Policy Owner	Siân Millard	Business Area	Governance
Document Type	Key Policy		

Group Standing Orders

Last approved by the Board: 30 July 2026

Index

1. Introduction and Definitions

1.1 These Standing Orders set out the framework for the effective day to day governance of the Coastline Group and are available on SharePoint for colleagues and the Board's electronic governance system for Non-Executive Directors (NEDs) and Independent Committee Members (ICMs), including Customer Members.

1.2 In all cases these Standing Orders are applicable to any subsidiary company of Coastline unless specifically indicated to the contrary within the subsidiary Standing Orders, as agreed by the Parent Board.

1.3 The requirements for detailed control procedures stems from the delegation by the Board of a number of its powers. In return for those delegated authorities, systems and procedures must be established and operated to protect Coastline's assets and to report to the Board and Committees on how delegated authorities have been utilised. The Scheme of Delegations are set out in Schedules 1 and 2 of these Group Standing Orders.

1.4 In the event of a conflict between the Articles of Coastline Housing Limited (CHL) or any subsidiary and the Standing Orders, the relevant Articles will prevail.

1.5 In all parts of this document the words and terms used will be interpreted in the way specified in the Articles of CHL adopted on 6th March 2014 as amended and headed "Definitions and Interpretation".

1.6 References herein to the "Chief Executive Officer (CEO)" will mean the person appointed by Coastline as the head of its paid Colleagues, notwithstanding the post to which that person is appointed may from time to time be described in some other way.

1.7 References herein to Directors means all NEDs (including co-opted Directors) and the CEO and references to Colleagues includes the CEO and all other Executive Directors. ICMs are expected to comply with these Standing Orders as they apply to Directors, apart from Directors' responsibilities in law. References to Deputy Chair apply equally to a Vice Chair. These Standing Orders do not apply to Volunteers, governance of whom comes under the Volunteer Policy.

1.8 References herein to ICMs will also mean Customer Members of the Customer Experience Committee unless specified otherwise.

1.9 Whenever consistent with the subject matter, reference to "Board" will include Board, Committees, *ad hoc* Committees, Forums and other groups set up by the Board of Management in accordance with the Standing Orders contained within this document.

1.10 Any question as to the proper interpretation or method of implementation of the contents of this document will be referred to the Group Company Secretary and, if not satisfactorily resolved, to the Board for decision.

1.11 Compliance with the Code of Governance (as at Section 2.0), Standing Orders and Terms of Reference is mandatory for Directors and Colleagues.

1.12 In addition, the Board approved the adoption of the NHF Code of Governance (2020 edition) on 16th March 2021, to which all Directors, ICMs and Colleagues are expected to comply.

1.13 This document, which includes Governance Standards and Board and Committee Terms of Reference, were last approved by the Board of Directors on 30 July 2026

2. Governance Standards and Legal Requirements

2.1 Directors of the Board

2.1.1 The Law

All Directors must familiarise themselves with the requirements of the Group Code of Conduct, including the Probity Standard and any good practice guidance issued from time to time by the Regulating body. If in doubt, they must seek advice from the Group Company Secretary.

2.1.2 Public Duty and Private Interest

I. The over-riding duty of Directors when acting as Directors of CHL and when acting as Directors of CHL's subsidiary companies is to Coastline and its customers.

II. Directors have a special duty to ensure that public funds entrusted to Coastline are properly spent for the purpose for which they are provided.

III. Whenever there is a private or personal interest in any question which Directors have to decide, they must not do anything to let that interest influence the decision.

IV. The reputation of Coastline depends upon the conduct of Directors and what the public believes about that conduct. The Group Code of Conduct applies to Directors.

V. It is not enough to avoid actual impropriety; Directors should at all times avoid any occasion for suspicion or appearance of improper conduct, and must adhere to the Nolan Committee's seven principles of public life, namely; selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and the duties set out in the Companies Act 2006;

- To act in accordance with Coastline's constitution (its Articles of Association and Standing Orders) and (where acting as a Director of a subsidiary company) the Articles of Association and Standing Orders applicable to the subsidiary;
- To exercise powers only for the purposes for which they are conferred;
- To promote the success of Coastline (or where acting as a Director of a subsidiary company, the subsidiary);
- To exercise independent judgement;
- To exercise reasonable care, skill and diligence;
- To avoid conflicts of interest; and
- Not to accept benefits from third parties.

VI. In relation to probity, Directors must ensure that they do not break the conditions of any tenancy agreement they may have with Coastline. In the event that a Director is found to be in serious breach of such, that Director will be asked to resign. In each case, the Board will decide what constitutes a "serious breach".

2.1.3 Disclosure of Interests (Directors and Independent Committee Members)

I. Coastline's Articles and Standing Orders (and those of its subsidiaries) make specific provision requiring disclosure of certain interests, direct or indirect. Interests which are not pecuniary can be as important as those which are. Kinship, friendship, membership of an association, society or trade union, trusteeship and many other kinds of relationship can sometimes influence judgement and give the impression that Directors might be acting for personal reasons. A good test is to ask whether others would think that the interest is of a kind to make this possible. If a Director or ICM thinks they would, or is in doubt, they must disclose the interest and withdraw from the meeting.

II. Any disclosures of interest made by a Director or ICM must be recorded in the Register of Interests.

III. The principles about disclosure of interest must be borne in mind in Directors'/ICMs' unofficial relations with other Directors/ICMs' no less scrupulously than at formal meetings of Boards and Committees.

2.1.4 **Meetings and Chairing of Board and Committees**

I. Directors of firms or bodies with which they are personally concerned, may have professional business or personal interests relating to the work of Coastline; such an interest may be substantial and closely related to the work of one or more of Coastline's Committees concerned with such matters as developing land, allocating tenancies, letting contracts etc. Membership of any such Committee should not be accepted or continued if it would involve disclosing an interest so often that the Director would be of little value to the Committee, which would inhibit other Directors or might weaken the confidence of outsiders in the impartiality of Coastline.

II. Directors must not seek or accept membership of a Committee whose business is closely related to a substantial interest or range of interests to themselves or any other body with which they are involved.

2.1.5 **Directors and Colleagues**

I. Both Directors and Colleagues are servants of Coastline and they are indispensable to one another, although their responsibilities are distinct. Directors are responsible to the Board and to the Regulating body, and serve only so long as their term lasts. Colleagues are responsible to Coastline and are appointed under contract. The job of Colleagues is to carry out Coastline's work under the supervision of the CEO who is answerable to the Board.

II. Mutual respect between Directors, ICMs and Colleagues is essential. Close personal familiarity between individual Directors, ICMs and Colleagues can damage this relationship and prove embarrassing to others.

2.1.6 **Gifts and Hospitality**

I. Directors and ICMs should treat with extreme caution any offer of gift, favour or hospitality that is made to them personally, as the person or organisation making the offer may be doing or seeking to do business with Coastline. Working lunches or other social occasions arranged and authorised in line with the Group Expenses Policy or by the Board may be a proper way of doing business, provided that no extravagance is involved. Nor can there be any hard and fast rules about acceptance or refusal of tokens of goodwill on special occasions. But Directors and ICMs are personally responsible for all such decisions and for avoiding the risk of damage to public confidence. The receipt or offer of gifts must be reported in line with the Gifts and Hospitality Policy to the Group Company Secretary or nominee.

