

Bron Afon



STANDING ORDERS

September 2016

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INTRODUCTION

These Standing Orders are not intended to replace or alter the Rules of Bron Afon Community Housing Limited (Bron Afon); rather they are intended to:

- amplify those parts of the Rules relating to membership, convening and conduct of meetings;
- outline the responsibilities and level of authority of Bron Afon Board and Committee(s);
- provide a sound and clear basis for the conduct of Bron Afon's business in terms of procedure of meetings, letting of contracts and financial regulation.
- ensure compliance with the National Housing Federation Code of Governance, the Community Housing Cymru Code of Governance, and the Regulatory Code of the Welsh Government.

The Board may alter, rescind or add to any part or element of these Standing Orders. The Director of Resources is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Board.

A copy of these Standing Orders is to be available to all Board Members.

Interpretation of terms in these Standing Orders shall be as provided in the Rules of Bron Afon.

In the event of any doubt as to the meaning or application of the Standing Orders, the matter shall, in the first instance, be referred to the Chair of the Board for a decision, who shall report his/her decision to the next Board meeting. In the event that a decision is not urgent, the matter will be resolved by the Board.

Interpretation

In these standing orders where the context so admits:

“**Board Members**” means the members of the Board for the time being;

“**Bron Afon** ” means Bron Afon Community Housing Ltd

“**Executive Team**” means the Chief Executive and Directors

“**Secretary**” means the secretary for Bron Afon appointed by the Board

1. PROCEDURE

A. General Meetings

The Rules of Bron Afon set out the procedure for calling General and Extra-ordinary meetings and are not therefore repeated here.

B. Membership-General and Board

The Rules of Bron Afon set out the procedure for the admission, voting rights, appointment and cessation of membership of Bron Afon and Board Members and all matters relating thereto. Those provisions and statements are not therefore repeated here.

C. Board and Committee Meetings

1.1 It is the duty of the Chief Executive, Executive Team and employees to ensure that the Board and any Committee of Bron Afon are properly informed so as to be able to carry out their responsibilities. In order to keep the Board properly informed, employees must provide appropriate, relevant, clear and concise and timely information.

1.2 The following principles should be followed by employees. Whenever practical, agenda items requiring decisions should be supported by a written report. This written report should state clearly:

- the purpose of the report;
- whether they include strategy, policy or operational implications;
- any recommendations or, if none, why the report is being presented;
- community involvement, equality and diversity, financial, legal, people and risk implications;
- any decisions required to be made by the Board

1.3 Before each meeting, a notice of the meeting, specifying the business to be transacted at it, approved by the Chair, secretary, or duly authorised officer shall be delivered to every Board member, or sent by post to the usual place of residence of such that Agendas and written reports for ordinary meetings are received at least 5 days before a meeting. Items should not be tabled at Board or Committee meetings unless genuinely urgent, and in such case only with the prior agreement of the Chair of the meeting.

1.4 Subject to the provisions in paragraph 1.3 a Board Member wishing to place business onto the agenda of the Board or Committee should send a notice thereof at least ten working days before the meeting to the Chief

Executive for inclusion in the agenda for the meeting. The Chief Executive or Executive Team member will agree the agenda with the Chair prior to papers being issued.

- 1.5 A full copy of every agenda and covering papers for any Committee or working group will be made available to all Board Members.
- 1.6 The Board will meet at least 4 times a year as an ordinary meeting, to be held at places, and on dates and times fixed on an annual basis. Ordinary meetings of any Committee or working groups and special meetings of the Board may be called as required or as specifically provided in their Terms of Reference.
- 1.7 The order of business at ordinary Board meetings shall be determined by the Board from time to time but in the absence of such determination is:
 - Apologies for absence.
 - Declarations of interest
 - To appoint a Chair when there is a vacancy in accordance with the Rules of Bron Afon. In the absence of the Chair and Vice-Chair, to select one of their number to act as Chair of the meeting.
 - To agree the accuracy of the minutes of the last meeting and any previous meeting without approved minutes.
 - To consider matters arising from those Minutes which are not on the Agenda for the meeting and Action points from previous meetings
 - To receive and examine Minutes and recommendations of any Committees.
 - To report any urgent business transacted and any other urgent business, which the Chair agrees shall be transacted at the meeting.
 - Reports by the Chief Executive and other Directors on Matters of Corporate Business, Policies and Strategies and other matters of relevance to the Board including regular programmed reports on performance, risk and the Financial Position
 - Other business specified in the agenda for the meeting.
 - Unspecified business shall not be considered at a meeting unless the approval of the Chair is secured prior to the commencement of the meeting under (h)

above as urgent business. (See standing order 1.29 for urgent action between meetings).

The Chair or person presiding may vary the order of business with the consent of the majority of members present.

