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Beyond Housing - Group Standing Orders

These Standing Orders document certain elements of the governance arrangements, procedures and delegations of authority within the Beyond Housing Group. They should be read in conjunction with the Rules for Beyond Housing Ltd and the Articles of Association for the subsidiary companies, Terms of Reference, and Financial Regulations (incl. financial delegation).

1.0 Obligations

- 1.1 Beyond Housing Limited (“BHL”) and each subsidiary company of BHL will comply with and abide by the rules and procedures set out or referred to in these Standing Orders.
- 1.2 In accordance with regulatory guidance, BHL will monitor the activities of all parts of the Group and satisfy itself that all members of the Group are meeting their statutory and regulatory requirements, and that their affairs are being conducted in accordance with generally accepted standards of performance, probity, financial prudence, and good practice.
- 1.3 All members of the Group will work to ensure that they develop a common vision and shared objective with subsidiary companies supporting and enhancing delivery of BHL’s mission. All boards within the Group will ensure the maintenance of effective working relationships, including effective management of conflict and dissent, in the spirit of full co-operation for the benefit of the Group as a whole.
- 1.4 These Standing Orders are subject to change by unilateral decision of the BHL Board and will apply to each member of the Group upon notice thereof being given to that member.
- 1.5 Each member of the Group acknowledges and accepts the authority of the BHL Board in relation to the content of the Standing Orders.
- 1.6 Subject to the express provisions of these Standing Orders, the National Housing Federation’s (NHF) Code of Governance ("the **Code of Governance**") will be adopted by BHL. The Code of Governance does not apply to the subsidiaries. The Financial Regulations will apply to all members of the Group.

2.0 Suspension, variation or amendment of Standing Orders

- 2.1 In the event of any ambiguity or conflict arising between these Standing Orders and the Rules (in the case of BHL) or the relevant Articles of Association (in the case of any subsidiary), the terms of the Rules or the Articles of Association (as the case maybe) will prevail.
- 2.2 These Standing Orders or any of them will only be suspended with the approval of a majority of board directors present at a meeting of the BHL Board and, in the case of any Subsidiary, following consultation with the BHL Board.

- 2.3 A decision to suspend a Standing Order must be recorded in the minutes of the next board meeting of the member of the Group suspending the Standing Order. If a Standing Order is suspended during a board meeting a separate record of all matters discussed during the suspension will be made and will be made available to all board directors. Any suspension by a Subsidiary will be promptly reported to the BHL Board and approved prior to implementation.
- 2.4 All board directors have a duty to disclose any non-compliance with the Standing Orders to the Company Secretary of BHL and of the relevant member of the Group as soon as possible.
- 2.5 The BHL Board, via the audit and risk committee, will review these Standing Orders annually.

3.0 Role, composition, and operation of the Board of each member of the Group

- 3.1 Each board of directors ("**Board**") has responsibility for the governance of that member of the Group. Its central role is to lead, direct, control, scrutinise and evaluate the member of the Group's work. The BHL Board has responsibility and the reserve powers to direct, and if necessary, intervene in the governance of its subsidiaries.
- 3.2 The BHL Board will carry out its functions as set out in the Rules.
- 3.3 Each subsidiary board will carry out its functions as set out in that company's Articles of Association.

Composition of the Board

- 3.4 To discharge its responsibilities for the direction of the relevant member of the Group each Board should have or acquire an appropriately diverse range of skills, competencies, experience, and knowledge.
- 3.5 All board directors of each board share the same legal status and have equal responsibility for decisions taken that effect the success of the relevant member of the Group. Each should act only in the interests of that member of the Group and not on behalf of any constituent or interest group. Board directors must ensure that the interests of the member of the Group on whose board they sit are placed before any personal interests. The BHL Board will adopt a code of conduct ("**Code of Conduct**"), which will apply to colleagues and board directors of each member of the Group.
- 3.6 The BHL Board should be of an appropriate size for BHL to carry out its business effectively as provided in the Rules and the Code of Governance and should review its composition periodically.