II. Directors or ICMs must not seek to gain any special advantage by virtue of Board or Committee membership if they use the services of a consultant, contractor, professional advisor or other individual firm which also works for Coastline. If a Director or ICM uses the services of any such body or individual, the arrangement must be declared to the Group Company Secretary or nominee before the transaction takes place.

2.1.7 **Confidentiality**

A Director or ICM may acquire information which is not available to the general public and which is confidential about certain individuals, about negotiations for the purpose of land or property and so on. It is a grave betrayal of trust to use such information for personal advantage or to pass it on to anyone else and may constitute a breach of UK General Data Protection Regulation with implications for personal liability of the Director or ICM.

2.1.8 **Expenses**

Claims may be made for reimbursement of reasonable expenses actually incurred in connection with duties as a Director or ICM as outlined in the Group Expenses Policy. They must be in proper form and any rules laid down concerning eligibility and entitlement must be scrupulously observed.

2.1.9 **Use of Facilities**

I. Directors and ICMs must ensure that any facilities, such as transport, stationery or secretarial services provided by Coastline for use in the duties of a Director/ICM are used strictly for those duties and for no other purpose. All Directors, ICMs and colleagues with access to any Coastline computer hardware or system are required to sign and adhere to the Group IT Acceptable Use Policy.

II. Directors, ICMs and colleagues are not permitted to use the resources of the Coastline's repairs and maintenance services due to the reputational risk and perception around probity by third parties, unless they are customers.

2.1.10 **General**

It is the personal responsibility of every Director and ICM to apply the requirements of the Law, Standing Orders, relevant Policies, and the NHF Code of Governance 2020 on every relevant occasion. They should make sure that they fully understand them and seek advice, in the first instance from the Group Company Secretary, on any aspect about which they are unsure.

2.2 **Colleagues and ICMs**

Most of the contents of the foregoing section for Directors apply equally to salaried colleagues and ICMs who must at all times ensure that their actions do not give cause for doubt by persons who have dealings with Coastline in any capacity.

If in any doubt about any aspect of these Standing Orders, Colleagues should discuss the matter with the Group Company Secretary.

3. Standing Orders - Governance

3.1 Standing Order No 1 – Directors

3.1.1 Unless specifically authorised by Coastline or the Board thereof, a Director will not issue any order regarding works being carried out by or on behalf of Coastline, or claim by virtue of Board membership any right to inspect or enter on any land or premises which Coastline has a right to enter.

3.2 Standing Order No 2 – Directors' and ICMs' Interests

3.2.1 Coastline will maintain a Register of Interests of individual Directors and ICMs which discloses, at a minimum, their employment, any post of public responsibility, involvement with local authorities or other registered provider and any financial interests they may have relating to the work of Coastline.

3.2.2 The Register will be kept by the Company Secretary or nominee and updated from information supplied by all Directors and ICMs in accordance with the Code of Conduct, including Probity Standards and the arrangements for declaration of interests, gifts and hospitality.

3.2.3 Every person elected, appointed or co-opted to serve on the Board, any subsidiary board, any Committee or other body referred to in the Standing Orders, before acting in that capacity will be provided with a copy of these Standing Orders and relevant policies, and will give notice of any interests under Clause 3.2.1. All such persons will also be required on an annual basis to complete a form supplying information required to up-date the Register of Interests and to complete annual declarations. In addition, Directors and ICMs must ensure that newly arising interests are promptly registered with the Group Company Secretary or nominee as and when they arise.

3.2.4 In the interests of probity and governance the Register of Interests of Directors and ICMs will be published on the Coastline website.

3.3 Standing Order No 3 – Colleagues Interests

3.3.1 Any employee of Coastline who has reason to believe that they have a pecuniary interest, either direct or indirect, in any contract, for work or services, which has been, or is to be, entered into by Coastline will as soon as practicable give notice thereof in writing to the Company Secretary or nominee, who will cause details to be recorded in a Register of such notices to be kept by them.

3.3.2 Such employees must also disclose any positions of public responsibility, directorships of other associations, and any financial or other interests which relate in any way to the work of Coastline.

3.3.3 On receipt of any such disclosure the Company Secretary or nominee may either enter details in the Register or may, following consultation with the Chair, request the employee to remove or reduce the involvement in order to eliminate any suggestion that Coastline or its Colleagues is acting from biased motives. Refusal to comply with any such request by the Company Secretary will be grounds for invoking the disciplinary procedures.

3.4 **Standing Order No 4 – Declarations specific to Board, ICM and Colleague Appointments**

3.4.1 Canvassing of Directors of the Board or senior Colleagues for an appointment to be made by Coastline will disqualify the candidate concerned and the purpose of this Standing Order will be included in documents supplied in connection with the making of the appointment.

3.4.2 A Director of the Board or ICM will not solicit for any person for any appointment with Coastline but this will not preclude the giving of testimonials.

3.4.3 A candidate for any appointment who knows that they are closely connected to a Director of the Board, ICM or colleague will disclose that relationship when making the application and failure to do so will disqualify the candidate or render them liable to dismissal if appointed. Every Director of the Board or member of staff who knows of any relationship with a candidate in advance will disclose details to the Group Company Secretary or nominee. The purpose of this Standing Order will be included in documents supplied to applicants.

3.4.4 For the purpose of this Standing Order, 'closely connected' is defined as anyone who is closely related or a close friend to a colleague or Director. Whilst such a definition is not entirely clear, common sense must be applied by all those involved in the process. The Group Code of Conduct provides additional guidance on the meaning of 'closely connected'.

3.5 **Standing Order No 5 – Board Appointments**

3.5.1 Non-executive Directors will also be Members and Trustees of the Coastline Group and will be appointed by the Board in accordance with the Article 22 and as outlined within the Non-Executive Recruitment and Development Policy.

3.5.2 No Non-executive Director may serve on the Board for more than six years in line with the maximum term of office for Non-executive Directors as set out in the NHF Code of Governance 2020. (Note: The NHF Code also allows, by exception, that the tenure may be extended up to a maximum of nine years in circumstances where "the Board agrees that it is in the organisation's best interests." Article 23.1 reflects this exception allowing for tenures of up to nine years, and Article 23.1.1 allows for an appointment of up to 12 years by special resolution).

3.5.3 For the purposes of the maximum term of office, this will be aggregated across all appointments held, including as an ICM and a Co-opted Director if applicable.

3.5.4 Appointment of employees (colleagues) as Executive Directors shall be in accordance with Article 22 and Coastline policies and procedures.

3.5.4 A Director may resign, be disqualified or removed from their position in accordance with Article 24. If they cease to be a Director for any reason their membership shall also be terminated immediately in accordance with Article 6.

3.5.5 The Board may, in accordance with Article 36 co-opt a maximum of two people to the Board in addition to the number specified Article 21. The Board will be responsible for the appointment and removal of Co-opted Directors and will determine their roles and responsibilities.

