

# Standing Orders

Version Number	Purpose/Changes	Approval Date	Approved by
1	New document	19/9/19	Ongo Partnership & Ongo Homes joint meeting
2	Update terminology and reflect Delegations Framework	2/12/20	Group Common Board
3	Remove clause 36 regarding NHF membership to composition statement	14/7/21	Group Common Board
4	Changed frequency for Risk and Health and Safety updates to Group Common Board	15/9/22	Group Common Board
5	Updated for group structure change/full 3 year review	26/3/24	Ongo Homes Board
6	Updated to include new Customer Focus Committee TOR (H), updated structure chart (p3) and updated appendix one	25/3/25	Ongo Homes Board

**A: Introduction**

A1 Ongo comprises of:

**Ongo Homes Ltd** – Ongo Homes is the registered housing provider and is a charitable Community Benefit Society. Ongo Homes is responsible for providing homes and services to over 11,000 homes. Ongo Homes is responsible for providing a range of corporate services to the Group and has the following subsidiaries:

- **Ongo Developments Ltd**, to facilitate the building of new homes over a range of tenures.
- Ongo Commercial Board looks after **Ongo Roofing Ltd** (trading as Ashbridge Roofing) and **Ongo Heating & Plumbing Ltd** (trading as Hales & Coultas Heating and Plumbing) delivering roofing and plumbing & heating services respectively.
- **Ongo Communities Ltd** – is a registered charity to provide people with opportunities to develop skills, enhance their lifestyles and gain employment. Ongo Communities has two subsidiaries, **Ongo Recruitment Ltd** and **Crosby Brokerage Ltd**

A2 These Standing Orders apply to Ongo Homes Board and each Committee, Subsidiary, Panel and Working Group.

A3 Standing Orders are internal rules that guide the way the organisation is set up and carries out its business activities. The rules and guidance in these Standing Orders can only be varied by Ongo Homes Board and are in force until specifically changed or withdrawn. If there are any points within these Standing Orders that might need to be changed, these should be referred to the Governance Manager or Company Secretary for advice.

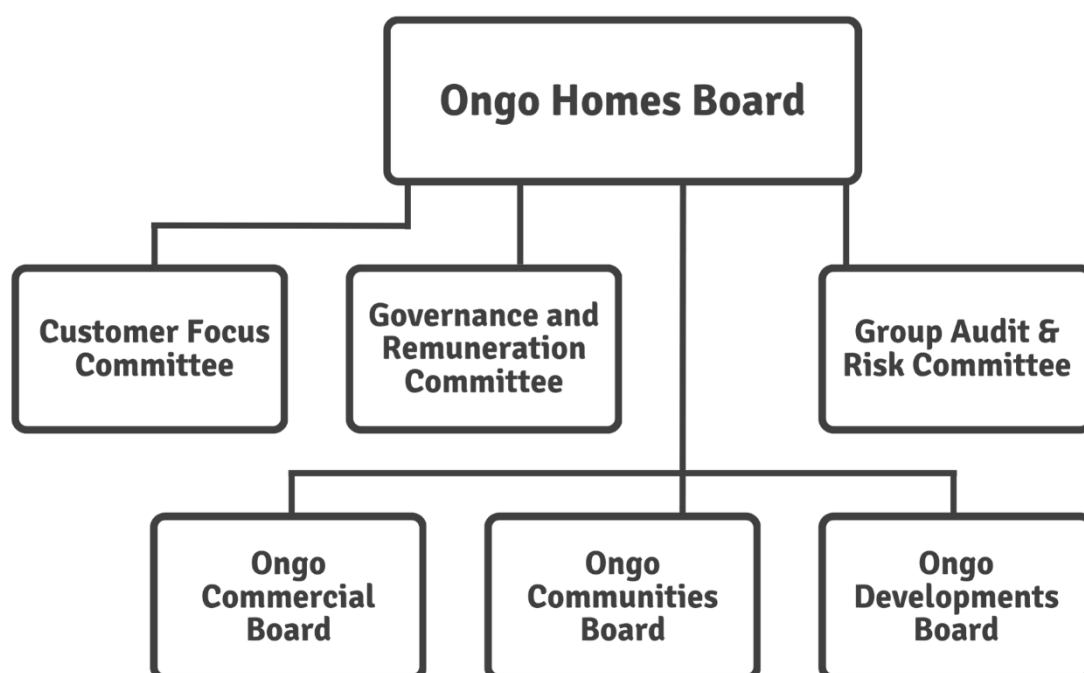
A4 These Standing Orders do not replace or alter the Group's various Articles of Association (Rules of Ongo Homes) and Intra Group Agreement. They are intended to:

- a) Amplify those parts of the Articles of Associations and Rules relating to membership, convening and conduct of meetings;
- b) Outline the responsibilities and level of authority of the Members and the specific delegations to Boards, Committees and the Chief Executive;
- c) Provide a sound and clear basis for the conduct of the Group's business in terms of procedure of meetings; roles and responsibilities; and financial regulations.

A5 The Company Secretary will carry out a review periodically of the need for amendments to Standing Orders and this is expected to be at least every three years.

A6 In the case of any inconsistency between the various Articles of Association or the Rules and these Standing Orders, the Articles of Association or Rules will always take precedence.

A7 The parent of the Group is Ongo Homes. The Group operates a Common Board structure for its subsidiary Boards and has three Committees that serve the Group:



- A8 Ongo Commercial Common Board acts as a common board for Ongo Roofing Ltd and Ongo Heating & Plumbing Ltd.
- A9 Ongo Communities Common Board acts as a common board for Ongo Communities Ltd, Ongo Recruitment Ltd and Crosby Brokerage Ltd.

**B: Definitions**

<b>Term</b>	<b>Definition</b>
Asset	A resource, tangible or intangible that is capable of being owned or controlled to produce value for the Group.
Ongo Homes Board (Board)	The parent governing body of the Group.
Board Portal	Software that allows collaboration and secure electronic access to Board documents by Board/Committee/Trainee Members.
Business Plan	Board approved Financial Plan
Code of Conduct	The Codes of Conduct for Board and Staff adopted by Ongo Homes Board and as amended from time to time
Code of Governance	The adopted code is National Housing Federation (NHF) Code of Governance 2020
Committee	A committee of the Board.
Constitution	The Rules or Articles of Association for entities within the Group.
Executive Leadership Team (ELT)	The Chief Executive and Executive Directors.
Consents and notifications	Consents and notifications process issued by the Regulator which permits certain forms of activity or of asset disposal or transfer and the requirements for consent from the Regulator
Customer	Those stakeholders who have a relationship with an entity of the Group including tenancy agreements, licences, leases and formal contracts for delivery of services.
Involved Residents	Residents who are part of a formal engagement forum
Member	Any member of a Board or Committee including co-optees.
Regulator(s)	The Regulator of Social Housing, Charity Commission, Financial Conduct Authority and other relevant bodies
Corporate Plan	Board approved document of the strategic priorities for the planning period.

## **C: Conduct of Business**

### **C1 Non-Executive Directors**

- C1.1 Ongo Homes Board leads and approves the strategic direction and manages the business of the organisation. It may delegate parts of its work to Committees and working groups/parties, except for those activities specifically reserved to it, in accordance with its constitution.
- C1.2 Members and Chairs are appointed to the Board and Committees in accordance with the constitution and the Board Recruitment and Succession Planning Policy and Procedure.
- C1.3 The Ongo Homes Board Chair will chair General Meetings of Ongo Homes.

### **C2 Executives**

- C2.1 The Chief Executive is the most senior member of the organisation's staff. The Chief Executive shall be appointed on a written contract of employment which shall include a clear statement on the duties of the post.
- C2.2 The Executive Leadership Team (ELT) is responsible for the operational management of the organisation and shall meet regularly, chaired by the Chief Executive and, in their absence, the Chief Executive's nominee.

### **C3 Meetings**

- C3.1 The Company Secretary and Governance Manager shall have responsibility for drawing up an annual calendar of meetings of the Boards and Committees. The schedule will be distributed to Board Members and scheduled to allow the necessary reporting between different Committees and from Committees to the Ongo Homes Board. The Governance Team shall maintain a forward plan of items to be discussed.
- C3.2 Special meetings may be called as required by the Chair, Company Secretary or by other Members in accordance with the constitution.
- C3.3 Matters reserved for each Board are laid out in the Terms of Reference within these Standing Orders.

### **C4 Urgent decision making**

- C4.1 Decisions needed between scheduled meetings will be circulated electronically via the Board Portal.
- C4.2 For Ongo Homes Board, any two of the following persons are entitled to take urgent decisions outside their delegated authority where it is not possible to convene a meeting of the Ongo Homes Board and there is insufficient time to circulate an item on the Board Portal:
  - The Chair of Ongo Homes Board
  - Senior Independent Director
  - The Chair of any Committee
  - The Chief Executive
- C4.3 For a Subsidiary Board, (i.e. Communities, Commercial or Developments) any two of the following persons are entitled to take urgent decisions outside their delegated authority where it is not possible to convene a meeting or circulate an item on the Board Portal:
  - The Chair of the Subsidiary Board
  - The Chair of any Committee
  - The Chief Executive

- C4.4 It is expected that an electronic communication will be circulated to Board Members (of Ongo Homes or the relevant Subsidiary Board/Committee) to inform them an urgent decision is being made under this protocol.
- C4.5 All decisions made by the Chair (of Ongo Homes Board or Subsidiary Board/Committee) will be reported to and ratified by the relevant Board/Committee at their next meeting.

**C5 Circulation of agenda and papers**

- C5.1 Written reports should be issued so that Members have them at least seven calendar days before a meeting.
- C5.2 All reports and communications sent by email or the Board Portal will be deemed for this purpose to be written.
- C5.3 Items should not be tabled at Board or Committee meetings unless genuinely urgent, and in such case only with the prior agreement of the respective Chair. (Refer to Board Member Code of Conduct for guidance around Board Members wishing to raise items under any other business).