- 1.8 The order of business at Committee meetings shall be as agreed by the Committee in question. The general rules as to procedure at Board meetings set out in this section will apply to any Committee meeting.
- 1.9 The meeting will be conducted in accordance with the agenda, subject to any variation agreed as above. All members will direct contributions to the meeting through the Chair. Members will conduct themselves in a manner that does not obstruct the business of the meeting or call into question the status of the Chair.
- 1.10 If any member persistently disregards the ruling of the Chair or behaves in any way which obstructs the Board or Committee business or is otherwise offensive, the Chair (or any Member) may move that the motion under discussion be put and, if seconded, it shall be determined without further discussion.
- 1.11 If the same Member continues the misconduct after a motion has been carried, the Chair shall either:
 - move that the member shall leave the meeting, which can be determined without seconding or discussion; or
 - adjourn the meeting and determine where and when it will be reconvened.
- 1.12 The Chair will ensure that the meeting considers the decisions required under each item of business at the end of each agenda item. In relation to the conduct of meetings the ruling of the Chair is final.
- 1.13 Where a decision is required, the Chair will request a show of hands. A recorded vote will be taken if requested by any two members. Any Board Member may request that their manner of voting be recorded in the minutes of the meeting.
- 1.14 In the case of an equality of votes (and only in such case) the Chair of the meeting has a second or casting vote.
- 1.15 The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier if agreed by a majority. The time that the meeting closes will be noted in the Minutes. No business purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If for any

reason the full business of the meeting cannot practically be completed the meeting may stand adjourned if a majority of the members present so decide. [See Section D Quorum of meetings].

- 1.16 Bron Afon shall be open in the conduct of its business to allow it to be accountable to its tenants and stakeholders. Meetings of the Board and any Committees shall be open to observation and scrutiny in so far as the matters under consideration are not of themselves of a confidential nature. Confidential matters will be considered either in a 'closed' meeting or in a 'closed' part of a meeting. Observers will be allowed to speak under the discretion and invitation of, and for a duration determined by, the Chair.
- 1.17 If any member of the Board or Committee or Sub-Committee or Working Group or any employee of Bron Afon present at a meeting, has any pecuniary or non-pecuniary interest, direct or indirect, in any contract into which Bron Afon is entering or in any other matter which prevents him from participating in the discussion and/or voting thereon, such member(s) or employees shall while the contract or other matter is before the Board or Committee or Sub-Committee in question declare such interest, which will be recorded in the minutes of the meeting. They must not speak or vote on the matter and must leave the meeting unless invited to remain but not speak or vote by the Board or Committee or Sub-Committee or Working Group where such interest is insufficient to demand complete withdrawal. This applies also to interests of related parties. (The Bron Afon Code of Conduct and Schedule 1 of the Housing Act 1996 are relevant here and must be referred to in cases of any doubt).
- 1.18 A pecuniary interest in a contract or other matter will be deemed to exist if:
- he or she or their nominee, is a member of a Bron Afon or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration.
 - He or she is a partner of, or is in the employment of, or is a consultant to a person with whom the contract was made or is proposed to be made, or who has a pecuniary interest in the other matter under consideration and in the case of married persons living together or persons living together as partners the interest of the one spouse or such partner shall,

if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

- 1.19 The Chair or a Board Member shall not be treated as having a pecuniary interest in any contract or other matter by reason only of:
- his membership of a Bron Afon or other body if he has no beneficial interest in any securities of that Bron Afon or other body;
 - an interest in any Bron Afon, body or person with which he is connected as mentioned in Standing Order 1.19 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Chair or Board Member in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

D. Quorum of Meetings

- 1.20 Special meetings of the Board can be called by the Secretary or by notice given to him or her by the Chair of the Board or by two Board Members. Seven clear working days notice of each special meeting must be given to every Board Member by the Secretary unless the Chair or Vice Chair agrees that the meeting is so urgent that it cannot be delayed for seven days. Before proceeding to any business, at least two thirds of Board members present at a meeting called on less than seven days notice must approve the reasons for short notice.
- 1.21 The quorum for the Board is six members comprising not less than one tenant Board member, not less than one Independent Board member, and not less than one local authority Board member. No resolution of the Board shall be passed by a majority composed only of tenant Board members or Independent Board members or local authority Board members.
- 1.22 If a meeting is inquorate, the meeting may proceed with the business and minutes may be taken on an informal basis. Under Bron Afon's Rules the informal minutes recording proposed resolutions on each item of business may be sent to all the Board members and provided at least 75% of all Board members agree the informal decisions made at the meeting, they become the formal resolutions of the Board from the date that 75% of Board members' consent is obtained.
- 1.23 The Chair will formally open the meeting at the time specified on the agenda. Where there is no quorum within thirty minutes of the commencement time of the

meeting and the Chair states that there is no quorum that meeting may be adjourned. If it is adjourned then if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Rule 71, the Board Members present shall constitute a quorum. Consideration of the business not transacted is to be undertaken at a time fixed by the Chair or at the next ordinary meeting.

E. Custody and Use of Seal

- 1.24 Bron Afon's seal, together with the seal record book, will be kept securely by the Secretary in accordance with arrangements approved by the Board.
- 1.25 The Secretary shall keep a register in which he or another duly authorised officer of Bron Afon shall enter a record of the sealing of every document and every such entry shall be signed by those present when the document is sealed. The entries in the register shall be consecutively numbered.

