To maintain and develop good relationships with residents, stakeholders, (in particular the local authorities with which we work), our North River Alliance partners and the regulator, our lenders and all other agencies relevant to the work of the Board. Internal: To maintain good relationships with other members of the Board, the shareholders, the Chief Executive and other key members of senior staff
Core tasks and responsibilities
Leading the organisation and the Board 1. To play an active leadership role in developing, approving and ensuring implementation of PRHA's values, strategies, objectives and policies. Good governance 2. To oversee governance of the organisation, ensuring: • Compliance with the Association's financial regulations, standing orders, delegated authorities and the regulatory frameworks; • That the Association follows the recommendations of the National Housing Federation's Code of Governance; • That the Board and sub-committees are comprised of suitably skilled and experienced members who understand their roles and responsibilities; • That Board members make effective contributions and work as a team; • Appropriate Board member appraisal, development and support arrangements; • That critical issues are discussed by the Board in a timely manner with appropriate information available; and

- That the Board receives professional advice when it is needed, either from its' senior staff or from external sources.

Performance management

3. To oversee the performance of the Board, ensuring:
 - That the Board's business is conducted efficiently and effectively through a framework of delegation and systems of internal control;
 - Implementation of frameworks for effective financial control and identification and management of risk; and
 - Delegation of authority to enable the business of the organisation to be carried on effectively between meetings of the Board.

Chairing meetings

4. To chair Board meetings, participating in other committees and groups as required:
 - Ensuring that agendas are agreed for Board meetings in consultation with the Chief Executive and/or other senior staff to whom this task has been delegated;
 - Ensuring that all members are given the opportunity to express their views before any important decisions are taken, and that appropriate standards of behaviour are maintained in line with an agreed code of conduct; and
 - Undertaking the lead on specific functions as approved by the Board, including Chair's action.

Maintaining good relationships with staff

5. To build and maintain effective and constructive working relationships with the Chief Executive and other senior staff.
6. To line manage the Chief Executive, providing advice, support and challenge as required.
7. The Chair working in conjunction with the remuneration and Audit Scrutiny Group shall ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive & to determine the remuneration of the Chief Executive & other senior staff.
8. To ensure, when necessary, that the Chief Executive is replaced in a timely and orderly fashion.

Representing PRHA

9. To act as an ambassador and representative for the organisation, upholding the reputation of PRHA and its values and objectives.
10. To network and promote the achievements, purposes and benefits of PRHA.
11. To maintain an open and constructive relationship with the Providence Row Charity.

Adding value

12. To apply personal expertise with regard to both the business and social aspects of the business.
13. To be familiar and keep up to date with sector issues. In particular the regulatory environment.
14. To act as a role model for good governance practices and behaviours.

Payment

This position is unpaid and voluntary. PRHA's Board has agreed that the voluntary nature of the positions was consistent with the overriding ethos of the Association's values.

Time commitment

The successful candidate will be expected to be able to devote sufficient time to enable them to discharge their duties as Chair.

Meetings attended

- Chair PRHA Board meetings six times per year
- Attend sub-committees where appropriate

Vice Chair

To take on the responsibilities of the Chair as outlined above in his/her absence. Also, to coordinate the annual appraisal process for the Chair.

Person specification – PRHA CHAIR

Core competencies

- Able to lead and inspire the Board, building confidence in the governance arrangements.
- Communication and interpersonal skills, able to liaise effectively with a wide range of stakeholders and audiences.
- Strategic thinking, able to analyse complex information, demonstrate clear analytical intellect and guide rational decision making.
- Able to lead the organisation through periods of change.
- Support the values, ethos and social housing objectives of PRHA and have an empathy with the needs of our residents.

Knowledge and experience

- Experience of operating at a senior level (either executive or non-executive) within a service organisation.
- Governance experience, as a member or Chair of a Board or similar, with knowledge of good governance practice.
- Wide-ranging understanding of commercial issues, with strong business acumen and a high degree of financial literacy.