**C6 Meetings of Boards and Committees**

- C6.1 Ongo Homes Board or a Subsidiary Board, Committee, Panel or Working Group will be conducted in accordance with the agenda and Members will follow the requirements within the Board Member Code of Conduct around “Conduct at Meetings”. The Chair will be responsible for the orderly conduct of meetings and will apply the following rules of debate:
- a) When speaking a Member will address the Chair. If two or more Members wish to speak, the Chair will decide the order
  - b) Members should restrict themselves to the matter under debate, a personal explanation or point of order
  - c) A point of order may only relate to an alleged breach of a Standing Order and the way which it is said to have been broken
  - d) The Chair’s ruling on a point of order or on the admissibility of a personal explanation shall not be open to discussion
  - e) The Chair will ensure a decision is reached, either by consensus or by vote, on any matter where a decision is required.
- C6.2 All Members will conduct themselves in a manner which does not obstruct the business of the meeting or call into question the status of the Chair.
- C6.3 If any Member persistently disregards the ruling of the Chair or behaves in any way which obstructs the business of the meeting, the Chair (or any Member) may propose the item under discussion be voted upon without further discussion. If this is seconded, a vote will be held. (See also the Board Member Code of Conduct).
- C6.4 If the same Member continues the misconduct after a motion has been carried, the Chair shall either:
- a) Move that the Member shall leave the meeting, which can be determined without seconding or discussion; or
  - b) Adjourn the meeting and determine where and when it be reconvened.
- C6.5 In the event of a general disturbance which, in the opinion of the Chair, makes the conduct of business impossible, the Chair will adjourn the meeting for an appropriate period.

- C6.6 The Chair will ensure the meeting considers the decisions required under each item of business. In relation to the conduct of meetings the ruling of the Chair is final.
- C6.7 Where a decision is required, a show of hands will be requested by any two Members. In the case where the number of votes for and against is equal (and only in such a case), the Chair of the meeting has a second or casting vote, whether or not the Chair voted initially.
- C6.8 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.

**C7 Minutes of the meeting**

- C7.1 The minutes of any meeting are to be provided in draft to Members of the meeting within two weeks of that meeting for review and outline approval.
- C7.2 The formal minutes of each meeting will be confirmed at each subsequent meeting by an affirmative resolution of Members present and signed by the Chair.
- C7.3 Minutes of all meetings will be available to all Members via the Board Portal. Minutes shall be circulated to the Members of Boards, Committees, Panels and Working Groups with the agenda papers for the next meeting.

**C8 Declaration of Interests by Board and Committee Members**

- C8.1 All members shall make a declaration of their interest, immediately upon becoming aware of any direct or indirect pecuniary or other interest in any contract, proposed contract or other matter under consideration by any member of the organisation.
- C8.2 Members should be mindful that their private interests or those of their close relatives, including membership of other bodies, must not jeopardise the Group's interests. Where a member of staff has a private interest which may relate to, or conflict with, or perceived to be in conflict with, the Group's interests, they must report this to their manager and complete an online Declaration of Interest Form for electronic submission to the Company Secretary. In the case of Members, such matters should be discussed with either the Company Secretary or the relevant Chair, to ensure there are no conflicts of interests.
- C8.3 The Chair will take a decision on how to manage a Member's interest at a meeting; referring to requirements within the relevant Rules/Articles. Depending on the interest declared, the Member may be permitted to remain in the room for discussions but may/may not have a vote on the matter.
- C8.4 Board Members must be mindful of their appointment to a common board and ensure that relevant declarations of interest are declared when they are discussing matters which relate to specific entities within the Group to ensure transparency of decision making and avoid any 'shadow director' bias. (See also the Controls Framework)
- C8.5 No Member of any Board, by virtue of office or employment, may accept any fee for work undertaken on behalf of the Group provided that this shall not prevent the payment of reasonable and proper remuneration and reimbursement of expenses in line with the agreed Group policy.
- C8.6 All declarations of interest and potential conflicts shall be formally recorded in the minutes of the meetings.

- C8.7 The Company Secretary/Governance Manager will maintain a register of Board Member's Interests and Members of the Board will declare in the register any such interests that are required to be disclosed. The register will be updated annually, and Board Members will be required to complete a new declaration of interest form and update this as required within each year.
- C8.8 The register is open to inspection by all Board Members either immediately preceding a main Board meeting or by prior arrangements with the Governance Manager.
- C8.9 Where a conflict of interest (either direct or indirect) is likely to recur on a regular basis, the Board Member should offer to resign.
- C8.10 Additional guidance is included within Board Member Service Agreements and Board Member Code of Conduct.

**C9 Conduct and probity**

- C9.1 The Group's position on benefits for employees and Board Members such as gifts, the provision of corporate hospitality, social events, allocation of housing, and the employment of close relatives, and sanctions for people breaching the Probity Policy is included within the Group's Probity Policy.
- C9.2 Board Members shall comply with the Board Member Code of Conduct. This covers issues such as confidentiality, equality and diversity, interests and general conduct.
- C9.3 Decisions made under the Probity Policy will be reported to the Audit and Risk Committee twice a year.
- C9.4 Members and staff, when acting in a private capacity, shall not enter into any correspondence or address any meeting on any matter relating to the policy, business or property of the organisation.



## **D: Delegations**

### **D1 Duties of the Chief Executive**

- D1.1 The Chief Executive has the authority to further delegate any individual tasks or duties that have been specifically delegated to them as they deem appropriate. Final responsibility for the overall running of the business will always remain with the Chief Executive.
- D1.2 In the absence of the Chief Executive, such as through sickness, leave or where they are otherwise unavailable, then the other Executive Directors are delegated to assume their duties and responsibilities during that period.
- D1.3 The Chief Executive has authority to approve changes to references to strategies, policies, job titles, departmental titles and related matters in these Standing Orders and the Delegations Framework, in accordance with changes approved by the Board or under delegated authority. References to legislation and external publications shall also be amended by the Chief Executive to accurately reflect current documentation.

### **D2 Essential Duties**

- D2.1 The essential duties of the Chief Executive are to:
- a) act in the best interest of the Group;
  - b) assist and advise the Board in determining the organisation's policies and strategy;
  - c) manage the affairs of the business in accordance with the Group's values and objectives and the general policies and specific decisions of the Board;
  - d) draw the Board's attention to matters which it should consider and decide;
  - e) ensure the Board is given the information necessary to perform its duties and, in particular, the Board receives advice on matters concerning compliance with their governing instrument, the law and the need to remain solvent;
  - f) ensure that proper systems of control, risk assessment and risk management are established and maintained, and that regular reports on these are provided, at least annually, to Ongo Homes Board;
  - g) prepare documents for consideration by the Board;
  - h) help the Chair of the Board to ensure that the business of the Board is properly conducted;
  - i) lead and manage the employees of the organisation and ensure that their performance is appraised; and
  - j) represent the Group as appropriate.

### **D3 General Duties**

- D.3.1 The general duties and responsibilities of the Chief Executive are:
- a) the establishment and maintenance of an organisation capable of implementing the policies and pursuing the objects of the Group;
  - b) the preparation of plans, financial and employee budgets and regular reports, in an agreed format, for consideration by the Board;
  - c) the establishment and maintenance of accounting and information systems requisite to the day-to-day management and control of the business of the Group and compliance with statutory and legislative requirements;
  - d) to exercise financial control over the business of the Group in adherence to approved Delegations Framework, the requirements and directions of the

- regulatory bodies, the Secretary of State and Registrar of Companies and, as appropriate, the Charities Commission and Financial Conduct Authority;
- e) to help the Board determine the strategy;
  - f) to ensure that the application of the equality and diversity policies of the Group in relation to the provision of services and to employees is rigorously pursued and constantly reviewed;
  - g) to pursue, within agreed plans and budgets, the recruitment, training, motivation and direction of employees and their activities requisite to the promotion of the policies and objects of the Group.
  - h) to ensure, as appropriate, that Executive Directors and other senior/line managers keep themselves, and the employees under their direction, informed and up to date on matters which could impact upon the delivery of their service area; ensuring the customer voice is heard and empowered in the decision making process, and ensure they offer professional advice on policy and procedures to the Board;
  - i) to promote and represent the interests of the Group in its relationship with key stakeholders, Local Authorities, Government departments, professional bodies and organisations and such other organisations with which the group may establish links or become affiliate;
  - j) to exercise appropriate day to day control and direction over all the business of those in its employ;
  - k) ensure that the policies of the Group are regularly reviewed, and that all necessary action is taken to meet the proper requirements of the regulatory bodies;
  - l) urgent action (see the provision in these standing orders);
  - m) to ensure the Board periodically reviews its delegated responsibilities, reporting arrangements and terms of reference; and
  - n) to perform such other tasks and duties as may from time to time be required by the Board.

#### **D4 Specific responsibilities**

- D4.1 Subject to these Standing Orders, the Chief Executive may, without further reference to the Board or any Committee, take the action considered necessary to ensure the efficient and effective management and routine administration of Ongo's activities.
- D4.2 Under the management of, and through the Chief Executive, the following activities are delegated to those employees who the Chief Executive shall decide from time to time shall be authorised to so act or whose job descriptions would normally include such activity, as the case may be.

#### **D5 Executive Leadership Team delegations**

##### **D5.1 Human resources matters**

- D5.1.1 Within approved policies, resolve terms and conditions of service, salaries, and other emoluments, the Chief Executive may take decisions in the following areas:
  - a) employee recruitment and selection and the authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling expenses;
  - b) extension of sick pay entitlements;
  - c) all employee welfare matters;
  - d) operation of a performance appraisal scheme;

- e) authorisation of the establishment of posts and appointments and the determination of their rates of pay and allowances and pension arrangements, within budgetary levels approved by the Board;
- f) informal and formal communications, consultations and negotiations with employee representatives;
- g) leave of absence in excess of normal entitlement;
- h) member and employee training arrangements and attendance at courses;
- i) extensions of service;
- j) determining ex-gratia payments to employees but only in cases of loss or damage to possessions in connection with the work of the Group;
- k) conduct of disciplinary and grievance hearings as provided for in the Group's Human Resources policies; and
- l) the dismissal of employees below Executive Director Level and arrangement as to pension and/or other compensation arrangements where applicable, provided the necessary steps have been taken to comply with the Board's approved policy and to comply with relevant legislation and policy relating to the disciplining and dismissal of employees.