F. Minutes

- 1.26 Minutes of all meetings shall be recorded and confirmed at each subsequent meeting as a true record by an affirmative resolution of Members present and signed by the Chair.
- 1.27 Minutes of all meetings of the Board and of Committees and any sub-Committees will be made available to all Board members.
- 1.28 The names of the Chair and Executive Team present at the meeting shall be recorded in the minutes, including the point in the agenda that any such person should join the meeting in the event that this is after the start of the meeting or leave the meeting in the event that this is prior to the completion of the meeting.

G. Board and Committee

Decisions Without a Meeting

- 1.29 In accordance with Rule 88, a resolution in writing sent to all Board members or Committee members and signed and confirmed by email by 75% of the Board members or all the members of a committee shall be as valid and effective as if it has been passed at a properly called and constituted meeting of the Board or Committee.
- 1.30 A decision made in this manner shall be minuted as if it were a decision made at a meeting of the Board or Committee on the date that the last confirmation required is received and shall be reported to the next Board meeting or Committee meeting as a minute of that decision.

2. TERMS OF REFERENCE AND DELEGATION

2.1 The Board

- 2.1.1 The overall purpose of the Board is to direct and provide guidance in relation to Bron Afon affairs with executive management responsibility delegated through the Chief Executive.

Within that overall purpose the responsibilities of the Board, which constitute decisions that are reserved for the Board and may not be delegated include the following:

- Define and ensure compliance with the vision, values and objectives of Bron Afon;
- Establish strategic policies and plans to achieve these objectives;
- Approve the Business Plan for Bron Afon;
- Approve the annual budget prior to the commencement of the Financial Year;
- Approve the Accounting Policies and Financial Statements;
- Establish and oversee a framework for borrowing by Bron Afon and to monitor full compliance with all covenants contained in loan facilities;
- Receive and consider regular reports on Bron Afon's budget and cash flow forecasts and on performance against key financial indicators, including management accounts, reviewing any corrective

action necessary as proposed by the Chief Executive and Director of Resources;

- All matters concerning the constitution and governance of Bron Afon, including approval of Standing Orders as to procedure, Financial Regulations and compliance with all legislative, regulatory and financial requirements;
- Satisfy itself that Bron Afon's affairs are conducted lawfully and in accordance with Welsh Government requirements and generally accepted standards of performance and propriety;
- The promotion of Bron Afon's Equality & Diversity and Equal Opportunities strategies & policies and overall responsibility for their implementation and monitoring;
- Establish and oversee a framework of delegation and systems control;
- Periodic review of significant Bron Afon policies which require strategic oversight;
- Agree policies and make decisions on all matters that might create significant financial or other risk to Bron Afon, or which raise material issues of principle;
- Ensuring, through the Audit and Ethics Committee, the annual review and maintenance of adequate and effective systems of internal control assurance, risk management and governance, and the provision of an appropriate internal audit function throughout Bron Afon;
- Responsibility for approving an annual statement of internal controls assurance;
- Ensure that Bron Afon uses its property stock effectively and efficiently, provides high quality services to tenants and maintains its property to a high standard within policy and financial constraints including establishing and monitoring policies, procedures, terms and conditions for the allocation, letting, management and maintenance of the stock;
- Through the Assets Management and Development Committee monitor the progress and project management of the capital programme for major repairs and improvements to ensure that the highest standards of design, specification and project management are achieved;

- Monitor Bron Afon's performance in relation to its plans, budgets, controls and decisions;
 - To oversee Bron Afon's legal and ethical responsibilities as an employer including in particular the important responsibilities of Bron Afon under Health and Safety at Work legislation and to ensure that it complies with those responsibilities;
 - To ensure Bron Afon is supported, accommodated, equipped and administered to provide best value in its services to its customers;
 - Overseeing and determining employees' pension arrangements;
 - Determine the policy on senior management pay and overall pay policy including any pay awards;
 - Determine any significant changes to staff terms and conditions;
 - Ensure compliance with the terms of the Transfer Agreement and all covenants to tenants at transfer;
 - Reserve to itself all decisions concerning the approval of exemptions to the provisions of Schedule 1 of the Housing Act 1996. In the case of urgency this matter shall be covered by the provision as to urgent action policy decisions in Standing Order 1.7 above;
 - Appoint (and if necessary, dismiss) the Chief Executive and be represented in the appointment of members of the Executive Team of Bron Afon.
- 2.1.2 The Board will create a standing Audit and Ethics Committee, Staffing Committee and Asset Management and Development Committee as set out below and may from time to time create other committees, sub-committees or working groups to which it may delegate or refer business for detailed consideration.
- 2.1.3 A decision by the Board, or by a Committee with full power to act, shall include the authority to take all necessary consequential action to put that decision into effect, including the affixing of the seal of Bron Afon to any requisite document.
- 2.1.4 The Board will receive reports on a range of performance indicators relating to key issues as shall be agreed by them from time to time.
- 2.1.5 Once the Board has made decisions on overall strategic and other policy direction, the implementation and monitoring of the following functions shall be delegated

through the Board to the following Committee and employees of Bron Afon and/or to such other committees, sub-committees and Board working groups as shall from time to time be decided. The Board's role thereafter will be to receive periodic reports (as it decides) on the operation of the relevant policy.

