

ARAWAK WALTON HOUSING ASSOCIATION

STANDING ORDERS

1 - Standing Orders

- 1.1 These Standing Orders were adopted by the Board of Arawak Walton Housing Association ("the Association") on the 24th September 2025. They are subject to annual review.
- 1.2 The Association is a company registered under the Co-operative and Community Benefit Societies Act 2014 (25160R) and recognised as charitable by HMRC. It is registered with the Regulator of Social Housing (RSH) as a Registered Provider (RP number L3713).
- 1.3 The Association has as its objects to carry on for the benefit of the community:
 - 1.3.1 - the business of providing and managing housing and social housing and providing assistance to help house people and associated facilities and amenities or services for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people;
 - 1.3.2 any other charitable object that can be carried out from time to time by a Community Benefit Society registered as a provider of social housing with the regulator.
- 1.4 These Standing Orders describe the respective responsibilities of the Association's Board and Committees and of its Senior Management Team. The aim of the Standing Orders is to ensure that decision making powers and delegated authority are clear.
- 1.5 All Board Members have the responsibility to act at all times in accordance with the position of trust which they hold. Therefore, in conducting the Association's business, they must at all times concern themselves with two principal questions:
 - a) whether the Association is keeping within its objectives and powers;
 - b) whether its actions are financially responsible.
- 1.6 Delegation of financial authority is defined within the Association's Financial Regulations.

2.0 GENERAL

The Role of the Board

- 2.1.1 The Board shall direct the affairs of the Association in accordance with its objects and rules.
- 2.1.2 The Board shall meet at least 3 times per year, and there shall be, in addition, an Annual General Meeting.
- 2.1.3 The Board's functions include:
 - 2.1.3.1 setting and ensuring compliance with the values, vision mission and strategic objectives of the Association, ensuring its long-term success;
 - 2.1.3.2 setting a positive culture, with strong customer focus;
 - 2.1.3.3 ensuring that the organisation operates effectively, efficiently and economically;
 - 2.1.3.4 providing oversight, direction and constructive challenge to the organisation's chief executive and executives;
 - 2.1.3.2 the appointment, and if necessary, the dismissal of the chief executive;
 - 2.1.3.3 satisfying itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication;
 - 2.1.3.4 establishing, overseeing and reviewing a framework of delegation and systems of internal control; and
 - 2.1.3.5 establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the association;
- 2.1.4 Notice of each Board Meeting shall be given in writing by the Secretary to all Board Members at least 7 days prior to the date on which the Meeting is to be held.

Annual General and Special Meetings

- 2.1.5 The Annual General Meeting shall be convened within 6 months of the end of the Association's financial year, by notice in writing to all members of the Association at least 14 days in advance of the date of the meeting.
- 2.1.6 The notice for an Annual General Meeting shall set out the Association's requirements for the skills, quality and experience which it needs from its Board Members. The notice shall state the extent to which these requirements are met by those Board Members continuing in Office, and those retiring and intending to re-offer themselves for election.
- 2.1.7 Any candidate for election to the Board shall submit a written statement to the Association in such form as the Board determines. It shall set out the candidate's full name, address and occupation and the reasons for their suitability to be a Board Member.

- 2.1.8 Special General Meetings may be convened by order of the Board, or by written requisition addressed to the Chair or Secretary, and signed by at least one-tenth of the Association's Members, to a maximum of 25, but not less than 6. The notice of such a meeting shall specify the nature of the meeting, the time, date and place, and the general nature of the business to be discussed. Notice of such meetings must be given at least 14 days prior to the date on which the meeting is to be held.
- 2.1.9 Agenda and papers for all meetings shall be circulated to the Board Members and Co-opted Members in advance of the Meeting.
- 2.1.10 The functions of the Annual General Meetings shall be:
- a) to receive the statements of comprehensive income and financial position for the last accounting period;
 - b) to receive the auditor's report on those financial statements;
 - c) to receive the Board's report on the affairs of the Association;
 - d) to transact any other general business of the Association and its Subsidiaries included in the notice convening the meeting;

Officers of the Association

- 2.1.11 The Officers of the Association shall comprise, as a minimum, a Chair, and a Secretary. The Board may nominate a Board Member or employee of the Association to act as a Deputy to the Secretary.
- 2.1.12 The Chair's responsibilities shall be:
- 2.1.12.1 the board's business and the association's general meetings are conducted efficiently;
 - 2.1.12.2 all board members are given the opportunity to express their views;
 - 2.1.12.3 a constructive working relationship is established with, and support provided to, the chief executive (if any);
 - 2.1.12.4 the board delegates sufficient authority to its committees, the chair, the chief executive (if any), and others to enable the business of the association to be carried on effectively between board meetings;
 - 2.1.12.5 the board receives professional advice when needed;
 - 2.1.12.6 the association is represented as required;
 - 2.1.12.7 the association's affairs are conducted in accordance with generally accepted codes of performance and propriety; and
 - 2.1.12.8 there is a clear division of responsibilities between the board and the paid staff.
- 2.1.13 The Chair shall seek to ensure that there is a written statement of the Chair's responsibilities which shall be agreed with the Board, and reviewed from time to time.
- 2.1.14 In addition there may be appointed a Deputy Company Secretary and Deputy-Chairs and such other officers as the Board sees fit.