- 3.7 BHL will appoint the board directors so that each member of the Group can carry out its business effectively and as provided in that member of the Group's Rules or Articles of Association. BHL should review the composition of the board of each member of the Group regularly.
- 3.8 Each board will set the standards established by these Standing Orders and those required by regulators and relevant stakeholders and ensure that its obligations to its members and other stakeholders are understood and met. Each board will adopt rigorous conflict of interest processes and effectively manage the compliance by all board directors of their duties.
- 3.9 Each board will establish formal, transparent, and rigorous financial reporting and internal control and operating principles covering all aspects of its operations.
- 3.10 These Standing Orders are intended to provide a framework to ensure that the above objectives are achieved.
- 3.11 Each board will abide by the applicable Terms of Reference.

4.0 Appointment, renewal, review and role of board directors

Appointment and removal of board directors

- 4.1 BHL Board directors will be appointed, and, if appropriate, removed by the BHL Board in accordance with the Rules and upon recommendation of the Governance and Review Committee.
- 4.2 Board directors will be appointed to the board of each subsidiary by the BHL Board upon the recommendation of the Governance and Review Committee and in accordance with the subsidiary's Articles of Association.
- 4.3 Board directors will be removed from the board of each subsidiary by the BHL Board upon the recommendation of the Governance and Review Committee and in accordance with the subsidiary's Articles of Association.
- 4.4 Each board director will be given a role profile and a formal agreement specifying their obligations and should sign a copy to indicate acceptance. This agreement will set out the key role and duties of board membership, the time commitment involved, and the principle that any approved remuneration is linked to fulfilling the specified role and duties ("**Agreement for Services**"). Executive directors appointed as a board director should have a schedule to their written statement of employment setting out those terms relating to board appointment.

Recruitment, renewal, and review

- 4.5 Each board, including any standing committees, should review their own performance at least annually and take action to address any identified areas of improvement in line with the Group's recruit, renew and review procedures.
- 4.6 The Governance and Review Committee will agree and implement succession planning arrangements to ensure planned refreshing and renewal of skills and experience over a period. This should be carried out for the BHL Board, the board of each subsidiary and all committees. In doing so, the committee should bear in mind the need for diversity in its composition. Recruitment to board vacancies should be open and transparent, based on merit and objective selection and assessment techniques.
- 4.7 Board and committee members may serve for up to six years. In exceptional circumstances as in line with the Code of Governance tenures can be extended up to nine years.

Essential functions of the board

- 4.8 The essential functions of each board will be formally recorded in that member of the Group's constitutional documents and terms of reference, including all the duties as laid out in the Code of Governance subject to paragraph 1.6 of these Standing Orders.
- 4.9 The BHL Board, through its terms of reference, will draw up a schedule of significant matters specifically reserved for the board's decision, which cannot be delegated to executive colleagues or committees.
- 4.10 Each board has ultimate responsibility for ensuring that the relevant member of the Group develops positive and constructive relationships with its key stakeholders including its funders and regulators. The board should satisfy itself that effective communication and reporting lines are in place with these bodies.
- 4.11 The BHL board is responsible to ensure compliance with the Regulator's consumer standards and economic and the National Housing Federations' Code of Governance.

Role of board directors and independent committee members

- 4.12 The board directors and independent committee members have a number of responsibilities as members of the relevant board/committee, including but not limited to the following:
 - a. Providing focused strategic leadership and direction to the work of the organisation, setting the vision, mission, values and standards for the organisation
 - b. Promoting good governance and ensuring that the organisation's affairs are conducted in accordance with generally accepted performance and propriety and

that its obligations to its stakeholders and others, including its regulators, are fully understood and delivered