Skills and abilities

- Strategic planning skills, able to develop strategic vision, and encourage others to contribute to this.
- Able to assess risk and promote risk awareness without being risk averse.
- Able to challenge appropriately and hold the Board and senior staff to account; with a wider vision to raise standards across the organisation.
- Skilled at bringing people together to generate a strong team spirit, able to work collaboratively, building consensus.
- IT literate.

Personal behaviour and style

- Actively role models the professional conduct expected of the Board Chair.
- Calm, courteous and collegiate
- Proactively demonstrates strong commitment to equality and diversity.
- Passionate about service improvements; strongly champions the right of residents and service users to have influence and access to high quality services.
- Listens to others and provides decisive decision making when it is required.

- Enabling and supportive leadership style that motivates staff to deliver of their best.
- Demonstrates credibility and integrity.
- Has respect for & promotes the values of the organisation.
- Open to learning and development, for self, staff, and the Board; fosters a learning culture throughout the organisation.
- Has the time and commitment effectively to discharge the responsibilities of the post of Chair.

Board Member Role Profile

Purpose of role:
To further the aims of PRHA, making sure it operates within the law, and its' permitted objects as set out in the Memorandum and Articles of Association. With other Board members to ensure strategic direction, management control, accountability & good conduct of the Association.
Key role relationships
External: To maintain and develop good relationships with residents & other stakeholders. Internal: To maintain good relationships with other members of the Board, the shareholders, the Chief Executive and other key members of senior staff.
Core tasks and responsibilities
General Each Board member must be prepared to: • Uphold the values and objectives of the organisation. • Uphold the organisation's core policies, including those for equality and diversity, standing orders & financial regulations; • Contribute to and share responsibility for the Board's decisions including its duty to exercise reasonable care, skill & independent judgement • Prepare for and attend meetings, training sessions and other events; • Attend and participate in reviews linked to individual performance or that of the whole Board; • Represent the organisation as appropriate; • Declare any relevant interests; • Ensure that they understand the constitutional and legislative framework as it applies to the organisation & act within its powers • Respect confidentiality of information; and • Uphold the National Housing Federation's Code of Governance (except where PRHA decisions superseded any of its contents) • Uphold the National Housing Federation's Code of Conduct and the organisation's own Code of Conduct.

Board members must act in the interests of the Association in decision making & to protect its reputation. Each member must be meticulous about declaring conflicts of interest and must ensure that their private or personal interests do not influence their decisions. In particular they must not use their position to obtain personal gain of any sort.

Specific

With other Board members :

- To determine the values and objectives of the Association & agree the strategic plan & annual business plans to ensure the Association's objectives are met.
- To enable the achievement of those objectives through appropriate delegated authorities, operational procedures and the employment of staff with appropriate skills.
- To ensure that policies are established for the Association, covering all legal, regulatory and good practice requirements.
- To review the performance of the Association.
- To agree annual budgets, exercise sound financial planning & management and maintain financial viability whilst meeting the Association's objectives.
- To identify and manage financial and other risk and protect the funds invested in the Association.
- To ensure that the interest and needs of the Association's tenants & service users are considered in all matters.
- To ensure that the Association's properties are developed to a high standard and are kept in good repair.
- To review the activities of the Association from time to time and decide on changes if appropriate or advisable
- To review regularly the performance of the Board to ensure that, as a group, it has the capacity and commitment to understand and control the Association.

Payment

This position is unpaid and voluntary. PRHA has agreed that the voluntary nature of the positions was consistent with the overriding ethos of the Association's values.

Time commitment

Board members are expected to attend 6 Board meetings a year & a full day awayday. They are also expected to take part in scrutiny groups in accordance with their skills, interests & experience. Members should also make every effort to attend training & visits to services.

Person specification

Core competencies

- Able to work with other Board members to reach decisions effectively & in the best interest of the Association.
- Good communication and interpersonal skills.
- Ability to focus on key issues facing the organisation.
- Supports the values, ethos and social housing objectives of PRHA and has an empathy with the needs & aspirations of our tenants, service users & the communities that we operate within.