2.1.15 It will be the responsibility of the Secretary or his/her deputy to ensure that accurate minutes are taken of all meetings, and distributed to all Board Members and Co-opted Members.

2.1.16 The Secretary shall also:

2.1.16.1 summon and attend all meetings of the association and the board and keep the minutes of those meetings;

2.1.16.2 keep the registers and other books determined by the board;

2.1.16.3 make any regulatory returns on behalf of the association to the regulator and registrar;

2.1.16.4 have charge of the seal of the association; and

2.1.16.5 be responsible for ensuring the compliance of the association with these rules.

Board Matters

2.1.17 At each routine meeting of the Association's Board the minutes of the previous Meeting shall be adopted, amended as appropriate and signed by the Chair or acting Chair.

2.1.18 The use of the Association's seal must be ratified by the Board.

2.1.19 Formal resolutions of the Board shall be recorded in the minutes of the meeting.

2.1.20 Membership of the Board shall be determined by the Board in ordinary meeting, or the Members in a General Meeting.

2.1.21 The Board shall receive reports on all aspects of the Association's work on a regular basis, at least quarterly. Directors shall ensure that reports are prepared in sufficient detail to enable Members to identify deviations from agreed policy, and to rectify such deviations, or amend policy as appropriate.

2.1.22 Changes to the Rules of the Association shall only be approved at General Meetings of the Association when due notice of at least 14 days has been served.

2.1.23 Annually, the Board shall appoint at least 3 members to the Audit Committee to oversee the internal and external audit functions of the Association. The full Terms of Reference for the Audit are included as an appendix to the Standing Orders.

2.1.24 The Board may establish other committees or working groups to which it may choose to delegate some of its authority. Upon establishing any such Committee or working group the Board shall approve their terms of reference and standing orders. The composition of committees or working groups shall be in compliance with the rules of the Association. The Full Terms of Reference of the Committees are included as an appendix to the Standing Orders.

2.1.25 The Board shall appoint or approve the means of appointment of the Chief Executive when a vacancy arises, and shall ensure that a written contract of

employment is prepared, which includes a clear statement of duties.

2.1.26 The Board, on recommendation of the HR & Governance Committee, shall approve the staff organisational structure of the Association.

2.1.28 The Board shall approve a Budget for the conduct of the Association's affairs in the short term and longer term projections, up to 30 years for the Association.

2.1.29 The Board shall review Standing Orders and Financial Regulations on a regular basis and approve them each year.

2.2 CONDUCT

2.2.1 The Board shall adopt a code of conduct for Board Members and Co-Optees to the Board and each Board Member shall be given a formal letter specifying a Board Member's obligations and should sign a copy to indicate acceptance.

2.2.2 The Board shall satisfy itself that the Association's affairs are conducted in accordance with generally accepted standards of performance and propriety.

2.2.3 The Board shall receive all performance audit reports prepared from time to time by the regulator.

2.2.4 All Board Members share responsibility for its decisions. Each shall only act in the interest of the organisation and not on behalf of any constituency or interest Association.

2.2.5 To discharge their responsibilities for the direction of the organisation Board Members should have, or acquire, a diverse range of skills competencies and experience.

2.3 FINANCIAL MATTERS

2.3.1. The Board shall approve a set of financial regulations covering all aspects of the Association's financial arrangements.

2.3.2 The Board shall approve a Capital and Revenue Budget in advance of the financial period to which it relates.

2.3.3 The Board shall receive regular financial reports to enable it to monitor performance against Budget, and to take corrective action where deviations occur, or to approve variations to the budget as appropriate.

2.3.4 The Board shall receive a regular cash flow forecast itemising major inflows and outflows of cash.

2.3.5 The Board shall agree a Treasury strategy for the Association covering the short, medium and long term needs of the Association.

2.3.6 The Board shall approve and vary from time to time, as appropriate, the authorised signatories for scheme and loan applications, for grant submissions and for all documents requiring the use of the Association's seal within the limits set out

in the rules of the organisation.