2.2 AUDIT AND ETHICS COMMITTEE

2.2.1 Purpose and Duties

The purpose of the Committee is to advise and support the Board by giving them independent assurance as to the adequacy and effectiveness of corporate governance, risk management and internal control within Bron Afon. In particular the Committee will give a formal opinion to the Board on the audited accounts, including a Statement on Internal Control, before they are approved.

2.2.2 The specific duties and responsibilities of the Committee shall be as follows;

Internal control, risk management and corporate governance

- Monitoring the implementation of the Risk Management Policy and reviewing the adequacy of the structures, processes and responsibilities adopted by Bron Afon's management for identifying and managing the key risks facing Bron Afon;
- Reviewing Bron Afon's strategic risk register at each meeting as a standing item on the Committee agenda;
- Reviewing the adequacy of all risk, governance and control related disclosure statements, including the Annual Statement on Internal Control, together with any accompanying Internal Audit opinions and reports, prior to recommendation to and endorsement by the Board;
- Reviewing the adequacy of policies for ensuring that there is compliance with the relevant regulatory and legal requirements and the code of conduct for members and code of conduct for employees and to advise the Chief Executive on ethical issues arising from the operation of Bron Afon including the offering or receiving of corporate hospitality;
- Advising the Board, as far as is reasonably possible, on the effectiveness of the measures taken to

safeguard Bron Afon's assets including the maintenance of adequate insurance cover, reviewing the insurance claims record of Bron Afon and making appropriate recommendations to the Board;

- To monitor the establishment and maintenance by Bron Afon of Business Continuity Plans;
- Advising the Board, as far as is reasonably possible, on the effectiveness of the measures taken by Bron Afon to prevent, detect and report fraud and irregularity including notification to the Board and the Welsh Government of any incidence of fraudulent activity of which the Committee becomes aware.

Internal Audit

- Appointing the internal auditors and setting the terms of their engagement and the audit fee. Considering and determining any question of resignation or dismissal of internal auditors;
- Agreeing the long-term internal audit programme and periodic Internal audit plans and the resources required to meet the Board's defined audit assurance needs;
- Considering the internal audit annual statement of assurance and the reports of the findings of internal audit internal work, and to monitor the effective implementation of internal audit recommendations;
- Monitoring the performance and effectiveness of the internal audit service on an annual basis;
- Review the efficiency and value for money of Bron Afon's activities, review the result and propose action as necessary.

External Audit

- Advising the Board on the appointment (subject to ratification at the Annual General Meeting) and terms of engagement of external auditors, the audit fee, the provision of non-audit services and any question of resignation or dismissal of the external auditors;
- Discussing with external audit, before the audit commences, the nature and scope of the audit and ensure co-ordination between the internal and external auditors;
- Consider the external auditors management letter together with the management's responses before

submitting to the Board and to monitor the effective implementation of recommendations arising;

- Monitoring the performance and effectiveness of the external auditors on an annual basis.

Financial Reporting

- Reviewing Bron Afon's annual financial statements before submission to the Board, focusing particularly on:
 - Any material changes in, and compliance with, accounting policies and practices;
 - Compliance with accounting standards;
 - Major areas of judgment;
 - Material adjustments resulting from the audit;
 - The quality of the Bron Afon's financial forecasting and budget information;
 - Compliance with legal and Welsh Government requirements;
 - Determining whether they are complete and consistent with the information known to Committee members.
- Review problems and reservations arising from any interim and final audit, and any matters the external auditors may want to discuss (in the absence of management if necessary);
- Consider proposals for Financial Regulations and processes for keeping these under review;
- Monitor Bron Afon's Treasury Management Strategy and Treasury Management function in accordance with best practice;
- Periodic review of Bron Afon's codes of conduct for staff and Board members and to recommend changes to the Chief Executive (in relation to the staff code) or Board (in relation to the Board code).

Ethics and Conduct

To act as the Board disciplinary panel to consider matters in accordance with the policy and procedure on complaints against Board Members and alleged breaches of the Code of Conduct as amended by the Board from time to time.