3.5.6 The People Committee will advise on the arrangements for appointment and removal of Board Members in accordance with their Terms of Reference.

3.6 **Standing Order 6 – Independent Committee Member Appointments**

3.6.1 Subject to Articles 31.1 - 31.3, the Board may delegate any of its powers under written terms of reference to a committee. Membership of a committee shall be determined by the Board and may include Independent Committee Members and Customer Members of the Customer Experience Committee (ICMs).

3.6.2 The Board will appoint and remove all ICMs unless specifically delegated to a Committee, and accordance with their Terms of Reference.

3.6.3 Notwithstanding the above, the People Committee will advise on the arrangements for appointment and removal of ICMs in accordance with their Terms of Reference.

3.7 **Standing Order No 7 – Colleague (Staff) Appointments**

3.7.1 Coastline will determine and from time to time review staffing levels and no permanent staff will be employed other than where the full costs there-of are provided for within the budget approved by the Board. No appointments without such full budgetary provision will be made without the express approval of the Board.

3.7.2 All vacancies will be publicly advertised, unless they are filled by internal promotion, secondment or transfer, except as otherwise directed by the Board.

3.7.3 All offers of employment for posts at Executive Director or CEO level will be made by the Board. The CEO or appropriate Executive Director will make other offers of employment through the internal People & Culture process.

3.7.4 The CEO will take reasonable steps to ensure that there is no conflict of interest prior to offering a post to any member of staff or prospective employee.

3.7.5 Employees will be subject to the Conditions of Service, which form part of the letter of Contract.

3.8 **Standing Order No 8 – Offers of Accommodation to Board/Colleagues**

3.8.1 Coastline will not make an offer of accommodation (nor grant any benefit of payment) to Colleagues or to former Colleagues, to Directors or former Directors, ICMs or former ICMs or to any close connection thereof, other than in accordance with the guidance and exemptions issued from time to time by the Regulating body and in accordance with the Code of Conduct, including the Probity Standard.

3.9 **Standing Order No 9– Procedures of the Board**

3.9.1 The Chair, Deputy Chair and Directors of the Board must adhere to their Terms of Appointment and Role Profile issued relevant to their position.

3.9.2 A timetable of scheduled Board and Committee meetings and meetings of subsidiaries sharing a common board of directors with the CHL Board will be agreed annually by the Board. Any changes or additions will be made in agreement with the Chair and all Directors given at least seven days' notice.

3.9.3 Agendas providing the date, time and place of every Board, Committee meeting and (where the subsidiary shares a common board with the Parent Board) subsidiary board will be issued by the Group Company Secretary or nominee as to give Directors not less than seven clear days' notice thereof.

3.9.4 Board and committee meetings may be held:

- wholly in person;
- wholly by electronic means; or
- as hybrid meetings,

provided all participating members can communicate with each other throughout the meeting, and that members participating electronically count as present for quorum and voting.

3.9.5 The Group Company Secretary will make sure that all matters to be considered at the meeting, and copies of all relevant reports and documents, will accompany the notice of the meeting. Other matters (including papers tabled at a meeting with the approval of the Chair) may be dealt with at the discretion of the Board, Committee or relevant subsidiary board.

3.9.6 Documents submitted to the Board are to be kept in accordance with the Data Retention Policy.

3.9.7 The Company Secretary will arrange for minutes to be prepared usually within ten working days of a meeting being held and will issue a copy to all Directors with the papers for the following meeting, via the meeting administration software system.

3.9.8 Where Executive Directors are Board Directors their decision-making roles on Committees will be limited as set out in the Terms of Reference of the Committees and set out in these Standing Orders as amended from time to time.

3.9.9 The Board will, and Committees may, elect one of their number to act as Deputy Chair and the person so elected will preside at meetings of the Board or Committee in the absence of the Chair. When so deputising, the Deputy Chair will be entitled to exercise all powers and duties of the Chair.

3.9.10 In accordance with Article 30 of the Articles of Association, the Board shall appoint the Chair and Deputy Chair of the Board from amongst the Non-Executive Directors. Prior to making an appointment, all eligible Non-Executive Directors shall be given the opportunity to express an interest in the role. The Board shall determine the appointment having regard to the requirements of the role profile, the skills and experience of candidates, and any recommendation of the People Committee.

3.9.11 The Board may establish and appoint to Committees, Working Parties, Forums, Panels or other groups with or without delegated powers and will determine their terms of reference and membership, which may include persons, who are not Directors of Coastline. The Board may at any time review the terms of reference, powers and membership of any group. No such body will themselves be authorised to delegate or refer any part of their functions to any other group other than as provided for within the body's terms of reference. The procedure for appointing to (see also Standing Order 6 above) and electing to Committees, Working Parties, Forums and Panels will be laid down and revised as necessary by Resolution of the Board.

3.9.12 The CEO will obtain Board approval before commencing Court action not covered by delegated authority or by request from a lending authority.

3.9.13 The Group Company Secretary or nominee will keep the Company's Seal securely and is authorised to apply it to validate documents giving effect to decisions previously made by the Board or under delegated authority. Particulars of every sealing will be entered in a Register and signed by each of the persons attesting the Seal in line with Coastline's procedure for sealing documents, subject to the rules of the Company.

3.9.14 Any two Board Directors or one of the Executive Team or Group Company Secretary together with any Board Director are authorised to attest the use of the Company's seal on the following documents executed as deeds under seal;

I. Transfers for properties sold in accordance with the provisions of the Housing (Preservation of Right to Buy) Regulations 1993, the Housing (Right to Acquire) Regulations 1997 or any further regulations made pursuant to Section 171C of the Housing Act 1985 or Section 17 of the Housing Act 1996 (as it applies by virtue of Section 184 of the Housing and Regeneration Act 2008) or any statutory modification or re-enactment of the relevant legislation provided that the form of transfer and sale price has been approved by the CEO or relevant Executive Director, or his/her duly authorised Colleagues:

II. Any document for the acquisition or disposal of any land or property or the dealing of any legal estate or interest in land or property in accordance with resolutions of the Board or a Committee of Coastline or a decision of the CEO (or his/her duly authorised Colleagues) to whom power of their behalf has been duly delegated;

III. Joint contracts, shared-ownership leases, tribunal contracts and other contracts executed under seal, which have been procured in accordance with the provisions of the Coastline's Financial Regulation; and

Certain disposals under the Charity Act 2011 (as amended) on behalf of the trustees. By way of process the Board will be asked to confirm that the terms of the disposal are reasonable (based on professional valuation) via e-governance, requiring a simple majority for approval.

3.9.15 The Director of Finance is responsible for keeping the Register of Charges.

3.9.16 Decisions of the Board or a Committee may, where appropriate, be taken outside a formal meeting using electronic or other written means, provided that:

- the matter is circulated to all members entitled to receive notice of meetings of the Board or Committee (as applicable);
- a quorum of members eligible to vote on the matter has indicated agreement; and
- the decision is recorded in writing.