2.3.7 The Board shall, after due scrutiny, recommend the Association's Statutory Accounts for adoption by the Annual General Meeting of the Association.

2.3.8 The Board shall receive and respond to, as appropriate, the Management letter prepared annually by the Association's auditors, taking into account the recommendations made by the Audit Committee.

2.3.9 The Board is responsible for the establishment and oversight of a framework of delegation and internal controls operated within the Association. It shall approve annually a programme of internal audit work (delegated to the Audit Committee) and monitor performance and the implementation of recommendations.

2.3.10 The Board shall approve arrangements for the Association's insurances and shall review these on an annual basis.

2.3.11 The Board shall approve a policy for the sale or disposal of the Association's assets.

2.3.12 The Board shall approve security arrangements with private sector lenders.

2.4 DEVELOPMENT & PROPERTY ACQUISITIONS

2.4.1 The Board shall approve, on an annual basis, the overall development & property acquisitions strategy as part of the Business Plan for the Association.

2.4.2 The Board shall approve all bids for funding from Homes England.

2.4.3 The Board shall delegate all acquisitions and disposals to the SMT in accordance with the business plan .

2.5 RESERVED AND DELEGATED POWERS

2.5.1 The following table identifies the reserved and delegated powers of Board:

Corporate Governance		
Ref	Authority For	Delegated To
DA 1.1	Approving or ratifying Annual Returns to the Regulator and Financial Conduct Authority	Board
DA 1.2	Signing and submitting Annual Returns to the Regulator and Financial Conduct Authority	Company Secretary or appropriate SMT member

DA 1.3	Approval of strategies and policies in line with the annual policy schedule.	Board and respective committees for policies. Board approves all strategies.
DA 1.4	Approval of authorised signatories	Board
DA 1.5	Approval of recommendation to the AGM on the appointment of the Auditors	Board, on recommendation from the Audit Committee
DA 1.6	Approval of appointment of internal auditors	Board, on recommendation from Audit Committee
DA 1.7	Agree any remedial action identified by the internal auditor	Audit Committee
DA 1.8	Preparation and issue of notice, agenda, papers and minutes for meetings of Board	Company Secretary
DA 1.9	Approval of draft minutes of Board meetings	Chair
DA 1.10	Preparation and issue of notices, agenda, papers and minutes sub-committees	Company secretary in consultation with respective Chairs
DA 1.11	Approval of draft minutes of sub-committee meetings	Appropriate Chair
DA 1.12	Preparation and issue of notice, agenda, papers and minutes for AGM	Company Secretary, in consultation with Chair
DA 1.13	Approval and Monitoring of all Registers required by Regulators	Board- Approval Audit Committee- Monitoring
DA 1.14	Maintenance of all Registers required by Regulators	Chief Executive
DA 1.15	Agreeing inclusion of new Contractors and Consultants.	A member of SMT and reported annually to Board.
DA 1.16	Maintenance of list of current contractors/consultants	Operations Director
DA 1.17	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
DA 1.18	Disposal of land and property (other than RTA /RTB)	Board
DA 1.19	Disposal of land and property under the RTA and RTB schemes	Finance Director
DA 1.20	Taking and granting of Leases	Board
DA 1.21	Approving Pension, death in service benefit arrangements and related Deeds.	Board
Finance and Corporate Services		

Ref	Authority For	Delegated To
DA 2.1	Approve additions and deletions to the overall staffing establishment a) Changes below 10% of staffing budget b) Changes 10% & above of staffing budget	a) SMT and HR & Governance Committee oversight b) Board on recommendation of HR & Governance Committee
DA 2.2	Approve changes to terms and conditions of employment	Board on recommendation of HR & Governance Committee
DA 2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work	Chief Executive
DA 2.4	Recruitment of Chief Executive	Board
DA 2.5	Recruitment of senior staff	Chief Executive
DA 2.6	Recruitment of other staff	Chief Executive or designated line manager/s
DA 2.7	Line Management of Chief Executive	Chair
DA 2.8	Line Management of senior staff	Chief Executive
DA 2.9	Line Management of all other staff	Designated Line Managers
DA 2.10	Grievance and Disciplinary issues relating to Chief Executive	Chair of HR & Governance Committee
DA 2.11	Grievance and Disciplinary issues relating to senior staff	Chief Executive or other manager as appropriate (see Disciplinary & Grievance policies)
DA 2.12	Grievance and Disciplinary issues relating to all other staff	Line Managers
DA 2.13	Approving borrowing and investment strategies and principles	Board (see also Treasury Management Policy and Financial Regulations)
DA 2.14	Agreeing Financial Regulations	Board, on recommendation from Audit Committee
DA 2.15	Approval of Annual Accounts	Board, on recommendation from Audit Committee
DA 2.16	Approval of Budget and Business Plan	Board
DA 2.17	Monitoring financial performance and reporting to Board	Finance Director
DA 2.18	Ensuring annual external audit carried out	Finance Director