2.2.3 **Responsibilities**

On the basis of the above considerations in undertaking its duties, the Committee shall advise the Board on the following matters:

- The effectiveness of internal control, corporate governance and risk management in Bron Afon;
- The establishment and maintenance by Bron Afon of Business Continuity plans;
- The adequacy of all risk, governance and control related disclosure statements, including the annual Statement on Internal Control, together with any accompanying Internal Audit opinions and reports;
- The criteria for the selection and appointment of Bron Afon's internal and external audit service and the resources required;
- The scope and effectiveness of Bron Afon's Internal Audit provision. This includes audit planning, operations and follow-up work, and the internal audit annual report;
- The strategy, remuneration, performance and effectiveness of the Bron Afon's External Auditors for the audit work undertaken on the Bron Afon's annual accounts;
- Any sources of assurance and external reports concerning Bron Afon including management responses;
- Compliance with the relevant regulatory and legal requirements and the code of conduct for members and code for employees;
- The arrangements in place to promote economy, efficiency and effectiveness;
- New accounting and audit standards;
- Procurement Rules and Strategy;
- Review the management accounts and forecasts periodically;
- Compliance with and monitoring of Bron Afon's Treasury Management Strategy;
- Monitoring of insurance arrangements and claims;
- Any significant Fraud and Irregularities;
- Emerging good practice in internal control, corporate governance and risk management;

- Provide advice to the Board on such financial, operational, governance, risk or control issues as the Board requests from time to time;
 - To recommend to the Board when necessary to remove a Board member from the Board following an investigation and the finding of a breach of the Code of Conduct.
- 2.2.4 The Committee will meet at least three times each year as an ordinary meeting. Special meetings may be called as required.
- 2.2.5 The core membership of the Committee shall be determined by the Board and shall be a maximum of 7 members, including a Committee Chair appointed by the Board. In appointing members to the Committee the Board will take all practical steps to include in its membership individuals having relevant financial management and/or auditing expertise and experience of business.
- 2.2.6 The quorum shall be three members.
- 2.2.7 The Committee shall have power to co-opt persons other than Board members who in its opinion have relevant skills, knowledge and experience provided that the total number of those co-opted does not exceed three. Persons co-opted shall have voting rights however their number or their presence at a meeting will not be included in the calculation of a quorum.
- 2.2.8 The Chief Executive and Director of Resources shall normally attend meetings. Other Executive Team members shall be invited to attend. A representative of the internal auditors and a representative of the external auditors shall attend as required. The Committee may meet with external auditors without any employee or the internal auditors being present and may meet with the internal auditors without any employee being present.
- 2.2.9 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to demand any information it needs from any employee or Board Member. All employees are required to co-operate with any request made by the Committee.
- 2.2.10 The Committee and the Chair of the Committee are authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

2.2.11 The Committee will review the work of the Auditors on a regular and systematic basis.

2.2.12 The Board will receive the (draft or approved) minutes of each audit committee meeting at the following Board meeting for information. An annual report will be presented to Board outlining the issues arising during the year in respect of audit, risk management and governance.

2.3 STAFFING COMMITTEE

2.3.1 The Committee's key functions are to contribute to the development of Organisational Development Policies and to make recommendations for approval to also include:

- receive an annual performance report by the Chief Executive for the Senior Management team and the Chair of the Board for the Chief Executive to determine remuneration;
- manage the recruitment process for Executive Team positions;
- agree human resources, health and safety, equality and diversity and learning and development policies and make recommendations for decision or approval to the Board any policies or matters which carry significant risk or contain important issues of principle;
- consider and recommend action following reflection and discussion of HR performance management information and feedback reports;
- receive, consider and approve reports on major organisational restructures and as required make recommendations to the Board;
- approve any settlement agreements for staff where these involve payments in excess of their contractual entitlements other than any settlements involving the Chief Executive, Director of Organisational Development or Director of Resources.
- receive reports and consider the effectiveness of Bron Afon's policies, health, safety and welfare of staff, to include providing an indication of numbers of grievances, whistle blowing etc;

- consider and contribute to the development of the Bron Afon's learning and organisational development strategies, helping us to become an effective organisation;
- contribute to the development of and receive feedback from staff consultation and employee relations activities e.g design and implementation of the staff survey;
- consider reports on staff pensions and any significant changes to staff terms and conditions for approval by the Board;
- consider all matters of pay policy (for senior staff and staff generally) including any pay awards, for approval by the Board;
- Monitor the Organisational Development Strategy.

2.3.2 The Committee will meet at least once a year and otherwise as occasion demands. Outside the agreed meeting framework the Director of Organisational Development will prepare and circulate briefings summarising key developments for the attention of members.

2.3.3 The membership of the Committee shall consist of no more than seven Members. The Board shall decide the appointment of the Chair and term of office. The Committee shall seek such independent advice as is necessary to inform their debate and recommendations to the Board. No Board member who is a close relative of a member of staff of Bron Afon may serve on the Staffing Committee.

2.3.4 The quorum shall be three Board members.

2.3.5 The Committee shall have power to co-opt persons other than Board members who in its opinion have relevant skills, knowledge and experience provided that the total number of those co-opted does not exceed three. Persons co-opted shall have voting rights however their number or their presence at a meeting will not be included in the calculation of a quorum.

2.3.6 Executive Team members may attend meetings of the Committee by invitation, but shall not be present for items of business where their own remuneration and terms of service are to be discussed.