- c. Providing leadership on equality and diversity matters ensuring this is reflected in all that the organisation does
- d. Ensuring that decisions taken are in the best interests of the organisation and its customers and promote the highest quality standards and effective service integration
- e. Working in accordance with the organisation's Code of Conduct and adopted Code of Governance
- f. Ensuring legal and social responsibilities are met, and that the organisation's affairs are conducted to accepted standards of performance and propriety
- g. Ensuring that social housing assets are not put at risk
- h. Determining the organisation's approach to risk, establishing its risk appetite and tolerances
- i. Approving an appropriate, robust and prudent business planning, risk and control framework and reviewing its effectiveness at least once a year
- j. Establishing ambitious but financially prudent strategic policies and plans to achieve organisational objectives and approving each year's budget and accounts prior to publication
- k. Monitoring the organisation's performance in relation to plans, budgets, controls and decisions, and ensuring that the organisation is well run and viable
- l. Leading on value for money, understanding the costs of the business and setting targets relating to securing value for money
- m. Agreeing policies and making decisions on all matters that might create significant financial or other risk to the organisation.

5.0 Roles of the Chief Executive and Chair

- 5.1 The roles of the Chair and Chief Executive for BHL should not be exercised by the same individual. The division of responsibilities between the Chair and Chief Executive should be clearly established and agreed by the BHL Board and so far, as not set out in these Standing Orders, set out in writing.

Chief Executive

- (a) The BHL Board needs to ensure there are clear working arrangements between them and the Chief Executive. Clarity of the Chief Executive role is essential, and the duties are included within the 'Chief Executive - role profile'.
- (b) Subject to the Rules and any specific directions from the BHL Board, the Chief Executive has the general control and responsibility for the day-to-day management of the business of the Group.
- (c) The BHL Board should delegate to a committee responsibility that includes appraising the Chief Executive and making a recommendation to the Board on a remuneration package. The matter is delegated to the Governance and Review Committee and the

terms of membership of this committee including those as set out in the Code of Governance are contained with the committee's Terms of Reference.

The Chair

- (a) The Chair has duties and responsibilities which, when carrying out, they should always remember they are acting on behalf of the Board and the member of the Group. The Chair should seek advice of other board directors or the Chief Executive, as necessary in particular circumstances. The Chair may need to seek external independent advice; this should normally be done with the agreement of the BHL Board.
- (b) The responsibilities of the Chair are set out in the 'Chair - role profile' and include, as a minimum, those as set out in the Code of Governance.
- (c) The Chair is not permitted to chair the Governance & Review Committee but can be a member. The Chair is also not allowed to be a member of the Audit & Risk Committee.

6.0 Meetings and proceedings of boards and committees

- 6.1 Each year the Company Secretary will publish a calendar of all board and committee meetings for the next financial year.
- 6.2 Each board will run meetings in accordance with the requirements set out in their respective constitutions. Ordinarily, not less than seven days before a board meeting or committee meeting, the Company Secretary shall arrange to issue to every board director or committee member the agenda, and all available reports and other documents referred to and/or to be read in conjunction with the board or committee agenda.
- 6.3 Late items to the agenda will not be accepted without the express approval of the Chair, given prior to the start of the meeting, and notified by the Chair to the meeting at its commencement.
- 6.4 Business conducted at board and committee meetings will be recorded in formal minutes. The minutes will be submitted to the next meeting as appropriate and shall be accepted as a correct record with or without amendment. The agreed minutes will be conclusive evidence of the decisions made and recorded at the meeting and will be signed by the Chair of the meeting at which they are submitted.

7.0 Urgent business between meetings

- 7.1 The BHL Board recognises that urgent decisions may be necessary between scheduled board or committee meetings which are outside of the specific delegated authority to the Chief Executive. It has therefore defined the following process to ensure that such decisions

are taken properly and in accordance with good and effective governance.

- 7.2 Urgent business arising between meetings could be, but is not restricted to: -
 - 7.2.1 Development scheme decisions
 - 7.2.2 Grant funding submissions
 - 7.2.3 Sector consultations
 - 7.2.4 Banking arrangements (amendment to mandates, accounts, etc.)
- 7.3 Decisions that may need to be taken outside of board meetings and/or committee meetings must not require a deviation from policy decisions taken by the Board and should not place any aspect of the organisation at considerable risk.
- 7.4 The Chief Executive or appropriate member of the executive team will firstly inform and discuss the matter with the Company Secretary.
- 7.5 Any decision will require at least two board members to be consulted – routinely this would be the Chair of the Board and Chair of the relevant committee should the matter be committee business or the Chair and Senior Independent Director for all other matters.
- 7.6 When a decision is taken a formal report will be presented to the next available meeting for board/committee ratification.