Knowledge and experience

The Board will aim to ensure that there is the right balance of skills, knowledge & experience to effectively manage the Association. It reviews this regularly and will seek members with specific experience accordingly.

- Understanding of the constitutional and legislative framework as it applies to the organisation (willingness to learn if not currently experienced)

Skills and abilities

- Able to evaluate information presented in Board reports & contribute to discussion and decision on these matters.

Personal behaviour and style

- Actively role models the professional conduct expected of Board members.
- Proactively demonstrates a strong commitment to equality and diversity.
- Committed to ensuring high quality services
- Committed to co-regulation: working alongside & responding to residents in decision - making processes
- Has respect for the values and objectives of the organisation
- Open to learning and development, for self, staff, and the Board;
- Has the time and commitment effectively to discharge the responsibilities of a Board member.
- Individuals who are registered as undischarged bankrupts cannot apply for Board membership.

Board Member (Finance lead) Role profile

Purpose of role:

To further the aims of PRHA, making sure it operates within the law, and its' permitted objects as set out in the Memorandum and Articles of Association.

With other Board members to ensure strategic direction, management control, accountability & good conduct of the Association.

Key role relationships

External: To maintain and develop good relationships with residents & other stakeholders.

Internal: To maintain good relationships with other members of the Board, the shareholders, the Chief Executive and other key members of senior staff especially the Assistant Director of Finance (who is a qualified accountant).

Core tasks and responsibilities

General

Each Board member must be prepared to:

- Uphold the values and objectives of the organisation.
- Uphold the organisation's core policies, including those for equality and diversity, standing orders & financial regulations;
- Contribute to and share responsibility for the Board's decisions including its duty to exercise reasonable care, skill & independent judgement
- Prepare for and attend meetings, training sessions and other events;
- Attend and participate in reviews linked to individual performance or that of the whole Board;
- Represent the organisation as appropriate;
- Declare any relevant interests;
- Ensure that they understand the constitutional and legislative framework as it applies to the organisation & act within its powers
- Respect confidentiality of information; and
- Uphold the National Housing Federation's Code of Governance (except where PRHA decisions superseded any of its contents)
- Uphold the National Housing Federation's Code of Conduct and the organisation's own Code of Conduct.

Board members must act in the interests of the Association in decision making & to protect its reputation. Each member must be meticulous about declaring conflicts of interest and must ensure that their private or personal interests do not influence their decisions. In particular they must not use their position to obtain personal gain of any sort.

Specific

Finance

To provide specific expertise to the Board in the discussion of financial matters including budgeting, financial management & planning and treasury management.

To meet with the external auditors annually.

To chair the Finance Scrutiny Group meetings

With other Board members :

- To determine the values and objectives of the Association & agree the strategic plan & annual business plans to ensure the Association's objectives are met.
- To enable the achievement of those objectives through appropriate delegated authorities, operational procedures and the employment of staff with appropriate skills.
- To ensure that policies are established for the Association, covering all legal, regulatory and good practice requirements.
- To review the performance of the Association.
- To agree annual budgets, exercise sound financial planning & management and maintain financial viability whilst meeting the Association's objectives.
- To identify and manage financial and other risk and protect the funds invested in the Association.
- To ensure that the interest and needs of the Association's tenants & service users are considered in all matters.
- To ensure that the Association's properties are developed to a high standard and are kept in good repair.
- To review the activities of the Association from time to time and decide on changes if appropriate or advisable
- To review regularly the performance of the Board to ensure that, as a group, it has the capacity and commitment to understand and control the Association.

Payment

This position is unpaid and voluntary. PRHA has agreed that the voluntary nature of the positions is consistent with the overriding ethos of the Association's values.

Time commitment

Board members are expected to attend 6 evening Board meetings a year & a full day Awayday (currently held in November).