## **D5.2 Finance**

D5.2.1 As determined under the Group's Delegations Framework.

## **D5.3 Maintenance and development**

D5.3.1 The Director of Property will have responsibilities for the following areas relating to maintenance and development:

- a) carry out repairs, improvement and modernisation programmes within approved budgets and policies;
- b) application for planning permission and the invitation and acceptance of tenders for house construction, improvement and repairs schemes subject to the provision of the Delegations Framework and within approved budgets;
- c) negotiating the disposal of property and other assets in line with the Delegations Framework and the authorisation of payments in connection with this activity;
- d) determining the use of land which is not immediately required;
- e) approval of terms for licences, way leaves and easements; and
- f) legal and other appropriate action in connection with the Group's property, land holdings and finances.

## **D5.4 Housing management**

D5.4.1 The Director of Customer Services will have responsibilities for the following areas relating to housing management:

- a) the overall management of the housing stock including selection of tenants, letting of dwellings, garages and other buildings etc., in accordance with the Group's approved policies;
- b) the termination of tenancies, including the issue of appropriate legal notices, in respect of all dwellings, garages or other accommodation and land and the repossession of properties for breach of tenancy conditions;
- c) subject to the tenancy agreement, approval of tenants' requests in respect of sub tenants, changes of use, alterations and erection of other structures;

- d) assessment of rents in accordance with approved policies and schemes and appropriate notification to tenants;
- e) determination of applications for minor alterations to boundaries;
- f) administration of the Right to Buy and Right to Acquire schemes and the administration of any compensation scheme concerning works to properties which may be approved from time to time by the Board;
- g) liaison with local housing authorities on matters relating to homelessness and other linked contractual obligations arising from the transfer agreement between the Group and the local authority;
- h) legal action to enforce covenants relating to all properties of the Group;
- i) instituting appropriate action to enforce conditions of sale

## **D5.5 Director of Resources and Commercial Services - specific responsibility**

D5.5.1 Any issue arising in relation to potential bribery or fraud must be brought to the attention of the Chair of the Audit and Risk Committee.

## **D5.6 Company Secretary**

D5.6.1 The role and responsibility of the Company Secretary is:

- a) the distribution of notice and agendas of meetings of the Board, any Committees, and/or Special General Meetings;
- b) the recording and distribution of the minutes of the proceedings of all Committee and General Meetings of the Board;
- c) the maintenance of statutory registers;
- d) the making of all statutory returns on behalf of the Group;
- e) to ensure that Annual Accounts are prepared and audited, in liaison with the Director of Resources and Commercial Services; and
- f) the keeping of a Gifts and Hospitality Register that records those that are given by employees and are authorised to do so to other companies and their representatives, and also those that are received by employees of the Group and its subsidiaries. The Company Secretary will ensure there are adequate rules and procedures to explain these requirements and to guide employees (refer to Probity Policy).

## **D5.7 Statutory and other returns**

D5.7.1 Ongo has a compliance framework to provide routine assurance to the Board that the range of statutory and other returns required of Ongo are submitted accurately and on time.

D5.7.2 The Director of Resources and Commercial Services is responsible for the timely submission of the financial statements to the appropriate regulatory and statutory bodies. The Company Secretary is responsible for returning financial statements to Companies House, the Charity Commission and Financial Conduct Authority.

D5.7.3 The Director of Resources and Commercial Services is responsible for:

- a) the accurate and timely submission of all mandatory financial monitoring returns required under legislation or by regulators or funders;
- b) ensuring proper procedures are followed regarding the administration of VAT and Corporation tax;
- c) ensuring proper procedures are followed regarding the administration of PAYE and National Insurance.

- D.5.7.6 The Director of Corporate and Compliance Services is responsible for the accurate and timely:
- a) submission of all Human Resource related submissions required under legislation or by regulators or funders and for the timely settlement of any related liabilities;
  - b) compilation and submission of returns to the housing regulator.
- D.5.7.8 The Director of Customer Services is responsible for the accurate and timely compilation and submission of the CORE (Continuous Recording of Lettings and Sales in Social Housing) return.
- D.5.7.9 The Chief Executive is responsible for the submission of any other statutory, regulatory or funding returns.
- D.5.7.10 The following officers are empowered to sign or submit returns to statutory, regulatory or funding bodies on behalf of Ongo and this authority can be delegated to appropriate staff:
- a) Chief Executive
  - b) Members of the Executive Team
- D.5.7.11 This is in addition to any requirement for senior officer or governance approval required by the member constitutions. Additionally, any requirement specified in the terms of the return for certification by senior officers or through the governance structure must be followed.

## **D8 Authority to sign documents**

- D8.1 Authority to sign documents (refer also to the Power of Attorney):
1. the Chief Executive or other employees authorised by the Chief Executive may sign contracts, way leaves and agreements;
  2. any two Executive Directors may sign deeds;
  3. any Executive Director may sign statutory and regulatory documents.

## **TERMS OF REFERENCE**

### **Ongo Homes Board**

#### **E1 Function**

- E1.1 Develop and approve a corporate strategy for all entities within the Group and the vision and values for Ongo.
- E1.2 Approve strategies, frameworks and policies relating to all entities within the Group, as set out in the Policy Development Framework, e.g. equality & diversity, health & safety.
- E1.3 Ensure compliance with the values, mission and strategic objectives of the Group and ensuring its long-term success.
- E1.4 Appointing (and if necessary removing) the Chief Executive and approve their salary, benefits and terms of employment.
- E1.5 Undertake the role of employer in relation to appropriate pension arrangements for employees.
- E1.6 Satisfying itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication.
- E1.7 Establishing and overseeing a framework of delegation and systems of internal control and systems to monitor business performance.
- E1.8 Establishing and overseeing a risk management framework to safeguard the assets of the Group.
- E1.9 Taking appropriate advice.
- E1.10 Ensuring the Group always considers any obligation imposed by the Group's regulators in the exercise of its powers.
- E1.11 Satisfying itself the Group's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- E1.12 Establishing and operating a performance appraisal system for the Board, Chair and individual Board Members.
- E1.13 Establishing and overseeing a Committee for the payment of Board Members (see Governance & Remuneration Committee).
- E1.14 The appointment, induction and training of Board Members.
- E1.15 Any extension or restriction in the scope of the Group's activities or functions.
- E1.16 Overseeing the annual appraisal of the Chief Executive and a regular review of their terms and conditions of employment.
- E1.17 Ensuring appropriate relationships with relevant regulators, local authorities, other statutory bodies and other stakeholders.
- E1.18 Any item which is referred to it by a General Meeting.
- E1.19 Any matter reserved to it by the Delegations Framework.
- E1.20 Any allegation, attempt or instance of whistle blowing or fraud referred to it by the Audit and Risk Committee, and bring any such matter to the attention of the relevant regulator in an appropriate manner.
- E1.21 Ensuring compliance with all relevant legislation and regulation.
- E1.22 The Board may create Standing and other Committees, Sub-Committees or Working Groups to which it may delegate or refer business for detailed consideration from time to time. The Board will approve the Terms of Reference for such Committees or Groups.
- E1.23 The Board is responsible for ensuring that any of the Group's companies ceases to trade if there are reasonable grounds for believing it to be insolvent.

**E2 Annual approval/review:**

- E2.1 An annually updated four-year (or other defined term as agreed by the Ongo Homes Board) Group wide Corporate Plan as well as a financial business plan.
- E2.2 A four-year growth and development strategy, development appraisal parameters, annual delivery programme and the associated resources (including acquisition, and the activity of Ongo Developments, Ongo Commercial and Ongo Communities).
- E2.3 Full review of the Delegations Framework every two-years.
- E2.4 Strategic parameters and resources for the delivery of regeneration projects, new initiatives and any associated partnership or agency arrangements.
- E2.5 Annual budgets and cash flow projections, including stress testing to agree the resources to fulfil financial and operational requirements.
- E2.6 Bids for capital funding.
- E2.7 Accounts detailing comparison between annual budget & audited accounts following financial year end.
- E2.8 Accounts, auditors report, management letter and Board disclosure letter.
- E2.9 The Rent Policy.
- E2.10 Annually endorse a list of currently approved suppliers.
- E2.11 Programme and resources to deliver the Asset Management Strategy,
- E2.12 Review and approve the content and structure of the Assets & Liabilities Register annually.
- E2.13 Value for Money Strategy or Framework.
- E2.14 Internal Control Statement.
- E2.15 Internal Audit Report – Audit & Risk Committee Annual Report to the Board (as per Chair’s Audit report contained within the Financial Statements).
- E2.16 Appointment of Members of the Board, Committee Members, Chairs and Deputy Chairs.
- E2.17 Authorised signatories.
- E2.18 Risk Management Framework on the recommendation of the Audit and Risk Committee.
- E2.19 Treasury Management Policy, Investment Policy and other policies ensuring that there is a borrowing strategy in place in order that Ongo Group is able to implement its plans.
- E2.20 A schedule of all policies approved by the Board and in operation, deleting any that are now redundant, and noting any changes agreed by the Chief Executive during the year.
- E2.21 On an annual basis, to assess the effectiveness of arrangements for compliance with the Regulatory Standards and the Sector Scorecard for the social housing provided by Ongo as set out in the Regulatory Framework.
- E2.22 Review and approve the Value for Money Statement.
- E2.23 The staff salary review must be coordinated by the Chief Executive and approved by the Ongo Homes Board.
- E2.24 Ongo Homes Board has delegated decision making on certain customer facing operational policies (as outlined in the Policy Development Framework) to its Customer Focus Committee.
- E2.25 Every six-months receive a report on the Customer Voice. This will include details of customer engagement activity along with feedback and outcomes from all tenant feedback mechanisms and how these are used to challenge and influence service improvements.