2.4 **Asset Management and Development Committee**

2.4.1 Purpose and Duties

The purpose of the Committee is to review and approve Asset Management and Development Policies, to recommend the principles and priorities for major works and development programmes to the Board and to approve the acquisition, disposal and development of property, including

- Approval of the Appraisal criteria and assumptions for existing stock and new developments
- Reviewing Scheme viability;
- Overseeing and monitoring the management of the development programme and the delivery of the major works programme
- Approving land acquisition and disposal
- Approval of major partnership contracts; section 106 agreements and appropriate warranty agreements relating to major works or development
- Monitoring the implementation of the Asset Management Strategy and Policies;
- Any other strategic or policy matter in relation to major works and development including the refurbishment of acquired buildings.
- The approval of delegation of the functions within their remit

2.4.2 The committee will meet as required.

2.4.3 The core membership of the Committee shall be determined by the Board and should be a maximum of five members. The Committee shall appoint its own Chair and the Board will include all practical steps to include in its membership individuals having relevant experience in the field.

2.4.4 The quorum shall be two thirds of the Committee membership who are Board members with a minimum of two Board members.

2.4.5 The Committee shall have the power to co-opt persons other than Board members who, in its opinion, have the relevant skills, experience and knowledge provided the total number of those co-opted does not exceed two. Persons co-opted shall not have voting rights however their number or presence at the meeting will not be included when calculating the quorum.

2.4.6 The Committee and the Chair of the Committee are authorised to obtain outside legal or other independent

professional advice and secure the attendance of outsiders with relevant expertise and experience if considered necessary.

- 2.4.7 The Board will receive the draft or approved minutes of each meeting at the following board meeting for information.

2.5 BOARD AND COMMITTEE OFFICERS

- 2.5.1 Under the Rules of Bron Afon and applicable law, Bron Afon must have a Secretary appointed by the Board. The Board will appoint either the Director of Resources to act as Bron Afon's Secretary, or a specifically appointed officer, with the following duties:
- The distribution of Notice and agendas of Meetings of the Board, any Committee, Sub-Committee, Annual General Meetings and/or Special General Meetings in accordance with statutory requirements;
 - The recording and distribution of the minutes of the proceedings of the Board, Committees, sub-committees and General Meetings of Bron Afon;
 - The maintenance of a Register of Members;
 - The making of all statutory returns on behalf of Bron Afon;
 - To ensure that Audited Annual Accounts are presented to the Annual General Meeting;
 - Ensuring that Bron Afon meets the Welsh Government Regulatory Code for the time being in force;
 - Responsibility for the completion of Welsh Government information requirements and all other statutory returns;
 - Review the Register of Interests from time to time to provide assurance to the Board of the appropriateness of any gifts and hospitality received by Board Members and employees of Bron Afon;
 - Report to the Board the Register of Interests on an annual basis.
- 2.5.2 The Chair shall be selected on merit in accordance with a Board policy on the selection of the Chair and in accordance with Rule 91 of the Rules of Bron Afon.
- The Board will appoint the following for such terms of office not exceeding four years as they consider necessary:
- Vice-Chair

2.5.3 The sub committees of the Board will annually appoint, from their number, the following:

- Vice Chair Audit & Ethics Committee;
- Vice Chair Staffing Committee;
- Chair and Vice Chair Asset Management and Development Committee;
- Chair and Vice-Chair of any other Committees established by the Board from time to time.

Such appointments will be reported in the minutes of the sub committees to the next meeting of the Full Board. Committees will continue with the appointed membership after the date of the Annual General Meeting until members are formally replaced, where their term of office has been completed.

2.5.4 In respect of the officers listed in 2.5.2 and 2.5.3 above:

- No person may simultaneously hold more than one Chair position;
- No person may hold the same office for more than five years in any consecutive seven year period;
- The Vice-Chair has all of the powers and responsibilities of the Chair in the absence of the office holder for any reason.

2.5.5 The responsibilities of the Board Chair are to:

- Ensure the efficient conduct of the Board's business and of Bron Afon general meetings;
- ensure effective relations and communication with the Chairmen of the Committees;
- Ensure that all Board Members are given the opportunity to express their views before any important decision is taken;
- establish a constructive working relationship with, and provide support for, the Chief Executive;
- ensure that the Board delegates sufficient authority to its Committees, the Chair, the Chief Executive and others to enable the business of Bron Afon to be carried on effectively between meetings of the Board; and also to ensure that the Board monitor the use of these delegated powers;
- ensure that the Board receives professional advice when it is needed;

- ensure Bron Afon Board members comply with the Code of Conduct, and governance policies which are appropriate to the circumstances;
- represent Bron Afon on occasions;
- take decisions delegated to the Chair with the advice of the Chief Executive, in accordance with the terms of these Standing Orders;
- ensure that the Board, at least annually, reviews the skills of its individual Members, and that action is taken to remedy any deficiencies;
- Arrange for a panel of the Board to appraise the performance of the Chief Executive;
- Ensure that appropriate arrangements are made for the recruitment of a Chief Executive when a vacancy arises.