Any decision taken in this way shall have the same effect as if it had been approved at a duly convened meeting of the Board or Committee. A record of the decision and the members participating shall be retained and reported to the next available meeting for noting.

3.10 **Standing Order No 10 – Suspension, Variation and Revocation of Standing Orders**

3.10.1 The operation of any Standing Order may be suspended so far as it affects any items of business being transacted at any meeting of the Board, provided a resolution to that effect is carried by a majority of not less than two-thirds of those present.

3.10.2 Any proposal to add to, vary or revoke Standing Orders may not be put into effect until it has been referred to the Board at least seven days before the meeting at which it is to be considered.

3.10.3 A resolution to add to, vary or revoke Standing Orders will be carried only if not less than two-thirds of the whole number of Directors are in favour.

4. Board and Committees – Terms of Reference

4.1 Board – Terms of Reference

4.1.1 Composition

I. The Board comprises up to twelve Directors per Article 21, including up to two Executive Directors (Article 22.4) , plus up to two co-opted Directors (Article 36). The target optimum operational size being eight Non-Executive Directors and the CEO, but higher numbers of Non-Executive Directors may be considered e.g. for succession planning.

II. The Board will be chaired by the Chair of Coastline.

III. The Role of Chair and Deputy Chair of the Board should not be held by an Executive Director.

IV. The Board will be supported by the Executive Team.

V. The Chair will seek to ensure that meetings do not exceed three hours in duration.

VI. The members of the Board will also act wholly or mainly as the board of directors of CHL's subsidiaries, Coastline Services Limited (CSL), Coastline Care Limited (CCL), Coastline Homes Limited (CHM) and Coastline Design and Build Limited (CDBL), as a common board.

4.1.2 Quorum

I. In accordance with Article 28.1, the Board has fixed the quorum for Board meetings at 50% of Board membership rounded up to the nearest whole number will form a quorum. In the event of the meeting not being quorate, an informal meeting may be held to deal with urgent matters, but action upon decisions so made will be taken only in accordance with existing delegated authority. Full details of such action and reason(s) for it will be reported in writing to the next meeting of the Board for endorsement.

II. Any Director seeking to leave before the end of the meeting should report same at the commencement of the meeting, to the Chair to ensure;
   a. Any deficiency in eligible quorum is identified; and
   b. Meeting timescales can be adjusted accordingly.

III. Attendance at meetings shall normally be in person. However, facilities for hybrid meetings shall be made available to the Board. Members shall inform the Group Company Secretary in advance of a meeting if intending to participate virtually. The Group Chair will be responsible for determining the allowed frequency of attending meetings virtually. However, Board meetings planned as 'Strategy Days' shall be attended in person.

IV. For the avoidance of doubt, any person attending a Board meeting who is not a member of the Board, including observers, advisers, officers, auditors, or other attendees, shall not count towards the quorum and shall have no effect on the determination of whether the meeting is quorate.

4.1.3 **Purpose and Objective**

Purpose
The purpose of the Board is to determine strategy, direct, control, scrutinise and evaluate the Group and Coastline's affairs; management of the Group is delegated to Coastline's staff via the Executive Team.

Objective

To ensure that the strategic direction of the Group is defined and achieved to the full extent possible, having regard to its legal, social and ethical obligations to customers, those in housing need and the communities in which it operates.

4.1.4 **Responsibilities**

The Board is ultimately responsible for all decisions and actions taken in the name of Coastline and the Group.

Specific responsibilities include;

I. Leadership;

   a. Define and ensure compliance with the values, mission and strategic objectives of the Coastline, ensuring its long-term success.
   b. Establish a framework for approving strategies, policies and plans to achieve the objectives in 4.1.3 above.
   c. Appraise the critical issues facing Coastline.
   d. Corporate planning.
   e. Establish a framework for the identification, management and reporting of risk, in order to safeguard the physical assets, colleagues and customers of Coastline.
   f. Set clear performance targets for management.
   g. Set Executive Team responsibilities.
   h. Communicating with stakeholders.
   i. Setting the behavioural tone of the organisation, including in terms of displaying the Coastline Values and attitude to safety, health and environmental performance.
   j. Establish and oversee a framework of delegation (see Schedules 1 and 2) and systems of internal control which are reviewed regularly.
   k. Agree or ratify policies and decisions on all matters that might create significant financial or other risk to Coastline or which raise material issues of principle, in accordance with the Framework of Delegation at (j) above.
   l. Monitor Coastline's performance in relation to the strategies, plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable organisations.
   m. Appoint (and, if necessary, remove) Non-Executive Directors and Independent Committee Members (to include Customer Members of the Customer Experience Committee) following agreed procedures and approve their remuneration, benefits and terms of appointment.

n. Appoint (and, if necessary dismiss) the Chief Executive Officer and other Executive Team members following agreed procedures and approve their salary, benefits and terms of employment.
o. Satisfy itself that the organisation's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and regulatory requirements.
p. Following Coastline's constitution in appointing (and if necessary removing) the Chair of the Board and Directors.
q. Establish a strong working relationship between the Board, the Chief Executive Officer, all Executive Team members and other senior Colleagues.
r. Assess how Coastline follows the recommendations of the NHF Code of Governance 2020 and state compliance and non-compliance in the annual financial statements.
s. Establish a Code of Conduct and expected behaviour of the Board and colleagues, delegated to Audit, Risk and Assurance Committee for approval.
t. Determine the Group's risk appetite and risk tolerances and oversee the management of principal strategic risks.
u. To act as the board of directors of each of CSL, CCL, CHM and CDBL as a common board with CHL.

II. Monitoring the business of Coastline and Group;

a. To set, monitor and periodically review Coastline's Strategies and policies retained by the Board within the Policy and Strategy Approval Framework (Section 6), periodically review compliance with the framework. To resolve any conflict concerning policies which the appropriate committee has not been able to resolve.
b. To set, monitor, periodically review and amend the Group and Coastline's:
   - Corporate plan;
   - Business plan;
   - Annual budget;
   - Internal control assurance; and
   - KPI's (including Tenant Satisfaction Measures).
c. To ensure the views and needs of customers inform strategy, assurance and decision-making.
d. To prepare reports for and where necessary consider and respond to reports from the;
   - Regulating body in discharging its regulatory function (including the RSH and CQC);
   - Coastline's external auditors;
   - Coastline's funders;
   - The Charity Commission;
   - The Housing Ombudsman Service; and
   - Any other relevant body.
e. To ensure compliance with statutory and regulatory requirements.
f. To approve the acquisition and disposal of assets in accordance with Financial Regulations.

III. Ensure effective governance of Coastline and Group:

a. On an annual basis, to review its own performance to ensure that it is operating effectively and receive reports from all Committees upon the same.

b. Adopt the Code of Governance for the Group and monitor compliance with its provisions.
c. Adopt an annual Governance Action Plan to promote continuous governance improvements.
d. At least every three years, commission an external adviser to support the board effectiveness review;

IV. To create and delegate authority to Committees, including approval of Committee memberships and Chair (per Article 31.2), working groups or Colleagues;

V. To respond to legal actions against Coastline and to deal with legal proceedings taken by Coastline;

VI. To agree Coastline's response to any report issued by the Regulator for Social Housing, when required;

VII. Satisfy itself as to the integrity of financial information and approve each year's accounts prior to publication, and approve each years' budget and business plan;

VIII. Establish and monitor a mechanism for communicating and receiving feedback from Coastline's stakeholders;

IX. To receive and consider assurance reports from all subsidiaries, committees, working parties and other bodies which form part of Coastline and whose membership comprises at least one Director.