**E3 Review and approvals at each meeting:**

- E3.1 Performance monitoring and target setting for the Group.
- E3.2 Financial management reports as detailed in the Delegation Framework

- E3.3 Assurance relating to Group regulatory, charitable and legal compliance.
- E3.4 Within the parameters of the Growth and Development Strategy, review delivery of the overall strategy and financial plan.
- E3.5 Monitor compliance with contractual arrangements within the Group and third parties.
- E3.6 Receive an update at alternate meetings on the Strategic Risk Register (for review) or Health and Safety, with any urgent matters to be highlighted to Board as soon as they are known.
- E3.7 Evaluate all opportunities within the growth and development strategic parameters for development, identifying options for both social and commercial purposes and approving associated schemes as relevant within the scheme of delegation for the Group.
- E3.8 Receive reports at each meeting, or as the need arises, on:
  - a) Use of power of attorney
  - b) Urgent decisions taken between meetings

#### **E4 Approve from time to time:**

- E4.1 New strategies and policies, in line with the Policy Development Framework.
- E4.2 Specific projects that fall outside the parameters determined by the relevant strategy.
- E4.3 Updates and reviews of the Standing Orders and Delegations Framework as recommended by the Audit and Risk Committee.
- E4.4 Recruitment of Chief Executive.
- E4.5 Appointment of Company Secretary.
- E4.6 Appointment of Non-Executive Members and Executive Members to the Board and Committees.
- E4.7 Co-options, Ex-officios and casual appointments to the Board or Committees
- E4.8 Deal with Executive Leadership Team grievances and Executive Director disciplinary matters.
- E4.9 Approval of Group governance and constitutional changes: e.g. Intra Group Agreement (IGA), Service Legal Agreements (SLAs), Rules and Articles.

#### **E5 Composition**

- E5.1 This Board will have a membership of up to 11 Non-Executive Members (one of which will be the Board Chair) and one Executive Member, plus co-optees as agreed by the Board from time to time.

#### **E6 Quorum**

- E6.1 The quorum for the Board will be 3 as per the Rules of Ongo Homes.

#### **E7 Frequency of meetings**

- E7.1 The Board will meet at least 6 times per year including strategic away days.

#### **E8 Skill requirements**

- E8.1 These are set out in the Board Statement of Preferred Composition. This sets out the core skills and experience required on the Ongo Homes Board which is summarised as follows:

- Direct knowledge of the tenant experience and residents' needs and concerns
- Experience of financial management, financial reporting and control systems



- Treasury management (borrowing, investment, loan terms, covenants etc.)
- Commercial business management skills, including risk management, assurance and business continuity
- Property development, procurement and asset management
- Management of housing services
- Knowledge of (and links within) the communities served by Ongo
- Detailed knowledge of the operating environment of the social housing sector and its regulation
- Health and safety compliance and associated risk assessment
- Legal knowledge relevant to housing

There is a further list of desirable skills for the Ongo Homes Board which are set out in the statement and are summarised as follows:

- Strategic human resources and management development
- Community development and capacity building
- Procurement and strategic management
- PR, marketing, media and communications
- Supported housing, employment and training and links with health services

## **E9 Matters reserved for Ongo Homes Board**

<b>To direct the affairs of the Group in accordance with its objects and rules</b>
<b>1. Constitution</b>
<p>To <b>approve</b>:</p> <ul style="list-style-type: none"> <li>a) Changes to the corporate structure of the Group</li> <li>b) The shareholding policies of the Group</li> <li>c) Rule/Article changes for the Group</li> <li>d) Changes to the structure, size, constitution, composition and retained functions of the Board and its Committees</li> <li>e) Standing Orders including the Delegation Framework, Terms of Reference of all Committees, Working Groups and Panels of the Group Board</li> <li>f) Delegation of any decision-making powers to Committees, Panels or working groups</li> <li>g) All resolutions to be put to shareholders/members at General Meetings.</li> </ul>
<b>2. Appointments and Remuneration</b>
<ul style="list-style-type: none"> <li>a) To <b>appoint</b> (and, if necessary, remove) the Group Chair, the Group Chief Executive, and Members of the Board and Committees.</li> </ul> <p>To <b>approve</b>:</p> <ul style="list-style-type: none"> <li>b) Any remuneration and employment policies for Board and Committee members, the Group Chief Executive and Executive Leadership Team and the level of remuneration;</li> <li>c) Any termination arrangements for the Group Chief Executive, and Executive Leadership Team.</li> </ul> <p>The staff salary review must be co-ordinated by the Chief Executive and approved by the Ongo Homes Board.</p>
<b>3. Compliance and Governance</b>

<ul style="list-style-type: none"> <li>a) To <b>approve</b> (where this is formally required) and receive assurance that regulatory returns have been processed in a timely and accurate manner.</li> <li>b) To <b>review</b> regulatory assessments, viability reviews and where appropriate, make associated responses.</li> <li>c) To <b>review</b> annually its own collective performance, constitution and terms of reference, and that the organisation is compliant with the adopted Code of Governance.</li> <li>d) To <b>approve</b> a Code of Conduct and expected behaviour for Members.</li> <li>e) To <b>monitor</b> that its affairs are conducted lawfully and in accordance with generally accepted standards of performance, propriety, regulatory requirements and good governance.</li> <li>f) To <b>monitor</b> that Members of the Group, comply with the values, vision, mission and strategic goals of the Group.</li> <li>g) To <b>monitor</b> that services are delivered in line with the strategies agreed by the Board and that there is a clear and accountable framework of performance indicators and action plans to achieve the Group strategic objectives.</li> </ul>
<b>4. Strategies, Policies, Plans and performance</b>
<ul style="list-style-type: none"> <li>a) To <b>monitor</b> that there is a robust framework for approving and reviewing Group strategies, plans and policies.</li> <li>b) To <b>ratify</b> all decisions as necessary and receive reports on recommendations made by Committees.</li> <li>c) To <b>approve</b> the annual financial and business plans of the Group and to monitor any outcomes.</li> <li>d) To <b>approve</b> and <b>monitor</b> Group performance indicators for activities within the remit of the Board.</li> </ul>
<b>5. Financial information; annual accounts, budget and financial plan</b>
<ul style="list-style-type: none"> <li>a) To <b>review</b> and approve annually the assumptions in the Group Financial Plans.</li> <li>b) To <b>review</b> the robustness of the Group's financial planning.</li> <li>c) To <b>approve</b> the annual report of directors, annual accounts, Group budgets and business plan, and monitor any outcomes. To <b>approve</b> annually the conditions for bidding for both grant and non-grant funded programmes.</li> </ul>
<b>6. To ensure that the Group's present and foreseeable financial, organisational and reputational risks are recognised, regularly assessed and managed.</b>
<ul style="list-style-type: none"> <li>a) To <b>approve</b> annually the Risk Management Framework for the identification, management and reporting of risk, including stress testing as required.</li> <li>b) To <b>receive</b> from the Audit and Risk Committee the annual internal controls and business assurance report and <b>approve</b> it.</li> <li>c) To <b>approve</b> or <b>ratify</b> policies and decisions on all matters which, in the opinion of the Ongo Homes Board, might create significant financial or other risk to the Group, or that raise material issues of principle.</li> <li>d) To <b>approve</b> and <b>monitor</b> compliance with the Group Equality &amp; Diversity and Health &amp; Safety Policies.</li> <li>e) To <b>ratify</b> approval of and review processes for dealing with individual cases raising material issues of ethics or probity.</li> </ul>
<b>7. To assess and approve Group investment activity in accordance with Investment plans – including but not restricted to the extension of the Group's activities into new business and geographical areas; and any decisions to cease all or any material part of the Group's business.</b>

## **F Group Audit and Risk Committee**

### **F1 Functions**

- F1.1 To advise Ongo Homes Board on whether the Group has robust risk management, internal control and assurance frameworks in place.
- F1.2 To provide independent scrutiny and challenge, while providing assurance to Ongo Homes Board.
- F1.3 Ensure there is a transparent procedure in place for the selection, appointment, oversight and periodic review of external and internal auditors.
- F1.4 Appoint both the external and internal auditors, subject to any ratification required to comply with the Ongo Homes Rules.

### **F2 External and Internal Audit**

- F2.1 To support the appointment of external auditors, an annual review of the auditor's performance and fees will take place in line with the Delegations Framework.
- F2.2 The Committee will discuss with the external auditor, the nature and scope of the planned audit programme, prior to its commencement.
- F2.3 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 management if necessary).
- F2.4 Consider and agree the Accounting Policies of the Group and recommend their adoption by Ongo Homes Board.
- F2.5 Review the Annual Financial Statements from the perspective of compliance with Accounting Policies, Standards, law and regulations, and their consistency with prior reporting of financial results during the year, advising Ongo Homes Board on any matters of discretion available within the Annual Financial Statements.
- F2.6 Agree the Internal Audit Plan and monitor performance and progress against that plan.
- F2.7 Agree Management Action Plans from agreed Internal and External Audit recommendations (or similar) and constantly monitor their implementation.
- F2.8 Review the External Auditors' management letters and management's response and submit them to Ongo Homes Board for consideration.
- F2.9 Oversee the scope and delivery of any non-audit related work undertaken by the internal or external auditors.
- F2.10 Ensure co-operation and co-ordination between internal and external auditors.
- F2.11 As a matter of principle and to ensure that their independence is not compromised, the Committee should meet separately with the internal and external auditors at least once a year without any staff being present.