They are also expected to take part in scrutiny groups in accordance with their skills, interests & experience. For this role this would involve attending the Finance Scrutiny Group meetings

PERSON SPECIFICATION**Core competencies**

- Able to work with other Board members to reach decisions effectively & in the best interest of the Association.
- Good communication and interpersonal skills.
- Ability to focus on key issues facing the organisation.
- Supports the values, ethos and social housing objectives of PRHA and has an empathy with the needs & aspirations of our tenants, service users & the communities that we operate within.

Knowledge and experience

The Board will aim to ensure that there is the right balance of skills, knowledge & experience to effectively manage the Association. It reviews this regularly and will seek members with specific experience accordingly.

- Understanding of the constitutional and legislative framework as it applies to the organisation (willingness to learn if not currently experienced)

Skills and abilities

- Able to evaluate information presented in Board reports & contribute to discussion and decision on these matters.

Personal behaviour and style

- Actively role models the professional conduct expected of Board members
- Proactively demonstrates a strong commitment to equality and diversity
- Committed to ensuring high quality services
- Committed to co-regulation: working alongside & responding to tenants & service users in decision making processes
- Has respect for the values and objectives of the organisation
- Open to learning and development, for self, staff, and the Board.
- Has the time and commitment effectively to discharge the responsibilities of a Board member.
- Individuals who are registered as an undischarged bankrupt cannot apply for Board membership.

Board Member (Risk and Audit Role profile)

Purpose of role:
To further the aims of PRHA, making sure it operates within the law, and its' permitted objects as set out in the Memorandum and Articles of Association. With other Board members to ensure strategic direction, management control, accountability & good conduct of the Association.
Key role relationships
External: To maintain and develop good relationships with residents & other stakeholders. Internal: To maintain good relationships with other members of the Board, the shareholders, the Chief Executive and other members of the senior leadership team including the Director of Finance (who is a qualified accountant).
Core tasks and responsibilities
General Each Board member must be prepared to: • Uphold the values and objectives of the organisation. • Uphold the organisation's core policies, including those for equality and diversity, standing orders & financial regulations; • Contribute to and share responsibility for the Board's decisions including its duty to exercise reasonable care, skill & independent judgement • Prepare for and attend meetings, training sessions and other events; • Attend and participate in reviews linked to individual performance or that of the whole Board; • Represent the organisation as appropriate; • Declare any relevant interests; • Ensure that they understand the constitutional and legislative framework as it applies to the organisation & act within its powers • Respect confidentiality of information; and • Uphold the National Housing Federation's Code of Governance (except where PRHA decisions superseded any of its contents) • Uphold the National Housing Federation's Code of Conduct and the organisation's own Code of Conduct.

Board members must act in the interests of the Association in decision making & to protect its reputation. Each member must be meticulous about declaring conflicts of interest and must ensure that their private or personal interests do not influence their decisions. In particular they must not use their position to obtain personal gain of any sort.

Specific

Audit

To provide specific expertise to the Board in the discussion of financial matters especially in relation to audit and risk.

To meet with the external auditors annually.

To ensure that any whistleblowing reports are properly investigated.

To be a member of the Risk and Audit Scrutiny Group

With other Board members :

- To determine the values and objectives of the Association & agree the strategic plan & annual business plans to ensure the Association's objectives are met.
- To enable the achievement of those objectives through appropriate delegated authorities, operational procedures and the employment of staff with appropriate skills.
- To ensure that policies are established for the Association, covering all legal, regulatory and good practice requirements.
- To review the performance of the Association.
- To agree annual budgets, exercise sound financial planning & management and maintain financial viability whilst meeting the Association's objectives.
- To identify and manage financial and other risk and protect the funds invested in the Association.
- To ensure that the interest and needs of the Association's tenants & service users are considered in all matters.
- To ensure that the Association's properties are developed to a high standard and are kept in good repair.
- To review the activities of the Association from time to time and decide on changes if appropriate or advisable
- To review regularly the performance of the Board to ensure that, as a group, it has the capacity and commitment to understand and control the Association.

Payment

This position is unpaid and voluntary. PRHA has agreed that the voluntary nature of the positions is consistent with the overriding ethos of the Association's values.