DA 2.19	Agreeing and implementing remedial action identified in the course of the annual external audit	Audit Committee, reporting to Board
DA 2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit Committee
DA 2.21	Agreeing the opening and closure of bank or building society accounts	Board
DA 2.22	Approve the terms of all insurances	Finance Director
DA 2.23	Agree internal management control systems	Board, on recommendation of Audit Committee
DA 2.24	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Chief Executive and officers specifically identified in Financial Regulations
DA 2.25	Appointment of Contractors and Consultants	Relevant SMT member, as permitted by Financial Regulations
Housing and Estate Management		
Ref	Authority For	Delegated To
DA 3.1	Signing tenancy agreements	Operational staff as appropriate
DA 3.2	Approval of the setting of annual rents	Board
DA 3.3	Approval of the setting of service charges	SMT
DA 3.4	Agree to the writing-off of arrears within the terms of financial regulations	SMT
DA 3.6	Instructing Recovery Action for breach of tenancy conditions	Relevant operational manager
DA 3.7	Agreeing Eviction	Any 2 members of SMT
DA 3.8	Approving the terms of the periodic tenant satisfaction survey and commissioning the project	SMT
DA 3.9	Appointment of Contractors and Consultants	Operations Director, as permitted by Financial Regulations
Development and Property Management		

Ref	Authority For	Delegated To
DA 4.1	Determining the Growth Objectives, Scale and Parameters	Board
DA 4.2	Identifying properties to acquire	Senior Management Team
DA 4.3	Negotiating terms for the acquisition of properties	Chief Executive and Finance Director
DA 4.4	Appointment of Contractors and Consultants	Operations Director, as permitted by Financial Regulations
Authorised Signatory		
Ref	Authority For	Delegated To
DA 5.1	Legal documents requiring the use of the Seal	Company Secretary together with one other SMT member
DA 5.2	Contracts: Employment	SMT
DA 5.3	Contracts: For Works, Goods and Services	Operational Staff as designated in Financial Regulations
DA 5.4	Annual Returns to Regulators and FCA	Company Secretary or relevant SMT member
DA 5.5	Invitations to Tender	Operational Staff in line with Financial Regulations
DA 5.6	Homes England funding documentation and grant claims	SMT
DA 5.7	Grant Claims	SMT
DA 5.8	Loan documentation	As delegated by Board
DA 5.9	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	As delegated by Financial Regulations
DA 5.10	Administrative Processing - i.e. ordering goods and services, authorising payroll transactions and initiating payments	As delegated by Financial Regulations

APPENDIX 1

HR & Governance Committee Terms of Reference

1. Purpose

The HR & Governance Committee (“the Committee”) is a standing committee of the Board, established to provide assurance, scrutiny and oversight of:

- People, culture and organisational capacity
- Governance effectiveness and Board development
- Senior leadership performance, remuneration and succession

The Committee supports the Board to ensure Arawak Walton Housing Association has the right leadership, culture, governance arrangements and people capability to deliver its Corporate Plan and regulatory obligations.

2. Status and Accountability

- The Committee is accountable to the Board.
- It operates under delegated authority from the Board as set out in these Terms of Reference.
- The Committee has no executive powers beyond those expressly delegated.

3. Scope of Responsibilities

3.1 People, Culture and Organisational Development

The Committee will oversee and recommend to the Board:

- The People Strategy (including workforce planning, recruitment, retention, wellbeing, learning and development)
- Senior management structure
- Organisational culture, values and behaviours, including alignment with Arawak Walton’s mission as a BAME housing association
- Annual HR report
- Oversight of:
 - Employee engagement and wellbeing
 - Workforce diversity, inclusion and equality
 - Leadership and management capability
- Compliance with employment law and good HR practice

3.2 Equality, Diversity and Inclusion

The Committee will:

- Oversee the Equality, Diversity and Inclusion (EDI) Strategy and action plan
- Monitor progress against agreed EDI objectives and outcomes
- Ensure EDI considerations are embedded in:
 - Recruitment and progression
 - Pay and reward
 - Board and executive succession
 - Organisational culture and decision-making

3.3 Chief Executive and Executive Oversight

The Committee will:

- Oversee the annual appraisal of the Chief Executive
- Recommend:
 - Remuneration and contractual arrangements for the Chief Executive
 - Remuneration framework for the Executive Team
- Consider and recommend action to the Board in relation to:
 - Executive disciplinary matters
 - Redundancy or dismissal
 - Material changes to executive contracts

3.4 Pay, Reward and Employment Policies

The Committee will:

- Scrutinise and approve all HR-related policies
- Oversee:
 - Pay and reward frameworks
 - Annual pay awards and make recommendation to Board for approval
 - Terms and conditions of employment and recommend to Board for approval
- Ensure pay and reward arrangements are:
 - Fair, transparent and affordable

- o Aligned with Arawak Walton's values and regulatory expectations

3.5 Governance, Board Effectiveness and Succession

The Committee will oversee and recommend to the Board:

- Board succession planning, including skills, diversity and future capacity
- Recruitment and selection of:
 - o New Board Members
 - o Shareholders (where applicable)
- The Board Skills Matrix and ongoing Board development plan
- The Board appraisal framework, including:
 - o Annual individual and collective Board appraisal
 - o Periodic independent Board effectiveness reviews
- Succession planning for:
 - o Board leadership roles (Chair, Vice Chair, Committee Chairs)
 - o The Executive Team

3.6 Board and Chair Remuneration

The Committee will:

- Review and recommend:
 - o Board Member remuneration
 - o Chair remuneration
- Ensure arrangements comply with:
 - o Arawak Walton's Rules
 - o Regulatory expectations
 - o Sector good practice and proportionality

4. Authority

The Committee is authorised to:

- Seek external professional advice (e.g. legal, HR, governance) within approved budgets
- Commission work or reports within its remit

5. Membership

- Appointed by the Board
- Minimum of three members
- Board Members must form the majority
- The Chair of the Board is an automatic member, but may not Chair the Committee
- Members will be appointed based on skills, experience and independence
- Quorum: Three members

6. Chair of the Committee

- Appointed by the Board from among its Board Members
- May not be the Chair of the Board
- Responsible for:
 - Setting agendas with the Chief Executive
 - Ensuring effective discussion and decision-making
 - Reporting to the Board

7. Meetings

- The Committee will meet at least twice per year, and more frequently as required
- Meetings will normally align with:
 - The budget cycle
 - Performance appraisal and pay review timelines
- Additional meetings may be convened at the request of the Board or Chair

8. Reporting and Recommendations to the Board

The Committee will make recommendations to the Board on:

- Chief Executive remuneration and appraisal outcomes
- Executive and Board succession plans
- Senior management structural changes
- Board and Chair remuneration
- Governance effectiveness and Board development
- Significant people or culture risks

9. Delegated Authority

The Committee has delegated authority to:

- Approve HR policies
- Oversee implementation of:
 - People Strategy
 - Organisational Development Strategy
 - EDI Strategy
- Ensure:
 - Chief Executive appraisal is completed
 - Chair appraisal is completed

10. Review

- These Terms of Reference will be reviewed annually by the Committee
- Any proposed changes will be recommended to the Board for approval

Reviewed by HR & Governance Committee: 26 February 2026

Approved by Board: 31 March 2026

APPENDIX 2

Audit Committee Terms of Reference

A. Terms of Reference

1 The **Terms of Reference** of the Committee are matters relating to:

- 1.1 Internal and External audit service, programming and reports
- 1.2 Review annual statutory financial statements
- 1.3 Internal control environment
- 1.4 Risk, insurance, fraud and disaster recovery
- 1.5 To approve and review Business Continuity plans
- 1.6 Monitor and Review the Association's Health and Safety Policies and performance as part of the internal audit framework

B. Standing Orders

The **Delegated Powers** of the Committee are:-

1. External Audit

- 1.1 to make recommendations to Board in relation to the appointment, reappointment and removal of external auditors;
- 1.2 to discuss with the external auditor before the audit commences, the nature and scope of the audit;
- 1.3 to review the external auditors' management letters and management's response, and to submit them to Board for consideration;
- 1.4 to discuss problems and reservations arising from any interim and final audit, and any matters the external auditors may want to discuss (in the absence of the Executive Directors if necessary);
- 1.5 to monitor the role and effectiveness of the external auditors

2. Internal Audit

- 2.1 to make recommendations to Board in relation to the appointment, reappointment and removal of internal auditors;
- 2.2 to agree and review the internal audit programme, consider major findings of internal audit investigations and the monitor the implementation of both external and internal audit recommendations throughout the Group;
- 2.3 to monitor the role and effectiveness of the internal auditors
- 2.4 to ensure co-operation and co-ordination between internal and external auditors;

3. Financial statements

- 3.1 to review the annual financial statements and management letter before submission to the Board considering:-
 - 3.1a accounting policies and practices
 - 3.1b major judgemental areas
 - 3.1c material adjustments resulting from the audit
 - 3.1d compliance with accounting policies and standards
 - 3.1e compliance with legal and regulatory requirements
- 3.2 to advise Board on any matters of discretion available within the Annual Financial statements.