4.1.5 **Reservation of Powers**

Matters reserved for the Board's decision are;

I. Expansion of Coastline's operations into new activities or geographical areas.

II. Any decision to cease a material part of Coastline's operations.

III. Changes to corporate structure, including the setting up of subsidiaries and establishment or removal of any Committees of the Board.

IV. Approval of resolutions or business matters to be put forward by the Board to a General Meeting of Members.

V. Changes to the structure, size and composition of the Board.

VI. Approval of Committee and subsidiary board membership.

VII. Appointment or removal of Directors to the board of subsidiaries or other organisations.

VIII. Appointment or removal of any officer of the Board including the Company Secretary.

IX. Overseeing major strategic projects in line with the Delegations Framework at Schedule 2.

X. Action required as a result of a conflict of interest arising for individual Directors.

XI. Approval of strategies and key policies as set out in the Policy and Strategy Approval Framework at Schedule 1 and Delegations Framework at Schedule 2.

XII. Changes to the schedule of matters reserved for Board decisions.

4.1.6 **Life Span**

The Board is a permanent body of all entities of the Group.

4.1.7 **Frequency of Meetings**

The Board will meet at least six times in each calendar year and no more than two months apart, or more often as and when required.

4.2 Audit, Risk and Assurance Committee – Terms of Reference

4.2.1 Composition

I. The Committee comprises a minimum of three Non-Executive Directors one of whom will be the Committee Chair. Members will be appointed by the Board based on relevant skills and experience. Committee membership is subject to regular review by the Board and may be varied from time to time. An individual's appointment to a Committee shall cease if they cease to be a Director of the Board. Specific skills and experience requirements include financial, audit, risk and assurance, internal control and performance management.

II. The Chair of the Committee will be appointed by the Board annually and, if the need arises at other times determined by the Board. The Chair of the Board cannot serve on this Committee, but may attend committee meetings by invitation.

III. In the absence of the Committee Chair, another Non-Executive Director who is a member of the Committee shall chair the meeting. Where possible, this will be agreed in advance with the Committee Chair.

IV. Executive Directors may not be members of the Audit, Risk and Assurance Committee, but may attend in an advisory capacity.

V. Up to two Independent Committee Members may be appointed by the Board to strengthen skills as appropriate. Independent Committee Members will have a vote upon committee decisions.

4.2.2 Quorum

I. A minimum of three committee members two of whom must be Non-Executive Directors will form a quorum. Independent Committee Members are included for the purpose of overall quorum.

II. Any member seeking to leave before the end of the meeting should report same at the commencement of the meeting to ensure;
   a) Any deficiency in eligible quorum is identified; and
   b) Meeting timescales can be adjusted accordingly.

III. The Committee cannot meet formally without company secretarial administrative support being present.

IV. Attendance at meetings shall normally be in person. However, facilities for hybrid meetings shall be made available to the Committee. Members shall inform the Group Company Secretary in advance of a meeting if intending to participate virtually. The Committee Chair will be responsible for determining the allowed frequency of attending meetings virtually.

V. Where a Non-Executive Director member of the Committee is unable to attend, they may ask another Non-Executive Director of the Board to attend the meeting in their place, subject to agreement with the Committee Chair (or the Director chairing the meeting in their absence). Any such Director attending in place of a Committee member:

- shall count towards quorum;
- may participate fully in discussion and decision-making; and
- shall not be regarded as a member of the Committee.

VI. For the avoidance of doubt, any person attending a Committee meeting who is not a member of the Committee, including observers, advisers, officers, auditors, or other attendees, shall not count towards the quorum and shall have no effect on the determination of whether the meeting is quorate.

4.2.3 **Objective and Statement of Purpose**

The objective of the Committee, on behalf of the Board, is to receive assurance on Group activities and oversee the audit and risk processes of the Group and, in particular, to ensure that the Group has an adequate and effective internal control system and risk management arrangements. The Committee is also responsible for ensuring that the Group has effective processes for delivering the performance management framework as adopted by the Group.

The purpose of the Coastline Group Audit, Risk and Assurance Committee (ARAC) is to 'have a collective independence of mind' by monitoring all aspects of risk, assurance and compliance for the Group on behalf of the Board. It undertakes this role within the context of supporting the Group's charitable aims and mission statement. The Committee undertakes this role in a way that supports Coastline's values. Within this context, the role of the Committee typically involves supporting, acting as a critical friend and, where necessary, challenging the organisation.

The Committee's remit includes responsibility, engagement in and review of:

- Internal controls and assurance;
- Third party assurance;
- Performance management;
- Modern slavery statement;
- Safeguarding;
- External audit;
- Internal audit;
- Risk management; (including risk associated with the now closed defined benefits pension scheme)
- Statutory and regulatory compliance; and
- Specific delegated policies.

4.2.4 **Responsibilities**

Internal Controls and Assurance

I. To ensure and satisfy the Board that the Group has an effective and efficient assurance process which covers all the key elements of the Group's activities and internal processes, and that it receives and considers within each financial year reports from Management and the Group's auditors and other advisers on the effectiveness or otherwise of all significant elements of the assurance process.

II. To review the annual statement on internal control systems for inclusion in the Annual Financial Statements and make appropriate recommendations to the Board.

III. To receive internal and external assurance reports in relation to Group activities including Safety, Health and Environment, legal compliance in relation to property, statutory and regulatory compliance. Where necessary seek further assurance to be reported to the Board.

IV. To keep areas of assurance under review and seek additional assurance on new or evolving issues.

Internal Audit

I. To consider the internal audit arrangements, including the appointment, reappointment or otherwise, fees, methods and terms of engagements. Monitor and review the effectiveness of the Internal Audit function in the context of the overall risk management system.

II. To receive and review reports produced by the internal auditor and to ensure the adequacy of the management response to address issues raised by the internal auditor.

III. To approve the annual and strategic internal audit plans.

IV. To receive the internal auditor's annual report, consider and approve the management response to it, and recommend its acceptance by the Board.

V. To meet the Internal Auditors at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.

External Audit

I. To ensure that the Group has appropriate and efficient external audit arrangements by considering and making recommendations to the Board in relation to the appointment, re-appointment and removal of the Group's External Auditor. The Committee shall oversee the selection process for new Auditors.

II. To oversee the relationship with the External Auditor including, but not limited to, approval of their fees and their terms of engagement.

III. To agree the policy and procedures for contracting for non-audit services provided by the external auditors.

IV. To meet the External Auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.

V. To review the management report and audit highlights memorandum produced by the external auditor and to ensure the adequacy of the management response to address issues raised by the external auditor.