8.0 Committees of the Board

- 8.1 The BHL Board may from time to time establish committees
- 8.2 The BHL Board is responsible for appointing committee chairs, in line with the Group recruit, renew and review procedures.
- 8.3 Terms of Reference will be set for all committees by the BHL Board and will include as a minimum the remit of the committee, its composition and quorums for meetings. All committees must act in accordance with their Terms of Reference and responsibilities specified by the BHL Board.
- 8.4 The BHL Board may from time to time establish task and finish groups for a specific purpose. Task and finish groups will be constituted as a committee of the board, and the same procedures, as above, apply.

8.5 Audit & Risk Committee

- 8.5.1 The committee exercises oversight of the internal and external audit functions and provides detailed scrutiny and evaluation of risk, ensuring effective internal control systems are maintained. It also oversees compliance with statutory and legal obligations.

8.5.2 The key requirements as set out in the Code of Governance for audit and risk are incorporated in the Audit and Risk Committee Terms of Reference.

8.6 Governance & Review Committee

8.6.1 The committee ensures the boards and committees continuing effectiveness, clarity of purpose and focus on performance and renewal. It makes recommendations to the BHL Board on board appointments, and where appropriate or necessary, removal.

8.6.2 The committee has responsibilities relating to corporate governance arrangements, the board and Chief Executive appraisal process; non-executive and executive directors' remuneration, monitoring delivery of the strategic people plan, policies (as delegated), monitoring colleague engagement and organisational culture, and ensuring there is fairness and equality of opportunity and a recognition of diversity in all aspects of Group's governance.

8.6.3 The key requirements of the committee as contained within Code of Governance are incorporated in the Governance and Review Committee Terms of Reference.

8.7 Development and Investment Committee

8.7.1 The committee provides strategic oversight of Beyond Housing's development and regeneration strategic plans and the group's development and sales programme, monitoring performance against them. The committee have full delegated financial responsibility for scheme approvals up to the board approved development model programme, agreed as part of annual budget setting and business planning. The committee also recommend schemes to Viola Homes Limited as part of the sales programme.

8.8 Health and safety forum

8.8.1 The forum is responsible for keeping Beyond Housing's health and safety performance and culture under constant review by monitoring the operating environment, seeking assurance on statutory compliance and the effective implementation of risk controls.

8.8.2 The key requirements of the forum contained are incorporated in the Health & Safety Forum Terms of Reference.

8.9 Customer Forum

8.9.1 The forum is responsible for promoting a customer-focused culture. It oversees activities related to customers, including policies, compliance with consumer standards, legislation, tenant satisfaction measures, and the Housing Ombudsman's complaint handling code.

8.9.2 The key requirements of the forum are incorporated in the Customer Forum Terms of

Reference.

9.0 The authority to sign and seal documents

- 9.1 In accordance with the law and the Rules of BHL, the Board have resolved that the following officers of Beyond Housing should be authorised to execute deeds and/or to attest to the affixing of the seal (each an **Authorised Signatory**):
- (a) Any Board Member
 - (b) The Company Secretary
 - (c) Any other Executive Director or the Chief Executive; or
 - (d) Any other persons authorised by Board Members for the purposes of signing documents to which the common seal is applied.
- 9.2 Without prejudice to paragraph 4.1 above, the Chief Executive / Company Secretary, and any other Executive Director is authorised to attest the use of the seal (with respect to Beyond Housing) on:
- (e) Leases and transfers of property under the Right to Buy (under Part V of the Housing Act 1985 as applied under the Housing (Preservation of Right to Buy) Regulations 1993 or under the Right to Acquire under the Housing and Regeneration Act 2008.
 - (f) Leasehold deeds of amendment which confer rights to leaseholders who have previously exercised the Right to Buy or acquire that would exist under current legislative requirements.
- 9.3 The Chief Executive, Company Secretary or any Executive Director authorised by the same may sign contracts, wayleaves, easements, and agreements that do not require sealing.
- 9.4 The Company Secretary is responsible for submitting a report to the BHL Board detailing any use of the Group's seal for ratification