4. Internal Control and Risk Management

- 4.1 to keep under review the effectiveness of internal control systems, to receive and consider the annual report on internal controls and to have responsibility for recommending to the Board the annual statement of internal control;
- 4.2 to propose, review and monitor the implementation of policies, strategies and procedures in respect of risk management so as to minimise and take appropriate action in respect of those risks which will adversely affect the Association's ability to meet its business objectives and deliver services successfully;
- 4.3 to monitor, consider and assess on a periodic basis a risk analysis produced by the Executive within the approved risk analysis framework and to take action and make recommendations to Board;
- 4.4 to ensure the Association's assets are protected including the maintenance of adequate insurance cover, and make appropriate recommendations to the Board;
- 4.5 to establish and review a disaster recovery / Business Continuity plan for the Association
- 4.6 to investigate any matter or activity which falls within the committee's Terms of Reference and to commission, where necessary and with the approval of Board, special investigations into matters of particular concern relating to internal controls.
- 4.7 to obtain outside legal or other independent professional advice and to secure the attendance of third parties with relevant expertise and experience if considered necessary;
- 4.8 to ensure that the impact of alleged or fraudulent activity on the organisation's framework of internal control is properly assessed and, where it considers it necessary, to recommend changes to strengthen the control framework;
- 4.9 To receive reports relating to any matters of whistleblowing or alleged or actual fraudulent activity that may have an effect upon the organisation and ensure that any necessary reports about fraud are made to the Regulator.

5. Other

- 5.1. to consider any proposals to change the Association's Financial Regulations.
- 5.2 to ensure that systems are in place to ensure compliance with funding contracts.
- 5.3 Review all AWhA policies regarded by Board as policies which are relevant to these Terms of Reference.

- 5.4 To review AWHHA's gifts and hospitality register at least once per year.
- 5.5 Through the internal audit programme oversee the implementation of the Association's Health and Safety Policy
- 5.6 Through the internal audit programme oversee the risk management framework.

6. Meetings, membership and quorum

- 6.1 The Committee will meet at least three times each year as an ordinary meeting. Special meetings may be called as required.
- 6.2 The core membership of the Committee shall be determined by the Board and shall be at least three members and not more than eight members. Members will be appointed based on skills, knowledge and experience. The Chair of the Board should not be a member of the Audit Committee.
- 6.3 The quorum shall be three members. 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 not have voting rights nor shall their number or their presence at a meeting be included in the calculation of a quorum.
- 6.4 The Finance Director shall attend meetings. Representatives of the internal and external auditors shall attend as required.
- 6.5 On an annual basis the Committee will meet with the external auditors without any employee or the internal auditors being present and periodically may meet with the internal auditors without any employee being present.
- 6.6 The Committee shall elect a Chair from amongst members of the Committee. This election shall be held at least once a year, at the Committee meeting immediately following the Association's Annual General Meeting.

7. Authority and Access to information

- 7.1 The Committee is authorised by the Board to obtain outside legal or other independent professional advice up to a value agreed by the Board and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.
- 7.2 The Committee Chair will report the exercise of this authority to the Board Chair together with the advice received. Unless the Board Chair is of the opinion that to reveal the advice would compromise any investigation or to do so would be contrary to the interests of the AWHHA, all relevant facts relating to the advice will be reported to the Board at its next meeting or as soon as appropriate thereafter.
- 7.3 The Committee has right of access to information within its terms of reference and shall receive the co-operative of AWHHA's staff so as to be able to carry out its responsibilities.

8 Accountability

- 8.1 The Committee is accountable to AWHHA Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- 8.2 All committee members share responsibility for its decisions and should act only in the interests of AWHHA and not on behalf of any constituency or interest group.

- 8.3 The AWHHA will obtain assurance on the committee's work via minutes and regular verbal feedback from the Committee Chair on all of the Committee meetings.
- 8.4 The Chair of the Committee will ensure that key issues are promptly brought to the attention of AWHHA Board.
- 8.5 The Committee will report formally on its work to AWHHA Board on an annual basis.

9 Review

- 9.1 The AWHHA Board has approved these terms of reference and they will bind the Committee from 21 July 2026.
- 9.2 At least every two years, the Committee shall review its structure, delegated responsibilities, reporting arrangements and its terms of reference and report its conclusions to AWHHA Board, including any recommendations for change.