VI. To review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.

VII. To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.

Risk Management

I. To oversee a framework for the identification, management and reporting of risk, in order to safeguard the physical assets, colleagues and customers of Coastline.

II. To ensure that the Group has effective and efficient ongoing risk management processes and to regularly review the strategic and operational risk maps of the Group.

III. To ensure that all identified significant weaknesses in the internal control and risk management arrangements of the Group are addressed to the satisfaction of the Committee.

IV. To periodically review the Group's business environment, risk profile and significant risks and to bring to the prompt attention of the Board any matters which the Committee considers present unacceptable risks to the Group.

V. To ensure that business continuity plans are in place and tested to agreed timescales.

VI. To periodically review the Asset and Liability Register.

General

I. To review the whistle blowing (confidential concerns)and fraud reporting arrangements for Colleagues to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

II. To oversee operation of the Group's Value for Money arrangements.

III. To provide assurance to the Board that the Coastline complies with all statutory duties placed on Coastline, noting that the Board retains ultimate responsibility.

IV. To determine, implement and monitor compliance with, and periodically review those of the Group's policies which have been specifically identified as being the responsibility of the Committee, as set out in the Policy and Strategy Approval Framework at Section 6 of the Standing Orders.

V. To consider and approve where appropriate any decisions delegated within the Schedule of Delegations at Schedule 2.

VI. To monitor the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance, reviewing significant financial reporting judgements contained in them.

VII. To report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

VIII. To ensure the effective co-ordination between internal and external audit.

IX. To review and annually appraise the effectiveness and value for money of both the external and internal audit services.

X. To receive reports on any regulatory or compliance issues which may affect the Group or the scope of its responsibilities.

XI. To periodically review and make recommendations to the Board on these Terms of Reference.

XII. To commission special investigations into matters of particular concern relating to internal controls.

4.2.5 **Decision Making**

The Committee has delegated authority to make such decisions as it considers necessary to undertake its responsibilities. All such decisions must be wholly consistent with the strategy, business plan and budget approved by the Board, and take into account the terms of reference of other Committees. Any decisions which the Committee wishes to make but which do not satisfy these requirements must be referred to the Board with a full report specifically identifying the conflicting requirements and stating the course of action which the Committee wishes to take.

4.2.6 **General**

The Committee may, through the Chair and/or Group Company Secretary, obtain external legal or professional advice in connection with its Purpose. Any legal or professional expenses incurred in obtaining such advice shall be reasonable and proportionate in the circumstances.

At least once a year the Committee should review, and report to the Board, its own performance to ensure that it is operating effectively.

The name and contact details of the Chair of the Audit and Risk Committee shall be made available on the intranet for Colleagues and in the whistle –blowing (confidential concerns) procedures.

4.2.7 **Life Span**

The Committee is established by the Board in accordance with the Articles of Association as an Audit, Risk and Assurance Committee.

The Board will keep the Committee’s remit, composition and effectiveness under regular review and may amend its terms of reference and membership as required. The Committee shall continue in existence for so long as required under the Articles of Association.

4.2.8 **Frequency of Meetings**

The Committee will meet at least four times a calendar year, no more than four months apart, or more often, as and when required.

4.3 Property and Investment Committee – Terms of Reference

4.3.1 Composition

I. The Committee comprises a minimum of three Non-Executive Directors one of whom will be Committee Chair. Members will be appointed by the Board based on relevant skills and experience. Committee membership is subject to regular review by the Board and may be varied from time to time. An individual's appointment to a Committee shall cease if they cease to be a Director of the Board.

II. The specific skills and experience needed on the Property and Investment Committee are as follows:
- Treasury management, to include interest rate management and procurement of loan finance;
- Business planning and strategic long-term forecasting techniques;
- Development, to include knowledge of relevant grant funding;
- Asset management and related maintenance;
- Risk management and related understanding of taking long-term strategic decisions; and
- Scrutiny and monitoring performance.

III. Property and Investment Committee members should have a range of skills, knowledge and experience. Ideally each member should have skills spanning more than one area.

IV. The Chair of the Committee will be appointed by the Board annually and if the need arises at other times determined by the Board.

V. In the absence of the Committee Chair, another Non-Executive Director who is a member of the Committee shall chair the meeting. Where possible, this will be agreed in advance with the Committee Chair.

VI. Executive Directors may not be members of the Committee but can attend in an advisory capacity.

VII. If unavailable a member of the Committee may appoint an Alternate from the Board by agreement with the Chair of the Committee.

VIII. Up to two Independent Committee Members may be appointed by the Board to strengthen membership as appropriate. Independent Committee Members will have a vote upon committee decisions.

IX. A customer member of the Customer Experience Committee may be appointed by the Board to provide customer influence and assurance. Customer members will have a vote upon committee decisions.

4.3.2 Quorum

I. A minimum of three Committee members two of whom should be Non-Executive Directors will form a quorum Independent Committee Members are included for the purpose of quorum.

II. Any Member seeking to leave before the end of the meeting should report same at the commencement of the meeting, to ensure any deficiency in eligible quorum is identified and meeting timescales can be adjusted accordingly.

III. The Committee cannot meet without company secretarial administrative support being present.

IV. Attendance at meetings shall normally be in person. However, facilities for hybrid meetings shall be made available to the Committee. Members shall inform the Group Company Secretary in advance of a meeting if intending to participate virtually. The Committee Chair will be responsible for determining the allowed frequency of attending meetings virtually.

V. Where a Non-Executive Director member of the Committee is unable to attend, they may ask another Non-Executive Director of the Board to attend the meeting in their place, subject to agreement with the Committee Chair (or the Director chairing the meeting in their absence). Any such Director attending in place of a Committee member:
- shall count towards quorum;
- may participate fully in discussion and decision-making; and
- shall not be regarded as a member of the Committee.

VI. For the avoidance of doubt, any person attending a Committee meeting who is not a member of the Committee, including observers, advisers, officers, auditors, or other attendees, shall not count towards the quorum and shall have no effect on the determination of whether the meeting is quorate.

4.3.3 **Objective**

The purpose of the Committee, on behalf of the Board, is to oversee and maximise the medium and long-term investments of the Group, in particular, to ensure that treasury management, development and asset management are operated on a commercial basis, balancing appropriately the risks and rewards in each area.

4.3.4 **Responsibilities**

I. To develop and review the Group's long-term (currently 30 year) Strategic Business Plan to ensure that the Group's key corporate strategies can be achieved.

II. To develop, review and approve the Group's Treasury Management Strategy.

III. To constantly keep under review the Group's liquidity management and maximise investment of surplus funds.

IV. To constantly keep under review the Group's Interest Rate Management (IRM) steering the appropriate course between risk and reward.

V. To oversee the Group's development programme including sales under the Shared Ownership Programmes and the related rates of return and delivery of the Homes England funded schemes.

VI. To develop, review and approve the Group's development and new business appraisal methodology including scheme delegated parameters.

VII. To determine, implement and monitor compliance with, and periodically review those of the Group's policies which have been specifically identified as being the responsibility of the Committee within the Policy & Strategy Approval Framework set out in Section 6.