### **F3 Internal Controls**

- F3.1 Establish and oversee systems of delegation and internal control; ensuring at each meeting to review any amendments, changes, waivers and breaches to the Delegations Framework
- F3.2 Keep under constant review the effectiveness of those internal control systems and have responsibility for recommending to the Board the Annual Statement of Internal Control.
- F3.3 To commission, where necessary and with the approval of the Board, special investigations into matters of particular concern relating to internal controls.
- F3.4 To ensure that the impact of alleged, attempted or actual fraudulent activity on the organisation's framework of internal control is properly assessed, and where it considers it necessary, to recommend changes to Ongo Homes Board to strengthen the Control Framework.
- F3.5 To receive quarterly fraud reports from the Governance Team relating to any matters of whistleblowing, and of alleged, attempted or actual fraudulent activity, and ensure that any necessary reports about fraud are provided to the Ongo Homes Board and the relevant Regulator.

### **F4 Risk**

- F4.1 Establish policies, strategies and procedures for the identification and management of risk for approval by Ongo Homes Board to minimise and take appropriate action in respect of those risks which will adversely affect the Group's ability to meet its business objectives and deliver services successfully. This includes the establishment of a relevant and comprehensive stress testing process which involves arrangements for scenario planning to assess resilience.
- F4.2 Carry out a full review of the Delegations Framework every two years, recommending changes to Ongo Homes Board.
- F4.3 Continuously monitor Ongo Homes Board's Risk Map including for the identification of new risks and for the changing context of risks already identified.
- F4.4 Receive an annual report from the Director of Resource and Commercial on the Group's insurance arrangements.
- F4.5 Resolve Group strategy for addressing insurable risk, including the maintenance of adequate insurance cover, ensuring Ongo Group assets and resources are subjected to agreed acceptable levels of insurable risk.
- F4.6 Establish and review the Group's Business Continuity Plan every two years.

### **F5 Other**

- F5.1 Review Health and Safety (H&S) and Environmental compliance practices within the Group as part of the Committee's assurance remit; to ensure H&S is properly managed across the Group; arranging deep dive reviews where required.
- F5.2 Consider any proposals to changes in Standing Orders and Delegations Framework and recommend these to Ongo Homes Board.
- F5.3 Ensure adequate systems are in place to ensure information is controlled to meet all legal and regulatory demands, e.g. data protection legislation.
- F5.4 Ensure systems are in place to ensure compliance with funding contracts.
- F5.5 Ensure adequate systems are in place to ensure Ongo Homes Board fulfils its duties under co-regulation and receive an annual report of compliance with Regulatory Standards and other relevant standards for Group entities.
- F5.6 To review the probity register at least twice per year.

- F5.7 Review any Group Board policies regarded by Board as policies which are relevant to these Terms of Reference as set out in the Policy Development Framework
- F5.8 To review the Group's Gifts and Hospitality Register at least once per year.
- F5.9 To review the Group's Contracts and Procurement Register at least once per year.

#### **F10 Authority and Access to Information**

- F10.1 The Committee may meet with the external auditors without any employee or the internal auditors being present and may meet with the internal auditors without any employee being present.
- F10.2 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.
- F10.3 The Committee Chair will report the exercise of this authority to the Ongo Homes Board Chair together with the advice received. Unless the Ongo Homes 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 Ongo Homes Board, all relevant facts relating to the advice will be reported to the Board at its next meeting or as soon as appropriate thereafter.
- F10.4 The Committee has right of access to information within its Terms of Reference and shall receive the co-operation of all staff to be able to carry out its responsibilities.
- F10.5 In the case of dispute, the Ongo Homes Board's decision will override that of the Audit and Risk Committee. The Chair of the Audit and Risk Committee has the right to report any such decision to the external auditors (and where necessary to external regulatory bodies) after discussion at the Ongo Homes Board about this proposed course of action.

#### **F11 Accountability**

- F11.1 The Committee is accountable to the Ongo Homes Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- F11.2 All Committee Members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any constituency or interest group.
- F11.3 The Ongo Homes Board will obtain assurance on the Committee's work via minutes and regular verbal feedback from the Committee Chair on all of the Committee meetings.
- F11.4 The Chair of the Committee will ensure that key issues are promptly brought to the attention of the Ongo Homes Board.
- F11.5 The Committee will report formally on its work to the Ongo Homes Board on an annual basis.

#### **F12 Composition**

- F12.1 The Committee will have a membership of four comprising three Ongo Homes Board members (one of which will be the Committee Chair) and one Independent Member.
- F12.2 The Chair of the Ongo Homes Board may not sit on this Committee and may not Chair this Committee.

#### **F13 Quorum**

- F13.1 The quorum for the Committee will be two.

#### **F14 Frequency of meetings**

- F14.1 The Committee will meet quarterly.

## **F15 Skills requirements**

F15.1 In addition to those set out in the Statement of Preferred Composition, the specific skills requirements for this Committee include:

- Risk management, assurance and internal control
- Scrutiny and challenge
- Financial management and/or accounting
- Audit
- Investigative skills
- Analytical skills
- Corporate governance
- Compliance and regulation
- Demonstrating commitment to and understanding of the values and objectives of the Ongo Homes Board
- Appreciation of executive and non-executive roles and responsibilities
- Ability to dedicate sufficient time and energy
- Confidence to give honest opinions and add value to decision-making
- Inquisitiveness and independent judgement
- Capacity to keep up to date with the operating environment
- Understanding the wider social role of Ongo across local communities
- Understanding of legislation and key values of equality, diversity and fairness

## **G Governance and Remuneration Committee**

### **G1 Functions**

- G1.1 The Governance and Remuneration Committee is tasked with reviewing and making recommendations on matters concerning remuneration of Non-Executive Members and Executive staff of the Group, recommending a process for and overseeing the appraisal of the Chief Executive and reviewing governance policy and practice.
- G1.2 Ensuring there is an independent review of payment of Non-Executive Members and the Executive Team considering good practice, market comparisons and industry norms on at least a triennial basis (note, salaries of staff not in the Executive Team are not within the scope of this committee).
- G1.3 To update and recommend the Group policies for Board and Committee remuneration on an annual basis for approval by the Ongo Homes Board.
- G1.4 To take independent advice and consider independently written reports on matters of remuneration principles. The Committee has responsibility to commission, monitor and evaluate the outcomes of such independent reviews within a budget agreed with the Ongo Homes Board.
- G1.5 Following the independent review, the Committee will consider the appropriate approach to levels of Non-Executive remuneration and recommend changes, where appropriate, to the Ongo Homes Board for adoption. The Committee will also consider the proposed level of Executive pay and make appropriate recommendations to Ongo Homes Board.
- G1.6 Carry out a light touch review every two-years but use legal advice to review and recommend the contractual terms for the Executive Leadership Team to the Ongo Homes Board every three years.
- G1.7 To oversee the process for individual appraisals of Board Members, including the Chair, in line with the agreed board appraisal process.
- G1.8 To report outcomes of the appraisal process to the Ongo Homes Board for approval.
- G1.9 Annually review the appraisal process for the Chief Executive and oversee this, making appropriate recommendations based on the outcomes to the Ongo Homes Board.
- G1.10 To take independent expert advice and recommend an approach to severance pay for the Executive Leadership Team in accordance with an individual's contract for employment, for approval by Ongo Homes Board.
- G1.11 To recommend a process for recruitment and succession planning for Non-Executive vacancies for approval by Ongo Homes Board.
- G1.12 To oversee a process for recruitment of Non-Executive Member vacancies and of co-optees or ex-officios in line with the agreed delegations and the Board Recruitment & Succession Planning Policy and Procedure approved by Ongo Homes Board. To report outcomes on the appointment process to the Ongo Homes Board for approval.
- G1.13 To perform the functions in line with the Board Member Code of Conduct in relation to breaches.
- G1.14 To lead for Ongo Homes Board in ensuring the organisation maintains the highest standards of governance and learns from best practice from all sectors.
- G1.15 To oversee the process for a triennial review of governance effectiveness across the Group.
- G1.16 To scrutinise compliance with the Group's chosen Code of Governance and recommend a Statement of Compliance to Ongo Homes Board on an annual basis.

G1.17 To review evidence that the regulated entities within the Group are complying with any Standards issued by the relevant regulatory body and to recommend a Statement of Compliance to Ongo Homes Board on an annual basis.

G1.19 To be responsible and accountable to Ongo Homes Board for risk management within the Governance and Remuneration areas and escalating issues to the Ongo Homes Board when necessary, seeking independent advice as relevant.

## **G2 Attendance**

G2.1 Attendance - employees and others, including external advisors may attend all or part of meetings at the invitation of the Committee Chair.

## **G3 Accountability**

G3.1 Accountability - Ongo Homes Board will always retain overall responsibility for all of governance and human resource issues.

G3.2 The Governance and Remuneration Committee is accountable to Ongo Homes Board for the fulfilment of responsibilities delegated to it as set out in this Terms of Reference.

G3.3 This Committee shall operate as the Governance and Remuneration Committee for the Ongo Homes Board and all Subsidiaries within the Group.

G3.4 All Committee Members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any constituency or interest group.

G3.5 Ongo Homes Board will obtain assurance on the Committee's work via minutes and regular verbal feedback from the Committee Chair on all of the Governance and Remuneration Committee meetings.

G3.6 The Chair of the Governance and Remuneration Committee will ensure that key issues are promptly brought to the attention of the Ongo Homes Board (and subsidiary boards where necessary).

G3.7 The Governance and Remuneration Committee will report formally on its work to the Ongo Homes Board on an annual basis.

## **G4 Composition**

G4.1 Composition - the Committee shall consist of three members, two from the Ongo Homes Board and one Independent member. No member may be an Executive.

G4.2 Ongo Homes Board will appoint one of these members as the Committee Chair, who shall be a Non-Executive Member of the Ongo Homes Board.