Approved by Audit Committee - 14th July 2026

Approved by Board - 21st July 2026

APPENDIX 3

Tenant Experience Committee Terms of Reference

1. Purpose

- 1.1 To establish terms of reference for the Tenant Experience Committee.

2. Scope

- 2.1 The terms of reference are the responsibility of the Board of Management. Administration of the terms will be through the Chief Executive.

3. References

- 3.1 The Rules of the Association and the Board's terms of reference allow for the establishment of sub-committees and ad hoc groups.
- 3.2 The Regulator of Social Housing's regulatory framework recommends that such sub-committees or groups operate under approved terms of reference.

4. Purpose and Remit

- 4.1 The Committee is accountable to the Board for:
- Effectively scrutinising and challenging service delivery
 - Driving tenant-shaped service improvements
 - Providing the Board with assurance that AWHHA is fulfilling its regulatory compliance with the Consumer Standards
 - Providing the Board with assurance that AWHHA is meeting all its health and safety requirements
 - Reviewing compliance with the Housing Ombudsman Complaint Handling Code
 - Monitoring that EDI is considered in all decisions made in respect of customers
- 4.2 To achieve this remit, the Committee will:
- Receive and review reports on KPIs, including complaints and customer feedback relating to all operational services
 - Review and approve all operational policies, including Health & Safety policies, delegated to the Committee by the Board
 - Monitor the ongoing quality of overall services provided to customers through the review of performance, customer feedback methods and customer service standards

- Scrutinise reporting and provide assurance to the Board on customer Health & Safety compliance, including property-related and other external Health & Safety compliance; identify any areas of non-compliance, monitor improvements and report any concerns or issues to the Board
- Receive a regular Complaints and Compliments report detailing AWHAs complaint handling performance, and recommend any policy or procedure changes to improve service delivery
- Review the Housing Ombudsman Complaint Handling Code Self-Assessment and the Annual Complaints and Service Improvement Report
- Escalate any serious maladministration concerns to the Board
- Monitor satisfaction data and tenant insight to help drive service improvements
- Gain assurance that AWHAs is complying with the Regulator of Social Housing's Consumer Standards and refer any potential non-compliance to the Board
- Review performance against the Tenant Satisfaction Measures before submission to the Regulator of Social Housing, ensuring the information submitted is accurate, reliable, valid and transparent
- Review the Annual Report to Tenants prior to publication
- Ensure resident engagement processes are used effectively to inform service delivery
- Suggest any Internal Control audits on operational services as part of the Internal Audit programme

5. Authority

5.1 The Committee is authorised to obtain outside legal or other independent professional advice, subject to budgetary constraints.

5.2 The Committee may ask the Chief Executive to establish what monies are available for the above.

6. Standing Orders

6.1 Membership

6.1.1 The Committee shall be appointed by the Board and will include:

- A minimum of two Board members
- A minimum of two tenant members

Members will be chosen on the basis of skills and expertise.

6.1.2 A quorum shall be three members.

6.2 The Chair of the Committee

6.2.1 The Chair of the Committee will be selected by the Committee.

6.3 Frequency of Meetings

6.3.1 Meeting frequency will be agreed in advance and aligned with Board meetings to ensure business continuity.

6.4 Recommendations to the Board

The Committee will make recommendations to the Board on:

- Submission of TSM data to the Regulator
- Any Internal Control audits on operational services
- Appeals against Housing Ombudsman determinations
- AWWHA's compliance with the Consumer Standards

6.5 Delegated Authority

The Committee has delegated authority to:

- Approve relevant operational policies as delegated by the Board
- Scrutinise all Health and Safety-related performance information and refer any matters of concern to the Board
- Review the Annual Tenant Report prior to publication

6.6 Tenure

6.6.1 Chair - will serve for a 3-year period and may then either stand for re-election or a different Chair will be appointed. The maximum term is 6 years. If the Chair is a Board member, the postholder will serve for the length of their Board tenure.

6.6.2 Board members - will serve for the length of their Board tenure.

6.6.3 Tenant members - will serve for a 3-year period and may either step down or stand for re-election for a further 3 years. The maximum term is 6 years.

Reviewed by Tenant Experience Committee: August 2026

Approved by Board: September 2026

Next review due: September 2027

APPENDIX 4

Board Terms of Reference

1. Purpose of the Board

The Board is collectively responsible for the overall leadership, direction, and control of the organisation. It sets the strategic framework, ensures effective governance and financial stewardship, and holds the Chief Executive and executive team to account, while safeguarding the organisation's social purpose and regulatory compliance.