VIII. To consider and approve where appropriate any decisions delegated within the Delegation Framework at Section 6.

To oversee the strategies within its remit per the Policy Framework.

IX. To monitor key performance indicators related to the responsibilities of the Committee.

X. To oversee the Defensive Action Plan review.

XI. To monitor the contractual arrangements for each development scheme to ensure adequate insight is maintained by the Committee as to the level of exposure to the Group through contracts held by other companies within the Group.

4.3.5 **Decision Making**

The Committee has delegated authority to make such decisions as it considers necessary to undertake its responsibilities. All decisions must be wholly consistent with the strategy, business plan and budget approved by the Board, and take into account the terms of reference of other Committees.

Any decisions which the Committee wishes to make but do not satisfy these requirements must be referred to the Board with a full report specifically identifying the conflicting requirements and stating the course of action which the Committee wishes to take.

4.3.6 **General**

The Committee may, through the Chair and/or Group Company Secretary, obtain external legal or professional advice in connection with its Purpose. Any legal or professional expenses incurred in obtaining such advice shall be reasonable and proportionate in the circumstances..

At least once a year, the Committee should review, and formally report to the Board, its own performance to ensure that it is operating effectively.

4.3.7 **Life Span**

The Committee is established by the Board as a standing committee of the Group. Its remit and continued operation are subject to review by the Board, which may amend or discontinue the Committee at any time.

4.3.8 **Frequency of Meetings**

The Committee will meet at least three times per calendar year, or more often as and when required.

4.4 Customer Experience Committee – Terms of Reference

4.4.1 Composition

The Committee comprises a minimum of two Non-Executive Directors, and up to three customer members. Where the Group is undertaking recruitment, induction or planned succession of customer members, the Committee may, with the agreement of the Board (or the Group Chair on behalf of the Board), include additional customer members on a temporary basis to enable effective handover, continuity and learning. Any such temporary increase will be time-limited and kept under review, with the expectation that customer membership will ordinarily return to no more than three.

I. Members will be appointed by the Board based on relevant skills and experience. Committee membership is subject to regular review by the Board and may be varied from time to time. An individual's appointment to a Committee shall cease if they cease to be a Director of the Board or an ICM/Customer Member.

II.

III. Executive Directors may not be members of the Committee but can attend in an advisory capacity.

IV. The Chair of the Committee will be appointed by the Board. Such appointment to be undertaken with prior consultation to the customer members and any other members as appropriate.

V. In the absence of the Committee Chair, another Non-Executive Director who is a member of the Committee shall chair the meeting. Where possible, this will be agreed in advance with the Committee Chair.

VI. Other stakeholders by invitation of the Committee for specific meetings or items e.g. leaseholders, shareholders, extra care, homeless clients .

VII. Customer Membership of the Committee is not available to Coastline staff members.

VIII. Up to two Independent Committee Members may be appointed by the Board to strengthen membership as appropriate.

IX. Both Independent Committee Members and Customer members will have a vote upon committee decisions.

4.4.2 Quorum

I. A minimum of three members to include at least one customer and two Non-Executive Directors will form a quorum. Independent Committee Members or Customer Members are included in overall quoracy.

II. Any Member seeking to leave before the end of the meeting should report same at the commencement of the meeting to ensure;

a) Any deficiency in eligible quorum is identified; and
b) Meeting timescales can be adjusted accordingly.

III. The Committee will meet quarterly and the minutes and any recommendations will be presented under the Minutes of Group Committees section of the Board agenda.

IV. The Committee cannot meet without company secretarial administrative support being present

V. Attendance at meetings shall normally be in person. However, facilities for hybrid meetings shall be made available to the Committee. Members shall inform the committee secretariat in advance of a meeting if intending to participate virtually. The Committee Chair will be responsible for determining the allowed frequency of attending meetings virtually.

VI. Where a Non-Executive Director member of the Committee is unable to attend, they may ask another Non-Executive Director of the Board to attend the meeting in their place, subject to agreement with the Committee Chair (or the Director chairing the meeting in their absence). Any such Director attending in place of a Committee member:
- shall count towards quorum;
- may participate fully in discussion and decision-making; and
- shall not be regarded as a member of the Committee.

VII. For the avoidance of doubt, any person attending a Committee meeting who is not a member of the Committee, including observers, advisers, officers, auditors, or other attendees, shall not count towards the quorum and shall have no effect on the determination of whether the meeting is quorate.

4.4.3 **Objective**

The purpose of the Committee, on behalf of the Board, is to monitor and review all Customer Service activities covered by the Group (e.g. delivery of responsive repairs service, investment activities in existing homes, supported housing services, income collection, service failures, complaints, and anti-social behaviour), ensuring any lessons learned for improving customer service are implemented.

The Committee will make recommendations to the Board to ensure full and proper consideration of the customer experience within the Governance Structure.

It is the intention and every attempt will be made to make this an interactive Committee, to assist it in its aim of getting insight into customer service and not simply present reports. The Committee may establish sub-groups or Task and Finish groups to lead on specific activities.

4.4.4 **Responsibilities**

I. Monitor overall customer satisfaction and business benchmarking;

II. Monitor Tenant Satisfaction Measures, ensuring these are implemented in accordance with the Regulator of Social Housing expectations;

III. Monitor key customer service and operational/financial performance metrics within the context of our Trust Charter commitments;

IV. Monitor service failures, complaints and compliments and ensure implementation of any lessons learnt, 'in line with the Housing Ombudsman Service Complaint Handling Code;

V. Receive reports on any customer surveys across the Group and ensure implementation of any lessons learnt;

VI. Receive findings from any Customer Voice reports and ensure implementation of any lessons learnt;

VII. To oversee the strategies within its remit per the Policy Framework.

VIII. Consider any innovation or changes proposed where customer / client service is impacted across the Group; and

IX. To determine, implement and monitor compliance with, and periodically review those of the Group's policies which have been specifically identified as being the responsibility of the Committee, as set out in the Policy and Strategy Approval Framework at Section 6 of the Standing Orders.

4.4.5 **Decision Making**

The Committee has delegated authority to make such decisions as it considers necessary to undertake its responsibilities. All such decisions must be wholly consistent with the strategy, business plan and budget approved by the Board, and take into account the terms of reference of Group Committees.

Any decisions which the Committee wishes to make but which do not satisfy these requirements must be referred to the Board with a full report specifically identifying the conflicting requirements and stating the course of action which the Committee wishes to take.

4.4.6 **General**

The Committee may, through the Chair and/or Group Company Secretary, obtain external legal or professional advice in connection with its Purpose. Any legal or professional expenses incurred in obtaining such advice shall be reasonable and proportionate in the circumstances.

At least once a year, the Committee should review, and formally report to the Board, its own performance to ensure that it is operating effectively.

4.4.7 **Life Span**

The Committee is established by the Board as a standing committee of the Group. Its remit and continued operation are subject to review by the Board, which may amend or discontinue the Committee at any time.

4.4.8 **Frequency of Meetings**

The Committee will meet four times a calendar year, no more than four months apart, or more often, as and when required.