2.5.6 The responsibilities of the Chair of any appointed Committee are in the context of their own sphere of operation similar to those of the Chair of the Board except for those relating to the performance and dismissal of the Chief Executive. In addition however they are responsible for ensuring that the work of their Committees is properly and fully drawn to the attention of the Board as a whole.

2.5.7 In the case of dispute, the Board's decisions shall override those of any Committee. (But see powers of Audit and Ethics Committee).

2.6 DELEGATION TO THE CHIEF EXECUTIVE

A. General

Note these duties and powers are not necessarily exercised by the Chief Executive personally and may be delegated by him/ her to other officers. See Standing Order 2.5.18 and the Scheme of Delegated Authority. The responsibilities of the Chief Executive include:

- 2.6.1 The establishment and maintenance of an organisation capable of implementing the mission, values, policies and pursuing the objects of Bron Afon and in particular which involves members, tenants and staff in shaping the future of the organisation and its plans and policies;
- 2.6.2 To advise and assist in the formulation of policy including matters pertaining to Standing Orders, including Financial Regulations and other rules of Bron Afon;

- 2.6.3 The preparation of plans, financial budgets, accounts and regular reports, in an agreed format, for consideration by Bron Afon Board and Committees;
- 2.6.4 The establishment and maintenance of accounting and information systems requisite to the day to day management and control of the business of Bron Afon and compliance with statutory and legislative requirements;
- 2.6.5 To exercise financial control over the business of Bron Afon in adherence to approved Financial Regulations, the requirements and directions of the Welsh Government and the laws applicable to Bron Afon;
- 2.6.6 Manage the affairs of Bron Afon in accordance with the general policies and specific decisions of the Board;
- 2.6.7 Help the Board determine Bron Afon strategy and ensure effective consultation and communication on all relevant matters;
- 2.6.8 Ensure that Bron Afon complies with the law and the Welsh Governments' Regulatory Code and remains solvent;
- 2.6.9 Ensure that the attention of the Board and of any relevant Committee's is drawn to matters that it should consider and decide;
- 2.6.10 Ensure that the Board and all Committees are given the information necessary to perform its duties;
- 2.6.11 Ensure that proper systems of monitoring and control are established and maintained and have overall responsibility for the internal audit function of Bron Afon;
- 2.6.12 Ensure the supervision, with the guidance of the Chair, of the preparation of documents for consideration by the Board and relevant Committee;
- 2.6.13 Ensure that the relevant Chair receives appropriate support to enable the business of the Board or relevant committee to be properly conducted;
- 2.6.14 Lead and manage the employees of Bron Afon and ensure that their performance is appraised;
- 2.6.15 Ensure that all proposals including in particular those for new developments and activities and the acquisition or construction of properties, include a risk assessment which:
 - Identifies the key risk associated with the proposal including in particular the likelihood of planning permission where appropriate;

- Assesses the likely impact of these risks;
- Assesses the probability of the risks crystallising;
- Identifies an officer of the Bron Afon responsible for controlling and monitoring the risk;
- Contains proposals for controlling the risk;
- Explains how the risk will be monitored;
- Recommends an appropriate risk strategy.

- 2.6.16 Appraise the performance of the Executive Team, taking responsibility for all matters concerning the discipline and, if necessary, dismissal of Executive Team in accordance with Bron Afon Disciplinary Code and approved procedures.
- 2.6.17 To promote and represent the interests of Bron Afon in its relationship with the Welsh Government, Local Authorities, Government Departments, Professional Bodies and Organisations, and such other organisations with which Bron Afon may establish links or become affiliate.
- 2.6.18 To exercise appropriate day to day control and direction over all the business of Bron Afon and those in its employ.
- 2.6.19 To attend the Council's Scrutiny Committee or full Council when required to provide a report on Bron Afon's performance and answer questions from elected councillors.
- 2.6.20 To perform such other tasks and duties as may from time to time be required by the Board.
- 2.6.21 Subject to these Standing Orders including Financial Regulations, the Chief Executive may, without further reference to the Board or any Committee, take the action he or she considers necessary to ensure the efficient and effective management and administration of Bron Afon's activities consistent with the policies of Bron Afon. In an emergency where there is insufficient time for a decision of the Board he or she may take action to protect the interests of Bron Afon in a manner that is inconsistent with Bron Afon policies provided that reasonable steps have been taken to consult the Chair or Vice Chair of the Board. Any such action must be reported to Board members immediately. Under the management of and through the Chief Executive, the following activities are further delegated to the Executive Team or other employees whom the Chief Executive shall decide from time to time shall be authorised to so

act and/or whose job descriptions would normally include such activity, as the case may be.