2. Key Responsibilities

The Board's principal responsibilities are to:

a) Strategy and Direction

- Agree and champion the Association's vision, mission, and values, ensuring they reflect its identity as a BME-led housing association with strong community roots.
- Approve and oversee delivery of the Corporate Plan and associated strategies, including growth, asset, people, and community strategies.
- Ensure the organisation remains true to its social purpose, community roots, and commitment to equality, diversity, and inclusion.
- Ensure growth ambitions are well governed, risk-aware, and aligned to capacity, community benefit, and long-term viability.

b) Governance and Regulatory Compliance

- Ensure compliance with the Regulator of Social Housing's Governance and Financial Viability Standard, Consumer Standards, and all relevant legislation.
- Adopt and regularly review the organisation's governance framework, including standing orders, financial regulations, scheme of delegation, and Board policies.
- Ensure effective risk management, internal controls, and assurance frameworks are in place.

c) Financial Stewardship

- Approve the annual budget, medium/long-term financial plan, and stress testing assumptions.
- Safeguard the organisation's financial viability, assets, and reputation.

- Approve borrowing, treasury strategy, major investments, and disposals in line with delegated authority.
- Ensure value for money is embedded across the organisation.

d) Performance and Accountability

- Appoint, support, and appraise the Chief Executive, and set their objectives.
- Hold the executive team to account for organisational performance, service delivery, and outcomes for residents.
- Monitor performance against agreed KPIs

e) Risk, Assurance, and Audit

- Approve the organisation's risk appetite and ensure key risks are identified, mitigated, and monitored.
- Receive assurance on health and safety, building safety, safeguarding, data protection, and other critical risks.
- Oversee internal and external audit arrangements, directly or through a committee.

f) People, Culture, and Values

- Promote a healthy organisational culture aligned to the organisation's values.
- Champion equality, diversity, and inclusion across governance, leadership, and service delivery.
- Ensure appropriate policies are in place relating to pay, reward, equality, wellbeing, and learning and development.
- Champion resident voice, accountability, and transparency.

3. Matters Reserved to the Board

The Board retains authority for decisions including (but not limited to):

- Approval of the Corporate Plan and annual budget
- Approval of Rent Policy and annual rent increases
- Approval of new developments, acquisitions, and disposals, including geographical areas of operation
- Borrowing and treasury decisions beyond delegated limits
- Appointment or removal of the Chair and Chief Executive
- Changes to the constitution or rules
- Approval of the annual accounts and regulatory returns

- Establishment of Board committees and delegation of authority
- Approval of any matters to be put forward at the Annual General Meeting
- Approval of contracts or deeds that require affixing of the association's seal
- Appointment and removal of Board members

4. Delegation

The Board delegates day-to-day management to the Chief Executive, within a clear scheme of delegation.

Committees may be established to support the Board, but accountability remains with the full Board.

5. Composition and Membership

- The Board shall comprise of at least 5 and up to a maximum of 12 non-executive members, including the Chair and Vice Chair. In addition, the Board may be strengthened with up to 3 co-options for a given period to bring the Board to the maximum of 12 members.
- Board members are appointed for their skills, experience, independence, and commitment to the organisation's purpose.
- The Board will collectively ensure an appropriate balance of skills, lived experience, and diversity, reflecting the communities served.
- A Board member shall be deemed to have vacated his/her office if s/he becomes bankrupt or is convicted of an indictable offence or absents himself/herself from three (3) consecutive meetings without special leave of absence, or they have ceased to be a shareholder.
- Terms of Office is restricted to two consecutive terms of 3 years (6 years). A potential extension may be considered in circumstances where Board feels the skill set of the member is vital to achieve certain objectives or a member has gone through an initial period of training that required a longer settling in period. Any extension of term must be approved by the Board and will be limited to 1 year at a time and must not exceed a maximum of 9 years.

6. Meetings

- The Board will meet at least 3 times per year, with additional meetings as required.
- Three Board members or half of the Board, whichever is lower, shall form a quorum
- Notice of at least 7 days will be given in writing before any meeting of the Board.

- Normally, meetings will be called by the Secretary. Meetings may be called by the Chair, or by two Board members, giving notice in writing to the Secretary as to the business to be carried out.

7. Decision-Making

- Decisions are taken collectively, with all Board members sharing responsibility.
- Conflicts of interest must be declared and managed in accordance with the organisation's policy.

8. Board Effectiveness

- The Board will undertake an annual self-assessment of its effectiveness.
- An independent governance review will be commissioned every three years.
- Board members are expected to undertake ongoing training and development.

9. Review of Terms of Reference

These Terms of Reference will be reviewed at least every two years, or sooner if required by regulatory or organisational change.

Date approved by Board: 29 January 2026