G4.3 The Ongo Homes Board Chair may not serve as a member or Chair of the Governance and Remuneration Committee.

G4.4 On the recommendation of the Committee and the approval of Ongo Homes Board, up to one additional member may be co-opted to provide particular specialist expertise as and when required.

## **G5 Quorum**

G5.1 The quorum for a Committee meeting shall be two.

## **G6 Frequency of meetings**

G6.1 The Committee must meet at least twice a year. The Committee is able to meet as and if the need arises during the year in order to effectively deliver its responsibilities.

## **G7 Skill requirements**



**G7.1 Skill requirements - in addition to those set out in the Statement of Preferred Composition, the specific skill requirements for this Committee include:**

- Scrutiny and challenge
- Investigative skills
- Analytical skills
- Corporate governance
- HR and organisational development
- Compliance and regulation
- Demonstrating commitment to and understanding of the values and objectives of the Ongo Group
- Appreciation of Executive and Non-Executive roles and responsibilities
- Ability to dedicate sufficient time and energy
- Confidence to give honest opinions and add value to decision-making
- Inquisitiveness and independent judgement
- Capacity to keep up to date with the operating environment
- Understanding the wider social role of Ongo across local communities
- Understanding of legislation and key values of equality, diversity and inclusion

## **H Customer Focus Committee**

### **H1 Functions**

- H1.1 To seek assurance on behalf of Ongo Homes Board that the correct operational practices and procedures are in place to ensure that tenants and customers are well served by the organisation.
- H1.2 To consider emerging issues in the housing sector, and in order to discuss the future provision of services, make recommendations to Board to inform the Board's strategy on service provision (Corporate Plan).
- H1.3 To approve Ongo Homes key operational policies as delegated by Ongo Homes Board, as they affect customers, applicants and service users and make recommendations for amendment or improvement where necessary.
- H1.4 To receive reports on the Customer Voice and consider whether Ongo's methods of involving customers and service users in the management of their homes and in the delivery of services reflects good practice, and whether the customers' voice is being heard, and to make recommendations to Board.
- H1.5 To review and challenge performance on operational Key Performance Indicators and raise any matters of concern to Ongo Homes' Board.
- H1.6 To monitor compliance with the Regulator of Social Housing's (RSH) Consumer Standards that relate to customer experience and Tenant Satisfaction Measure (TSM) performance, to ensure lessons are learned and actions implemented.
- H1.7 To receive reports on any serious complaints from customers/service users/the Complaints Panel and to receive an annual report on complaints, making recommendations to the Ongo Homes Board.
- H1.8 To monitor the Ombudsman Complaint Code self-assessment, compliance and performance, to ensure lessons are learned and actions implemented.
- H1.9 Monitor and discuss key risks and escalate to Board where required.
- H1.10 To receive recommendation reports from the Residents Scrutiny Panel and make recommendations to the Ongo Homes Board.
- H1.11 To consider, receive any independent views, e.g. TPAS accreditation reports.

### **H2 Attendance**

- H2.1 Attendance - employees and others, including external advisors and involved tenants, may attend all or part of the meetings at the invitation of the Committee Chair.

### **H3 Accountability**

- H3.1 Accountability - the Ongo Homes Board will always retain overall responsibility for all operational service issues.
- H3.2 The Customer Focus Committee is accountable to Ongo Homes Board for the fulfilment of responsibilities delegated to it as set out in this Terms of Reference.
- H3.3 This Committee shall operate as the Customer Focus Committee for the Ongo Homes Board.
- H3.4 All committee members share responsibility for its decisions and should act only in the interests of Ongo Homes and not on behalf of any constituency or interest group.

- H3.5 The Ongo Homes Board will obtain assurance on the committee's work via minutes and regular verbal feedback from the Committee Chair on all of the Customer Focus Committee meetings.
- H3.6 The Chair of the Customer Focus Committee will ensure that key issues are promptly brought to the attention of the Ongo Homes Board.
- H3.7 The Customer Focus Committee will report formally on its work to the Ongo Board on an annual basis.
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#### **H4 Composition**

- H4.1 Composition - the Committee shall consist of seven members, three from the Ongo Homes Board (one being a tenant, one other being the Board Member with responsibility for complaints), one ex-officio member being the Chair of Community Voice and three independent tenant committee members (must be an Ongo tenant, leaseholder or shared owner). No member may be an Executive.
- H4.2 The Chair shall be appointed by the Board and shall be a tenant.
- H4.3 The Ongo Homes Board Chair may not serve as a member or Chair of the Customer Focus Committee.
- H4.4 On the recommendation of the Committee and the approval of Ongo Homes Board, up to one additional Member may be co-opted to provide particular specialist expertise as and when required.

#### **H5 Quorum**

- H5.1 The quorum for a Committee meeting shall be three, with one of these being a Board Member and two being Independent tenant committee members.

#### **H6 Frequency of meetings**

- H6.1 The Committee will meet a minimum of 4 times a year. The Committee can meet as and when the need arises during the year in order to effectively deliver its responsibilities.

#### **H7 Skill requirements**

- H7.1 Skill requirement - in addition to those set out in the statement of preferred composition, the specific skills requirements for this Committee include:
- Confidence to give honest opinions and add value to decision-making
  - Demonstrating commitment to and understanding of Ongo's values and objectives
  - Scrutiny and challenge
  - Investigative skills
  - Analytical skills
  - Inquisitiveness and independent judgement
  - Ability to dedicate sufficient time and energy
  - Understanding the wider social role of the Ongo Group across local communities

- Understanding of legislation and commitment to the key values of equality, diversity and fairness

## **Additional Information**

### **1. Main Tasks – Service Delivery**

- 1.1 Ensure customers are involved in the co-design of services.
- 1.2 Agree and keep under review customer service and community standards so customers can use landlord services, understand what to expect, and hold Ongo to account (consumer standards); monitor performance against service delivery and the standards (including benchmarking) to ensure lessons are learned and actions implemented.
- 1.3 Ensure Ongo provides safe and good quality homes and landlord services by monitoring the review, consultation and delivery of customer service-related strategies and policies, and key documents such as the design standards of new and existing homes, and tenancy agreements.
- 1.4 Monitor compliance with the Regulator of Social Housing’s Consumer Standards that relate to customer experience and Tenant Satisfaction Measure (TSM) performance, to ensure lessons are learned and actions implemented.
- 1.5 Monitor the Ombudsman Complaint Code self-assessment compliance and performance, to ensure lessons are learned and actions implemented.
- 1.6 Report any relevant risks to the Group Audit & Risk Committee (GARC) and monitor the ‘complaints’ strategic risk.

### **2. Tasks – Understanding Customer Feedback and Insight**

- 2.1 Monitor and review customer feedback (including complaints, compliments, surveys, benchmarking information, customer engagement and consultation); ensure lessons are learned and actions implemented and report key points to Ongo Homes Board.
- 2.2 Monitor customer insight to understand the patterns of resident contact and use this insight to shape services that meet the needs of different groups of customers.

### **3. Main Tasks – Supporting Customers**

- 3.1 Ensure Ongo is delivering fair access to, and equitable outcomes of, housing and landlord services for all tenants; ensuring lessons are learned and actions implemented.
- 3.2 Obtain assurance that Ongo understands and delivers services that meet different customers’ needs, including in relation to equality, diversity and inclusion, vulnerability and those with additional support needs.

### **4. Main Tasks - Scrutiny and Customer Engagement**

- 4.1 Develop and recommend the Customer Engagement Framework and Resident Scrutiny arrangements to the Ongo Homes Board.

- 4.2 Annually monitor the effective implementation of the Customer Engagement Framework, ensuring customers' views are taken into account in decision making about how landlord services are delivered.
- 4.3 Receive regular reports from the Residents Scrutiny Panel on their work and ensure agreed recommendations are monitored and actioned.
- 4.4 Annually monitor the NHF Together with Tenants Charter compliance and performance.
- 4.5 Monitor customer communication and consultation strategies in relation to the Building Safety Act.

## **I Ongo Commercial Board**

### **I1 Functions**

- 11.1 The Ongo Commercial Board is tasked with making decisions on matters concerning the performance of each of the following entities Ongo Heating & Plumbing Ltd and Ongo Roofing Ltd and making recommendations to Ongo Homes Board when appropriate.
- 11.2 The Board must:
- a) Establish strategic plans and targets for each entity governed by this Board within the parameters for activity and resources set by the Ongo Homes Board.
  - b) Approve the associated business plans, budgets, cash flow forecasts and annual financial statements for the member entities.
  - c) Scrutinise regular (at least quarterly) performance reports on performance against key performance targets and financial indicators.
  - d) Agree and monitor corrective actions and associated timescales.
  - e) Provide regular (at least quarterly) summary risk review, monitoring and accountability reports to Ongo Homes Board.
  - f) Escalate any matters of under-performance (operational or financial) to Ongo Homes Board as outlined in the Assurance Framework.
- 11.3 The Board must ensure that the staff, activity and assets of entities governed:
- a) Are appropriately insured.
  - b) Do not present risk or loss to the Ongo Homes social housing assets.
  - c) Operate within the Intra-Group Agreement.
  - d) Are compliant with all relevant legal, regulatory and financial requirements.
  - e) Operate within the standards of governance, behaviour and conduct set by the Group.
  - f) Operate within the governance framework established by the Group.
- 11.4 To be responsible and accountable to Ongo Homes Board for risk management within the commercial areas and escalating issues to Ongo Homes Board when necessary, seeking independent advice as relevant.

### **I2 Attendance**

- 12.1 Attendees such as external advisors may attend all or part of meetings at the invitation of the Commercial Board Chair.

### **I3 Accountability**

- 13.1 Ongo Homes Board will always retain overall responsibility for governance and human resources.
- 13.2 The Commercial Board is accountable to the Ongo Homes Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- 13.3 All Commercial board members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any constituency or interest group.
- 13.4 Ongo Homes Board will obtain assurance on the committee's work via minutes and regular verbal feedback from the Commercial Board Chair on all of its meetings.
- 13.5 The Chair of the Commercial Board will ensure that key issues are promptly brought to the attention of Ongo Homes Board.