10.0 Openness and transparency

- 10.1 The Group should act in an open, transparent and accountable way in relation to tenants, residents, service users, local communities, local authorities, employees, investors, lenders, regulators and other stakeholders. As a general rule, information about the Group, its work, the BHL Board and employees should be readily available unless there are good reasons of confidentiality or practicality.
- 10.2 The Data Governance Policy and supporting procedures and guidance outline the Group's approach in relation to information security and data protection and the responsibilities in relation to the collection, retention, storage, deletion and use of data in compliance with General Data Protection Regulations (GDPR) and the Data Protection Act.

- 10.3 BHL will maintain registration under the Data Protection Act and monitor compliance of the Group with all the provisions as required by the Information Commissioner's Office.

11.0 Accountability

- 11.1 Each member of the Group is required to balance the interests of a range of groups and will be accountable in different ways to various groups of stakeholders including tenants, residents, service users, potential residents, members (shareholders) local authorities, investors, regulators and other community and neighbourhood interest groups by adopting a comprehensive statement of all the member of the Group's accountability mechanisms relating to its relevant stakeholders.

12.0 Conduct and probity

- 12.1 The housing sector has a reputation for high standards of conduct and probity. Beyond Housing's Code of Conduct and Probity Policy set out the responsibilities and policies of the Group in relation to conduct and probity. These standards are reinforced by legislation, the ethos of the housing movement and the provisions contained within the Rules of BHL and the Articles of Association for the subsidiaries.

13.0 Board Director and independent committee member duties

- 13.1 A non-executive director has a statutory duty to avoid a situation in which they have or could have a direct or indirect interest that conflicts with the interests of the member of the Group, and to disclose such interests and any interest they have in a transaction being considered by that member of the Group.
- 13.2 Each board or committee agenda includes a standard item for declarations of interest. Members and employees must disclose any potential conflicts of interest concerning the matters under discussion. Chair approval must be obtained to either leave the meeting during the discussion or keep participating if there is no financial interest and the conflict does not affect the organisation. Such declarations should be officially recorded in the meeting minutes.
- 13.3 Executive directors who are board members are not considered to have a conflict of interest solely due to their membership, allowing them to speak and vote on all matters except those directly affecting them personally, such as remuneration.
- 13.4 The statutory duty will not be infringed if the matter has been authorised in accordance with the Rules (in the case of BHL) or the Articles of Association (in the case of a Subsidiary). The Probity Policy will apply to all board directors and employees of each member of the Group. Amongst other things, the Probity Policy outlines the requirements of each member of the Group regarding fraud, money laundering and bribery.

14.0 Equality, diversity, and inclusion

- 14.1 Equality, diversity, and inclusion is a core value for the Group. Much progress has been made across the housing sector towards achieving equality and diversity, but a continuing focus on the implementation and monitoring of policies will always be needed.
- 14.2 All the key requirements relating to the adopted Code of Governance are incorporated within the Group's Equality, Inclusion and Diversity Policy.

15.0 Relations with stakeholders

- 15.1 The Chief Executive and Chair should ensure there is a dialogue with stakeholders based on the mutual understanding of objectives. The Chief Executive and Chair will discuss governance and strategy with major stakeholders and attend sufficient meetings with stakeholders to develop a balanced understanding of the issues and concerns of stakeholders.

16.0 Financial regulations

- 16.1 The operation of the Group and activities of board directors and senior management will, so far as consistent with these Standing Orders, be conducted in accordance with the latest version of the Financial Regulations approved by the BHL Board.

17.0 Human resources and employment

- 17.1 The key HR policies will be reviewed periodically in line with the policy framework to ensure they are maintained, up to date and relevant to the operations of that member of the Group.