Time commitment

Board members are expected to attend 6 evening Board meetings a year & a full day Awayday (currently held in November).

They are also expected to take part in scrutiny groups in accordance with their skills, interests & experience. For this role this would involve attending the Risk and Audit Scrutiny Group meetings

PERSON SPECIFICATION**Core competencies**

- Able to work with other Board members to reach decisions effectively & in the best interest of the Association.
- Good communication and interpersonal skills.
- Ability to focus on key issues facing the organisation.
- Supports the values, ethos and social housing objectives of PRHA and has an empathy with the needs & aspirations of our tenants, service users & the communities that we operate within.

Knowledge and experience

The Board will aim to ensure that there is the right balance of skills, knowledge & experience to effectively manage the Association. It reviews this regularly and will seek members with specific experience accordingly. In this role we are looking for:

- Recent and relevant financial experience, proportionate to the size and complexity of the organisation.
- Understanding of the constitutional and legislative framework as it applies to the organisation (willingness to learn if not currently experienced)

Skills and abilities

- Able to evaluate information presented in Board reports & contribute to discussion and decision on these matters.

Personal behaviour and style

- Actively role models the professional conduct expected of Board members
- Proactively demonstrates a strong commitment to equality and diversity
- Committed to ensuring high quality services
- Committed to co-regulation: working alongside & responding to residents & service users in decision making processes
- Has respect for the values and objectives of the organisation
- Open to learning and development, for self, staff, and the Board.
- Has the time and commitment effectively to discharge the responsibilities of a Board member.
- Individuals who are registered as an undischarged bankrupt cannot apply for Board membership.

Board Member (HR Lead) Role Profile

Purpose of role:

To further the aims of PRHA, making sure it operates within the law, and its' permitted objects as set out in the Memorandum and Articles of Association.

With other Board members to ensure strategic direction, management control, accountability & good conduct of the Association.

Key role relationships

External: To maintain and develop good relationships with residents & other stakeholders.

Internal: To maintain good relationships with other members of the Board, the shareholders, the Chief Executive and other key members of senior staff especially the Director of Operations and the HR Department.

Core tasks and responsibilities

General

Each Board member must be prepared to:

- Uphold the values and objectives of the organisation.
- Uphold the organisation's core policies, including those for equality and diversity, standing orders & financial regulations;
- Contribute to and share responsibility for the Board's decisions including its duty to exercise reasonable care, skill & independent judgement
- Prepare for and attend meetings, training sessions and other events;
- Attend and participate in reviews linked to individual performance or that of the whole Board;
- Represent the organisation as appropriate;
- Declare any relevant interests;
- Ensure that they understand the constitutional and legislative framework as it applies to the organisation & act within its powers
- Respect confidentiality of information; and
- Uphold the National Housing Federation's Code of Governance (except where PRHA decisions superseded any of its contents)
- Uphold the National Housing Federation's Code of Conduct and the organisation's own Code of Conduct.

Board members must act in the interests of the Association in decision making & to protect its reputation. Each member must be meticulous about declaring conflicts of interest and must ensure that their private or personal interests do not influence their decisions. In particular they must not use their position to obtain personal gain of any sort.

Specific

Human Resources

To provide specific expertise to the Board in staffing and HR matters including employment matters discussion of staffing matters including staff recruitment, development and retention. To chair dismissal appeals when and as required.

To chair the HR Scrutiny Group meetings and the annual Remuneration Scrutiny Group meeting and make recommendations to the Board.

With other Board members :

- To determine the values and objectives of the Association & agree the strategic plan & annual business plans to ensure the Association's objectives are met.
- To enable the achievement of those objectives through appropriate delegated authorities, operational procedures and the employment of staff with appropriate skills.
- To ensure that policies are established for the Association, covering all legal, regulatory and good practice requirements.
- To review the performance of the Association.
- To agree annual budgets, exercise sound financial planning & management and maintain financial viability whilst meeting the Association's objectives.
- To identify and manage financial and other risk and protect the funds invested in the Association.
- To ensure that the interest and needs of the Association's tenants & service users are considered in all matters.
- To ensure that the Association's properties are developed to a high standard and are kept in good repair.
- To review the activities of the Association from time to time and decide on changes if appropriate or advisable
- To review regularly the performance of the Board to ensure that, as a group, it has the capacity and commitment to understand and control the Association.