B. Human Resources

2.6.22 Within approved policies, settle Terms and Conditions of Service, salaries, and other emoluments.

2.6.23 Decide the following matters:

- Employee recruitment, selection, deployment and management and, subject to approved disciplinary policies and procedures, employee discipline and dismissal and the authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling expenses;
- With the exception of major changes to structures which must be approved by the Board, changes to employee structures and establishment provided that costs are met from within agreed budgets;
- extension of sick pay entitlements;
- development, approval and implementation of employment policies and procedures, including all employee welfare matters, that support the overall human resource and organisational development strategies, policies and values of Bron Afon;
- operation of a performance appraisal scheme;
- authorisation of casual and temporary appointments and the determination of their rates of pay and allowances;
- informal and formal communications, consultations and negotiations with employee representatives;
- leave of absence in excess of normal entitlement;
- employee training arrangements and attendance at employee courses, in accordance with the strategic training and development plan for employees;
- extensions of service;
- determining ex-gratia payments to employees in cases of loss or damage to possessions in connection with the work of Bron Afon;
- Conducting disciplinary hearings as provided for in the approved Disciplinary Policy and procedures;
- Establish, approve and implement health and safety policies, procedure and practice in accordance with overall policy on Health and Safety.

C. Finance

2.6.24 As determined under Financial Regulations.

D. Maintenance, Major Works, Community investment and New Development

2.6.25 Application for planning permission and the invitation and acceptance of tenders for house construction, improvement and repair schemes subject to the provision of Financial Regulations and within approved budgets.

2.6.26 With the exception of disposals under the Right to Buy and Right to Acquire provisions, which shall be in accordance with the relevant legal provisions, negotiating the disposal of property and other assets with a value of up to £10,000 and the authorisation of payments in connection with this activity.

2.6.26 Determining the use of land for housing development that is not immediately required for development purposes.

2.6.28 Approval of terms for licenses, wayleaves and easements.

2.6.29 Legal and other appropriate action in connection with property and land holdings and the negotiation and settlement of all legal claims. All uninsured claims which may exceed £10,000 must be reported to the Chair of the Board and Audit Committee and the Board may reserve decisions regarding specific claims to themselves or to a specially appointed Committee of the Board.

2.6.30 Preparation of bid submissions of schemes for new or improved housing for Housing Grant to the Welsh Government.

2.6.31 The negotiation of Section 106 schemes with Local Authorities and other parties, for the development of housing.

2.6.32 The identification and negotiation for land for purchase for the provision of housing.

2.6.33 Applications for grants for community investment projects provided these are within the policies and strategies approved by the Board.

E. Housing Management

2.6.34 The overall management of Bron Afon homes including selection of /tenants, letting and licensing of dwellings, garages and other buildings, rent collection etc, grounds

maintenance, in accordance with Bron Afon approved policies.

- 2.6.35 The termination of tenancies and leaseholds, including the issue of appropriate legal notices and all necessary legal action, in respect of all dwellings, garages or other accommodation and land and the repossession of properties for breach of tenancy conditions in accordance with Bron Afon approved policies.
- 2.6.36 Subject to the Tenancy Agreement, approval of tenants' requests in respect of sub-tenants, changes of use, alterations and extensions and erection of other structures.
- 2.6.37 Determination of rents in accordance with approved policies and schemes and appropriate notification to tenants.
- 2.6.38 Determination of applications for minor alterations to boundaries.
- 2.6.39 Carry out repairs, improvement and modernisation programmes within approved budgets and policies.
- 2.6.40 Management of the retirement housing service and the provision of supported housing and other care needs within the community in accordance with Bron Afon policies.
- 2.6.41 Liaison with the local housing authority on matters relating to homelessness and other contractual obligations arising from the Transfer Agreement between Torfaen County Borough Council and Bron Afon.
- 2.6.4 Administration of the Right to Buy and Right to Acquire Schemes in accordance with the legal provisions and other schemes enabling tenants to acquire interests in their own homes.
- 2.6.43 Legal action to enforce covenants relating to all properties of Bron Afon and instituting appropriate action to enforce conditions of sale.

F. Authority to sign and seal documents

- 2.6.44 The authority to sign and seal documents:
 - Any two of the Board Members or any one Board Member together with the Secretary is authorised to attest the use of Bron Afon seal on documents subject to the affixing of the seal being in accordance with a specific or general decision of the Board or a Committee with power to act.

- Without prejudice to the paragraph above, the Chief Executive and the Secretary, or one of them, and any other Director, are authorised to attest the use of Bron Afon seal on:
 - 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 Section 16 Housing Act 1996;
 - leases and assignments of leases of commercial offices and shops wholly owned by Bron Afon for purposes pursuant with their purpose of ownership;
 - 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;
 - Transactions related to shared ownership and staircasing including the transfer of the freehold;
 - Deeds which implement policies or transactions approved in principle by the Board or delegated committee;
 - Contracts for works within the agreed budget and annual programme;
 - Contracts for acquisition or disposal not exceeding 50k including leases and licences of land and buildings for community use;
 - Acquisition or disposal of single garages where this is done in order to progress other Asset Management policies;
 - Any other transaction required to be sealed which is within the delegated authority of the Chief Executive under the Scheme of Delegation.

Use of the seal under this paragraph shall be reported to the next following meeting of the Board.

- The Chief Executive or other officer authorised by him may sign contracts, wayleaves and agreements that do not require sealing.