### **I4 Composition**

- 14.1 The Board shall consist of five members, two from Ongo Homes Board, one independent member and two Executive Members.
- 14.2 Ongo Homes Board will appoint one of these Members as the Commercial Board Chair, who will be a Non-Executive Member of the Ongo Homes Board.

**15 Quorum**

- 15.1 The quorum for the Commercial Board shall be three; as per Articles of Association for Ongo Commercial, Ongo Heating & Plumbing and Ongo Roofing. Executive Members should be in the minority for quorum purposes, as required by the NHF Code of Governance.

**16 Frequency of meetings**

- 16.1 The Commercial Board must meet at least four times a year.

**17 Skill requirements**

- 17.1 In addition to those set out in the Statement of Preferred Composition, the specific skill requirement for the Commercial Board include:
- Recent experience of commercial management and governance
  - Commercial financial accounting and monitoring
  - Demonstrating commitment to and understanding of Ongo's values and objectives
  - Appreciation of Executive and Non-Executive roles and responsibilities
  - Ability to dedicate sufficient time and energy
  - Confidence to give honest opinions and add value to decision making
  - Inquisitiveness and independent judgement
  - Capacity to keep up to date with the operating environment
  - Understanding Ongo's wider social role across local communities
  - Understanding of legislation and key values of equality, diversity and inclusion

## **J Ongo Communities Common Board**

### **J1 Functions**

- J1.1 The Ongo Communities Common Board is tasked with making decisions on matters concerning the performance of the social enterprise, company and partnership activity undertaken by entities governed by Ongo Communities, Ongo Recruitment and Crosby Brokerage and making recommendations to Ongo Homes Board when appropriate.
- J1.2 The Board must:
- a) Establish strategic plans and targets for each scheme, business or activity within the parameters for activity and resources set by Ongo Homes Board.
  - b) Approve the associated business plans, budgets, cash flow forecasts and annual financial statements for the member entities.
  - c) Scrutinise regular (at least six-monthly) performance reports on performance against key performance targets and financial indicators.
  - d) Agree and monitor corrective actions and associated timescales.
  - e) Provide regular (at least six-monthly) summary risk review monitoring and accountability reports to the Ongo Homes Board.
  - f) Escalate any matters of under-performance (operational or financial) to Ongo Homes Board.
- J1.3 The Board must ensure the staff, activity and assets of entities governed within Ongo Communities:
- a) Are appropriately insured.
  - b) Do not present risk or loss to the Ongo Homes social housing assets.
  - c) Operate within the Intra-Group Agreement.
  - d) Are compliant with all relevant legal, regulatory and financial requirements.
  - e) Operate within the standards of governance, behaviour and conduct set by the Group.
  - f) Operate within the governance framework established by the Group.
- J1.4. To be responsible and accountable to Ongo Homes Board for risk management within the Communities areas and escalating issues to the Ongo Homes Board when necessary, seeking independent advice as relevant.

### **J2 Attendance**

- J2.1. Attendees such as external advisors may attend all or part of meetings at the invitation of the Communities Board Chair.

### **J3 Accountability**

- J3.1 Ongo Homes Board will always retain overall responsibility for governance and human resources.
- J3.2 The Communities Board is accountable to Ongo Homes Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
- J3.3 All Communities Board Members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any constituency or interest group.
- J3.4 Ongo Homes Board will obtain assurance on the Committee's work via minutes and regular verbal feedback from the Communities Board Chair on all of its meetings.
- J3.5 The Chair of the Communities Board will ensure that key issues are promptly brought to the attention of Ongo Homes Board.



**J4 Composition**

- J4.1 The Board shall consist of five members, two from Ongo Homes Board and three Independent Members.
- J4.2 Ongo Homes Board will appoint one of these members as the Communities Board Chair, who will be a Non-Executive Member of the Ongo Homes Board.

**J5 Quorum**

- J5.1 The quorum for the Communities Board shall be three. Executive Members should be in the minority for quorum purposes, as required by the NHF Code of Governance.

**J6 Frequency of meetings**

- J6.1 The Communities Board must meet at least 3 times a year.

**J7 Skill requirements**

- J7.1 In addition to those set out in the Statement of Preferred Composition, the specific skill requirements for this Board include:
- Experience of social enterprise or community development activity
  - Understanding of the local communities in which Ongo operates
  - Experience of managing or governing employment and training services.
  - Experience of managing or governing charitable funding
  - Demonstrating commitment to and understanding of the values and objectives of the Group.
  - Appreciation of Executive and Non-Executive roles and responsibilities
  - Ability to dedicate sufficient time and energy
  - Confidence to give honest opinions and add value to decision-making
  - Inquisitiveness and independent judgement
  - Capacity to keep up to date with the operating environment
  - Understanding the wider social role of the Group across local communities
  - Understanding of legislation and key values of equality, diversity and inclusion

## **K Ongo Developments Board**

### **K1 Functions**

- K1.1 Ongo Developments Ltd will report to the Ongo Homes Board.
- K1.2 It will operate as the development committee for all subsidiaries and legal entities within the Group.

### **K2 Responsibilities**

- K2.1 Ongo Developments is responsible for assisting the Board in fulfilling its development responsibilities and shall monitor the performance of such activities across the Group.
- K2.2 To be responsible and accountable to Ongo Homes Board for risk management within the Development areas and escalating issues to the Ongo Homes Board when necessary, seeking independent advice as relevant.

### **K3 Authority**

- K3.1 Ongo Developments is authorised by Ongo Homes Board to:
  - a) examine any activity within its terms of reference;
  - b) seek any information it requires from any member of staff. All staff will co-operate with any reasonable request made by it; and
  - c) approve investment in projects that form part of a development programme, budget and financial plan that has been approved by Ongo Homes Board and within limits defined by Ongo Homes Board
  - d) review and recommend asset management and development & growth strategies to the Ongo Homes Board as per Delegations Framework
- K3.2 Ongo Homes Board will always retain overall responsibility for agreeing and reviewing the investment strategy in line with relevant policies and for all aspects of financial management, development and investment decisions.

### **K4 Scope**

- K4.1 Subject to all proposals being aligned with strategies approved by Ongo Homes Board and appropriate budgets and working within the limits defined in the Delegations Framework, Ongo Developments is responsible to Ongo Homes Board as appropriate for the following areas of activity.

### **K5 Development investment**

- K5.1 Scrutinising all investment decisions in respect of development activity and significant opportunities for growth, including but not limited to: new development; acquisitions of housing stock; initial assessment of joint ventures (subject to Ongo Homes Board approval); and other major projects.
- K5.2 Review and approval of investment criteria for new development projects (e.g., sales targets and values) and recommend to Ongo Homes Board for approval.
- K5.3 Review and recommend bids for development grants for approval by Ongo Homes Board in line with the Delegations Framework.
- K5.4 Recommending, or otherwise, such investment and growth projects to Ongo Homes Board for approval.

### **K6 Development scheme approvals**

- k6.1 To receive and evaluate reports on proposed development projects, challenging staff and advisers to achieve assurance that the risks and costs of schemes have been fully and appropriately assessed and that projects align with Ongo Homes Board's approved strategies.
- K6.2 To receive reports on any anticipated cost over-runs above an agreed percentage of total approved scheme costs, that percentage being determined by Ongo Homes Board and reviewed from time to time.
- K6.3 Where the cost of a proposed scheme is greater than the limit set by Ongo Homes Board for delegated approvals or where the proposed scheme is outside approved strategies, to make recommendations to Ongo Homes Board for approval with such justification as Ongo Developments Board deems appropriate.
- K6.4 Where project or contract values are in excess of the limits defined by Ongo Homes Board, considering and recommending to Ongo Homes Board for approval:
  - a) proposals relating to the development by the Group for sale or for rent;
  - b) new contracts with funding and grant making bodies;
  - c) monitoring subsequent performance of such programmes;
  - d) formal/binding offers and contractual commitments for new sites and development programmes undertaken by the Group;
  - e) proposals relating to acquisition by the Group or any entity of the Group of any interest in land with a view to future development or sale;
  - f) any joint venture or partnership agreements to enable delivery of development schemes, and any material or asset variation to those agreements in the line with the Delegations Framework, e.g.
    - i. Variation to the original Development or Asset Management Contract (cumulative & total) - variation up to 10% of contact sum and up to £0.5m maximum, where the variation takes it out of development scheme parameters
    - ii. Single variation to the original Development or Asset Management Contract - variation up to 5% of contact sum and up to £0.5m maximum where the variation takes it out of development scheme parameters
- K6.5 Monitoring the performance of any joint venture or significant contract related to Ongo Developments' scope of activity and recommending to Ongo Homes Board any actions necessary to ensure that agreed outcomes are delivered.
- K6.6 Considering new tenure models, their applicability to the range of products offered and the likely or estimated return on scheme investment.
- K6.7 Review and authorise recommendation acquisition of completed properties (over £2m), acquisition of land and any associated future letting of development contracts (over £2m), approval of land and property disposal in line with the Delegations Framework.
- K6.8 Authorisation of letting of asset management contracts (total value £1 to £2m) in line with the Delegations Framework.

## **K7 Programme monitoring and risk management**

- K7.1 At regular intervals, to review and monitor the development programme including (but not restricted to): actual costs compared to forecast; total Work in Progress (WIP); sales performance and profitability; cumulative exposure to contractors/suppliers; cost indices and trends; evidence of need; and demand and such other intelligence and data as may be deemed relevant by Ongo Developments.