Payment

This position is unpaid and voluntary. PRHA has agreed that the voluntary nature of the positions was consistent with the overriding ethos of the Association's values.

Time commitment

Board members are expected to attend 6 Board meetings a year & a full day awayday. They are also expected to take part in scrutiny groups in accordance with their skills, interests & experience. For this role this would involve attending and chairing the HR scrutiny group.

Members should also make every effort to attend training & visits to services.

Person specification**Core competencies**

- Able to work with other Board members to reach decisions effectively & in the best interest of the Association.
- Good communication and interpersonal skills.
- Ability to focus on key issues facing the organisation.
- Supports the values, ethos and social housing objectives of PRHA and has an empathy with the needs & aspirations of our tenants, service users & the communities that we operate within.

Knowledge and experience

The Board will aim to ensure that there is the right balance of skills, knowledge & experience to effectively manage the Association. It reviews this regularly and will seek members with specific experience accordingly.

- Understanding of the constitutional and legislative framework as it applies to the organisation (willingness to learn if not currently experienced)

Skills and abilities

- Able to evaluate information presented in Board reports & contribute to discussion and decision on these matters.

Personal behaviour and style

- Actively role models the professional conduct expected of Board members.
- Proactively demonstrates a strong commitment to equality and diversity.
- Committed to ensuring high quality services

- Committed to co-regulation: working alongside & responding to tenants & service users in decision making processes
- Has respect for the values and objectives of the organisation
- Open to learning and development, for self, staff, and the Board;.
- Has the time and commitment effectively to discharge the responsibilities of a Board member.
- Individuals who are registered as undischarged bankrupts cannot apply for Board membership.

PRHA Board - role description for Member responsible for complaints

Aim:

The Member responsible for complaints (MRC) will have lead responsibility for complaints to support a positive complaint handling culture.

Responsibilities:

The MRC will be responsible for ensuring the governing body receives regular information on complaints that provides insight on PRHA's complaint handling performance. They will have access to suitable information and staff to perform this role and report on their findings.

The MRC and the Board must receive:

- a. regular updates on the volume, categories and outcomes of complaints, alongside complaint handling performance;
- b. regular reviews of issues and trends arising from complaint handling;
- c. regular updates on the outcomes of the Ombudsman's investigations and progress made in complying with orders related to severe maladministration findings; and
- d. annual complaints performance and service improvement report

Recruitment & Selection procedure for Board membership

Identifying Need for new Board members

The Board reviews the required skills for effective Governance annually. A skills review is carried out to identify any gaps between the desirable skills mix & current Board members skills. Where possible the gaps can be filled by providing training.

Unless Board maximum numbers have been achieved a new member will generally be sought to fill skills gaps.

Recruitment

For independent Board members, positions will generally be advertised in appropriate media including relevant search /executive recruitment agencies (Reach, ICAEW etc.). Where appropriate this may include local or national press/websites/media. The advertisement & recruitment pack will clarify the specific skills being sought & the general person specification & job description for Board members.

PRHA maintains up to 2 places on the Board for tenant/resident Board members. For these posts vacancies will be publicised internally through newsletters and letters to tenants/residents. They will be encouraged to attend in-house Board member training to learn more about Board membership.

Tenant/resident Board members must meet the person specification.

Selection

All prospective applicants will submit a CV/complete an application form & a conflict of interest declaration to determine their suitability against the stated person specification and any specific skills or experience that are being sought.

A delegated panel of 2 or 3 Board members will consider all applications and will meet with prospective members to assess their suitability. They will then report back to the next Board meeting with their recommendation.

Unsuccessful candidates will receive feedback.

The successful candidate will be invited to observe the next Board meeting. At the end of that meeting a confidential session will consider whether to invite the candidate to be co-opted onto the Board.

If the decision is positive, they will be invited to become a shareholder by the Company secretary. On receipt of their share, they will be issued with a new Board members induction pack.

Recruitment of Chair

Generally, the Chair is elected from within the existing Board. Where no current Board members wish to take on this role the recruitment procedure as outlined above will be followed except that an additional meeting will take place after the initial recruitment panel meeting where all Board members will consider the recommendation of the panel.

Providence Row Housing Association

Shareholders' policy

Policy Statement

The purpose is to set out clearly the Board's policy on shareholding membership.

Background

Providence Row Housing Association's (PRHA) Board has adopted the National Housing Federation's Code of Governance and reviews its policy for admission to shareholding membership every three years.

Shareholders are bound by PRHA's Rules which set out the obligations on shareholders, the nature of the shares, and the procedure to be followed for admission of shareholders. The Rules also cover circumstances where shareholding is cancelled or refused, for example if the shareholder dies or becomes bankrupt. Shareholders are invited to attend the annual general meeting and any other special general meeting of the organisation.

Policy

- a. PRHA's policy is not to extend the current shareholding membership. There are other ways to enable stakeholders, residents, and anyone interested in PRHA to participate actively in the Association- for example through local residents' meetings, Residents' Advisory Panel, focus groups and completing surveys.
- b. In line with other Registered Providers, the aim of the policy is to maintain a "closed membership" where only Board members are shareholders.
- c. Under the Rules, no more than a third of the Board may be persons living in a PRHA property. These Board members are also shareholders. They will cease to be shareholders if they cease to be residents or in circumstances outlined in the Rules where they are in breach of their tenancy/licence agreement with PRHA.
- d. When a shareholder ceases to be a Board member, the shareholding is cancelled.
- e. Each year, following the Annual General Meeting, notices are sent to shareholders who have not actively participated in the meeting or sent apologies in advance of the meeting, asking them if they wish to remain a shareholder. If they do not respond to the notice within one month, the shareholding is cancelled.

f. If shareholders do not attend in person or appoint a proxy in respect of, nor deliver written apologies in advance for two consecutive annual general meetings of the Association, the shareholding is cancelled.

g. Shareholders may be expelled by special resolution at a special general meeting in circumstances permissible under the Rules.

Providence Row Housing Association

New Board Members' Induction

All new Board members will be offered opportunities to acquaint themselves with the Association and the responsibilities of Board membership.

This will include:

- An induction meeting with the Chair, Chief Executive & members of the Senior Leadership Team
- Visits to the Association's properties.
- Peer support to new members for the first 3 months from other Board members.

Members will also be able to access relevant training.

Relevant information will be provided including the NHF Code of Governance.

Board Succession Strategy

Background

The Board has reviewed its approach to succession planning in the light of the NHF Code of Governance 2020. It has agreed to adopt the code with a limited transition period (to December 2025) for the issue of terms of office of Board members. This is outlined below and aims to ensure continuity and stability in governance for the organisation.

Tenure for non-executive Board members (and independent committee members)

The Board aims to achieve an appropriately skilled, diverse and independent Board membership through a succession strategy for its own renewal which is based on an agreed statement of the skills, qualifications, diversity and other attributes required.

Where a member is at the end of a term of office and is eligible for re-appointment, this is subject to considering the member's performance and skills and the needs of the Board. A process for consideration of any proposed reappointment at the end of each term of office will be agreed by the Board annually. This will be tied in with the Board member appraisal in the preceding year. This will then be brought to a Board meeting for consideration (with the affected Board member absenting themselves).

A member who has left the Board will not be re-appointed for three years. Maximum tenure will normally be up to six consecutive years (typically comprising two terms of office) but where a Board member has served 6 years, and the Board agrees that it is in the organisation's best interests, their tenure may be extended up to a maximum of 9 years. This has been agreed for the current ~~vice chair~~ Chair to ensure stability given the level of Board turnover in recent years.