- K7.2 To provide a six-monthly review of performance against targets & financial indicators, to Ongo Homes Board.
- K7.3 To monitor the effectiveness of internal controls and systems for business assurance within the development and sales programme, referring as appropriate to internal and regulatory audits to ensure compliance and continuous improvement and liaising with the Audit and Risk Committee concerning any findings.
- K7.4 To monitor an appropriate operational risk register for the development programme, and how effectively management are mitigating the risks.
- K7.5 To provide the Audit and Risk Committee with regular updates on the development risk register to enable it to satisfy the Ongo Homes Board that there is a sufficient and systematic identification, review and management of risks within the organisation.

## **K8 Composition**

- K8.1 Ongo Developments shall consist of four people, two of which must be members of Ongo Homes Board, one will be an Executive Member of Ongo and one will be an Independent Member.
- K8.2 Ongo Homes Board will appoint one of the Ongo Homes Board Members as the Ongo Developments' Chair.
- K8.3 At least one Non-Executive Member of Ongo Developments Board should have significant, recent and relevant development and investment experience.
- K8.4 On the recommendation of Ongo Developments and the approval of Ongo Homes Board, one Co-optee may be appointed to enhance the skills and experience of Ongo Developments.

## **K9 Quorum**

- K9.1 The quorum for meetings shall be two and one must be a Non-Executive Member of Ongo Homes Board. Executive Members should be in the minority for quorum purposes, as required by the NHF Code of Governance.

## **K10 Frequency of Meetings**

- K10.1 Ongo Developments will normally meet quarterly or otherwise as necessary.

## **K11 Skill requirements**

- K11.1 In addition to those set out in the Statement of Preferred Composition, the specific skill requirements for this Board include:
  - Experience of housing development in a public sector or commercial context
  - Understanding of the local housing market in which Ongo Developments operates
  - Experience of managing or governing procurement and / or project management processes
  - Experience of managing or governing investment in growth and development projects
  - Demonstrating commitment to and understanding of Ongo's values and objectives
  - Appreciation of Executive and Non-Executive roles and responsibilities
  - Ability to dedicate sufficient time and energy
  - Confidence to give honest opinions and add value to decision-making
  - Inquisitiveness and independent judgement
  - Capacity to keep up to date with the operating environment

- Understanding the wider social role of Ongo Group across local communities
- Understanding of legislation and key values of equality, diversity and inclusion

#### **K12 Attendance**

K12.1 External advisors may attend all or part of meetings at the invitation of the Ongo Developments' Chair.

#### **K13 Accountability**

K13.1 Ongo Developments is accountable to the Ongo Homes Board for the fulfilment of the responsibilities delegated to it as set out in these Terms of Reference.

K13.2 All Ongo Developments Board members share responsibility for the Board's decisions and should act only in the interests of Ongo and not on behalf of any constituency or interest group.

K13.3 Ongo Homes Board will obtain assurance on Ongo Developments' work via minutes and regular feedback from the Chair on all of Ongo Developments' meetings.

K13.4 The Ongo Developments' Chair will ensure that key issues are promptly brought to the attention of the Ongo Homes Board (and subsidiary boards where necessary).

K13.5 Ongo Developments will report formally on its work to Ongo Homes Board on an annual basis.

#### **K14 Attendance**

K14.1 External advisors may attend all or part of meetings at the invitation of the Ongo Developments' Chair.

## Appendix One: Overview of governance responsibilities and accountabilities

Activity	Ongo Homes	Audit and Risk Committee (ARC)	Governance and Remuneration Committee	Customer Focus Committee	Ongo Commercial Ongo Roofing and Ongo Heating & Plumbing	Ongo Communities, Ongo Recruitment and Crosby brokerage	Ongo Developments and Ongo Home Sales	Other comments
Mission, vision and values	Approve							
Develop and agree corporate strategy and financial business plan(s)	Approve all entities				Recommend for Ongo Commercial	Recommend for Ongo Communities	Recommend for Ongo Dev	
Financial strategy and annual budget for all entities	Approve all entities				Recommend budget for Ongo Commercial	Recommend budget for Ongo Communities	Recommend for budget Ongo Dev	
Monitor and review delivery of corporate strategy against the agreed objectives and business plan(s)	Monitor – Group level		Monitor governance and remuneration elements & report to Ongo Homes Board	Monitor RSH Consumer Standard and Housing Ombudsman requirements & report to Ongo Homes Board	Monitor for Ongo Commercial & report to Ongo Homes Board	Monitor for Ongo Communities & report to Ongo Homes Board	Monitor for Ongo Dev & report to Ongo Homes Board	
Treasury and funding	Approve for Ongo Homes/Group							
Rent and service charge setting	Approve							

<b>Activity</b>	<b>Ongo Homes</b>	<b>Audit and Risk Committee (ARC)</b>	<b>Governance and Remuneration Committee</b>	<b>Customer Focus Committee</b>	<b>Ongo Commercial Ongo Roofing and Ongo Heating &amp; Plumbing</b>	<b>Ongo Communities, Ongo Recruitment and Crosby brokerage</b>	<b>Ongo Developments and Ongo Home Sales</b>	<b>Other comments</b>
Price setting for non-landlord services	Approve where Commercial recommends levels outside the financial parameters and terms set by Board				Recommend to Group if outside approved financial parameters			
Target setting and financial and other performance monitoring for the Group	Set and approve for all Group entities			Recommend within TOR				
Monitoring financial and other performance against targets	Monitor at group level		Monitor for governance and remuneration matters & report to Ongo Homes Board	Monitor customer satisfaction, complaints and operational performance and report to Ongo Homes Board	Monitor for Ongo Commercial & report to Ongo Homes Board	Monitor for Ongo Communities & report to Ongo Homes Board	Monitor for Ongo Dev & report to Ongo Homes Board	
Establish and oversee risk management framework	Approve for the Group	Recommend to Ongo Homes						
Establish framework of delegations and internal controls	Approve for the Group	Recommend to Ongo Homes						

<b>Activity</b>	<b>Ongo Homes</b>	<b>Audit and Risk Committee (ARC)</b>	<b>Governance and Remuneration Committee</b>	<b>Customer Focus Committee</b>	<b>Ongo Commercial Ongo Roofing and Ongo Heating &amp; Plumbing</b>	<b>Ongo Communities, Ongo Recruitment and Crosby brokerage</b>	<b>Ongo Developments and Ongo Home Sales</b>	<b>Other comments</b>
Monitor strategic and operational risk register	Periodic group level reporting Monitor for Ongo Homes & report to ARC	Monitor at group level. Report to Ongo Homes board as required.	Monitor for governance & remuneration matters & report to ARC	Monitor for RSH consumer standards and Housing Ombudsman requirements and report to ARC	Monitor for Ongo Commercial & report to ARC	Monitor for Ongo Communities & report to ARC	Monitor Ongo Dev & report to ARC	
Internal and external audit appointments	Approve	Recommend to Ongo Homes board						
Delegations Framework and standing orders	Approve	Recommend to Ongo Homes board						
Appointment of advisers – solicitors etc.	Approve	Approve within TOR	Approve within TOR					
Appointment of insurers	Approve for Group	Recommend to board						
Constitutional change approvals & dissolutions	Approve				Approve for Ongo Commercial; requires Group	Approve for Ongo Communities; requires Group Parental approval too	Approve for Ongo Dev & Ongo Homes Sales; requires Group	



Activity	Ongo Homes	Audit and Risk Committee (ARC)	Governance and Remuneration Committee	Customer Focus Committee	Ongo Commercial Ongo Roofing and Ongo Heating & Plumbing	Ongo Communities, Ongo Recruitment and Crosby brokerage	Ongo Developments and Ongo Home Sales	Other comments
					Parental approval too		Parental approval too	
Acquisition and merger approval	Approve							
Appointment of the Chief Executive	Approve		May advise and participate as required					
Appointment of Executive Directors	Approve		May advise and participate as required					
Appointment of Non-Executive Directors	Approve		Recommend to the board					
Appointment of company secretary	Approve							
Establish and oversee performance appraisal of Chief Executive and Non-Executives	Approve		Recommend to the board					
Undertake triennial review of collective governance effectiveness	Approve		Recommend to the board					
Undertake regular review of Chief Executive's terms and conditions	Approve		Recommend to the board					
Establishment of committees and	Approve		Recommend to the board					

<b>Activity</b>	<b>Ongo Homes</b>	<b>Audit and Risk Committee (ARC)</b>	<b>Governance and Remuneration Committee</b>	<b>Customer Focus Committee</b>	<b>Ongo Commercial Ongo Roofing and Ongo Heating &amp; Plumbing</b>	<b>Ongo Communities, Ongo Recruitment and Crosby brokerage</b>	<b>Ongo Developments and Ongo Home Sales</b>	<b>Other comments</b>
working groups, their TOR & membership								
All regulatory and legal compliance	Approve within standing orders	Recommend within TOR	Recommend within TOR	Recommend within TOR	Approve within standing orders	Approve within standing orders	Approve within standing orders	
Office accommodation, facilities management and related strategy	Approve							
Growth and development strategy including land and property acquisition	Approve						Deliver within standing orders	
Disposal of assets	Approve							
Stock investment programme	Approve							
Customer voice mechanisms	Approve			Recommend to Ongo Homes Board				
Customer voice reporting	Review and / or approve			Recommend to Ongo Homes Board				
Community investment	Approve strategy and associated resources							
Customer services oversight	Approve			Recommend to Ongo Homes Board				

<b>Activity</b>	<b>Ongo Homes</b>	<b>Audit and Risk Committee (ARC)</b>	<b>Governance and Remuneration Committee</b>	<b>Customer Focus Committee</b>	<b>Ongo Commercial Ongo Roofing and Ongo Heating &amp; Plumbing</b>	<b>Ongo Communities, Ongo Recruitment and Crosby brokerage</b>	<b>Ongo Developments and Ongo Home Sales</b>	<b>Other comments</b>
Commercial service offer & tendering	Approve where commercial recommends levels outside the strategy and financial parameters set by Board				Approve within standing orders			