During the transition period the Board will declare planned non-compliance on ~~two~~ one issues:

- ~~1) All exceptions to the requirement for a maximum 2 terms (apart from exceptions) will be phased in up to December 2025 to allow for continuity.~~

- 1) The extension of the current Chair's third term (to 9 years) to facilitate the final stage of the succession plan and to ensure continuity.

~~There will be a planned recruitment of two new members per year up to the maximum number of 12 members as permitted in the Rules whilst current members' terms expire. Given the size of the Board this is considered a desirable level of turnover. This will be reviewed annually in order to address any fluctuations.~~

~~2) During the transition period there will also be a variation to the requirement that terms include any period of co-option. In most cases this is a maximum of eight months prior to our AGM. This is intended to avoid any gaps in the Board during this period. This is a case of the Code clashing with our Rules/ constitution (the Code acknowledges that the constitution takes precedence) until these matters are resolved.~~

~~During and after the transition period any exceptions to the requirements agreed by the Board will be reported as planned non-compliance.~~

These provisions concerning tenure apply to office held across all of the organisation's Boards and committees, and those of predecessor organisations, including service as a co-optee.

Evaluation of the skills mix required for the Board to function effectively

There will be an annual review of each Board member's skills and experience, tied into the annual appraisal, in order to identify any potential gaps and establish requirements for new members. Following this there will be a Board decision on recruitment for the year ahead to fill current/anticipated skills gaps.

The Board will determine from time to time the balance of what is needed and this may mean that not all skills are covered at any one time. A general aptitude and commitment to the work and values of the organisation will be essential.

The proposed skill areas are outlined below. The Board will consider this list at the time of recruitment, in the light of existing Board members skills and the anticipated focus of the Board.

Sector knowledge/ experience
Sector experience or Knowledge of sector
Knowledge of broad public policy direction
Understanding of relevant legislation
Technical skills/experience
Accountancy/ Housing Association Finance
Asset management /Property Services
Regeneration /Property Development//construction
Building safety
Risk management
Fundraising/Social investment
Legal/ Governance
Communications/ Public Relations

Human Resources Management
Strategic /Business Planning
Providing care or support services (Single Homeless , Rough sleepers, substance misuse, mental health)
Resident influence/ Tenant Participation/Community development
Experience of living in social housing/ homelessness or receiving support services
Equal Opportunities & diversity issues
Housing Management
Management of Information Technology/AI

Evaluation of the diversity required within the Board and the current position

Monitoring of Board members on the basis of protected characteristics will take place in order to establish whether the Board is sufficiently diverse and reflects PRHA's resident population

After an evaluation of the current position the Board will consider whether it wishes to set targets to address any imbalances. It is not legal to advertise posts as only open to certain groups (e.g., women). However, PRHA will ensure that it considers alternative sources of recruitment and makes it clear that it is looking to address any imbalances.

In recruiting new Board members PRHA will also be seeking a mixture of views on the Board to ensure open debate and adequate challenge.

PRHA BOARD MEMBERS TERMS OF OFFICE UPDATED SEPTEMBER 2025

		Co-opted	Elected	End term 1	End term 2	End Term 3
1	Helen New	Jan 2019	Sept 2019	Sept 2022	Sept 2025	January 2028-extended for succession planning
2	Fahad Abdi	Jan 2021	Sept 2021	Sept 2024	Jan 2027	
3	Denise Kent	Jan 2021	Sept 2021	Sept 2024	Jan 2027	
4	Pippa Fleetwood - Read	Mar 2023	Sept 2023	Sept 2026	Mar 2029	
5	Ed Knox	Mar 2023	Sept 2023	Sept 2026	Mar 2029	
6	Lynn Vickery	Nov 2023	Sept 2024	Sept 2027	Nov 2029	
7	John Beadle	Nov 2023	Sept 2024	Sept 2027	Nov 2029	
8	Babu Bhattacharjee	n/a	Mar 2024	Mar 2027	Mar 2030	
9	Gemma Richardson	n/a	Mar 2025	Mar 2028	Mar 3031	