4.5 People, Culture and Transformation Committee – Terms of Reference

4.5.1 Purpose

The purpose of the People, Culture and Transformation Committee (PCTC) is to support the Board in discharging its responsibilities in relation to:

- People, culture and organisational development.
- Workforce planning and succession.
- Remuneration and reward.
- Leadership and talent development.
- Digital capability and information technology.
- Organisational transformation and change programmes.

The Committee shall provide assurance and recommendations to the Board and oversee delivery of approved strategies, policies and programmes within its remit. The Board retains overall responsibility for governance, governance effectiveness and strategic decision-making.

4.5.2 Composition

I. The Committee comprises a minimum of three Non-Executive Directors one of whom will be the Committee Chair. Members will be appointed by the Board based on relevant skills and experience. Specific skills and experience include all areas of people, culture, change management and information technology.

II. The Committee Chair and members of the Committee will be appointed by the Board annually and, if the need arises, at other times determined by the Board. The Chair of the Board cannot chair this Committee.

III. In the absence of the Committee Chair, another Non-Executive Director who is a member of the Committee shall chair the meeting. Where possible, this will be agreed in advance with the Committee Chair.

IV. Executive Directors may not be members of the People Committee, but may attend in an advisory capacity.

V. If unavailable, a member of the Committee may appoint an Alternative from the Board by agreement with the Chair of the Committee.

VI. Up to two Independent Committee Members (ICMs) may be appointed by the Board to strengthen membership as appropriate. ICMs will have a vote upon committee decisions.

4.5.3 Quorum

I. A minimum of three Committee members shall form a quorum , of whom two must be Non-Executive Directors (NED) . ICMs are included for the purpose of overall quorum.

II. Any member seeking to leave before the end of the meeting should report same at the start of the meeting, to ensure any deficiency in eligible quorum is identified and meeting timescales can be adjusted accordingly.

III. The Committee cannot meet without company secretarial administrative support being present

IV. Attendance at meetings shall normally be in person. However, facilities for hybrid meetings shall be made available to the Committee. Members shall inform the Group Company Secretary in advance of a meeting if intending to participate virtually. The Committee Chair will be responsible for determining the allowed frequency of attending meetings virtually.

V. Where a Non-Executive Director member of the Committee is unable to attend, they may ask another Non-Executive Director of the Board to attend the meeting in their place, subject to agreement with the Committee Chair (or the Director chairing the meeting in their absence). Any such Director attending in place of a Committee member:
- shall count towards quorum;
- may participate fully in discussion and decision-making; and
- shall not be regarded as a member of the Committee.

VI. For the avoidance of doubt, any person attending a Committee meeting who is not a member of the Committee, including observers, advisers, officers, auditors, or other attendees, shall not count towards the quorum and shall have no effect on the determination of whether the meeting is quorate.

4.5.4 **Objective**

The Objectives of the Committee are, on behalf of the Board to:

I. Oversee the strategies within its remit per the Policy Framework.

II. Monitor organisational culture and workforce performance indicators.

III. Monitor Coastline’s readiness for current and future working and operational environments and requirements.

IV. Oversee Board membership and Committee appointments.

V. Oversee the framework for non-executive director, independent committee member, customer member, and executive director remuneration.

VI. Oversee arrangements for Board, Committee and Executive Team succession planning.

VII. Oversee delivery of significant organisational transformation and change programmes.

VIII. Oversee delivery of the ICT and digital ambitions.

IX. Review and approve policies delegated to the Committee under the Policy and Strategy Approval Framework.

The Committee undertakes this role in a way that supports Coastline's values.

4.5.5 **Responsibilities**

People

I. Ensure that all People & Culture related policies and activities emanating from or associated with Board approved strategies are being developed and implemented for all colleagues, Committee and Board members. Including but not exclusive to:
   a. Recruitment, induction, development, assessment and exit of colleagues, Non-Executive Directors, Independent and Customer members of Committees;
   b. Reviewing of People plans and succession planning;
   c. Evaluate the adequacy and effectiveness of the People & Culture Strategy in supporting Coastlines goals and review the action plan aimed at the recruitment, retention, engagement and development of exceptional teams, recommending any changes to Group Board;
   d. Remuneration, including policy reviews and benchmarking for Non-Executive Directors and Executive Directors;
   e. Talent management and retention;
   f. Gender Pay Gap;
   g. Equality, Diversity and Inclusion (EDI);
   h. Employee Terms and Conditions;
   i. Pension arrangements (other than the closed defined benefits scheme);
   j. Links to Education, Qualifications, Training, Learning and Development establishments and delivery organisations;
   k. People project, improvement and action plans;
   l. Independent/external reviews, surveys and audits relating to People & Culture; and
   m. To determine, implement and monitor compliance with, and periodically review those of the Group's policies which have been specifically identified as being the responsibility of the Committee within the Policy and Strategy Approval Framework.

Current and future working and operational environments

I. Ensure that Coastline monitors and maximises activity in relation to current and future changes in its working and operational environments. Including but not exclusive to:
   a. Developing a 'One Coastline' culture;
   b. Agile and blended working;
   c. Balancing supervision with remote working;
   d. Changes in Cornwall's employer/employee operating environment (including partnership versus competition issues);
   e. Internal and external communications; and
   f. Appropriate environmental scanning and benchmarking.

Digital Capability, Information Technology and Transformation

- Review and recommend to the Board for approval the Group's ICT Strategy and oversee progress against its objectives, seeking assurance that appropriate resources, capabilities, governance arrangements and controls are in place to support delivery.

- Oversee the development of organisational capability in relation to digital technology and transformation and receive assurance on the implementation of significant organisational change, transformation and technology-enabled improvement programmes, including the realisation of intended benefits and impacts on colleagues and organisational culture.

Nominations

I. Review the overarching Board Member skills and competencies framework for the Group and the balance of skills in line with changing business needs, and make appropriate recommendations to the Group Board;

II. Review the size, structure and target composition of the Group Board, including knowledge, experience, competencies and diversity, CQC requirements of a ‘fit and proper person’ and making recommendations to Group Board with regard to any changes;

III. Keep under review suitable, risk-based Board and Committee succession plans; and

IV. Advise the Group Board on matters relating to terms of service and the continuation in office of any Board and Committee Member.

Appointments

I. Using external advisers as required, oversee the conduct of a formal, rigorous and transparent selection process, and arrangements for identifying and nominating Board and Committee candidates for approval by Group Board;

II. Periodically review and recommend to the Board a role profile for the Chair of Group Board, Deputy Chair, the Chairs of committees and subsidiaries, Board and Committee members; and

III. Recommend to Group Board, when applicable, the appointment of the Group Chair, and Chief Executive Officer.

Appraisal and Remuneration

I. Ensure the implementation of a robust process for individual board and committee member appraisals;

II. Determine and recommend to Group Board the level of Board and Committee remuneration at review frequencies in the line with the NED and ICM remuneration policy;

III. Determine and recommend to Group Board at review frequencies in the line with the policy, the total rewards framework and policy for the remuneration (including pensions), expenses, severance and contracts of the Executive Team. The policy aims shall be to encourage retention and enhanced performance in a fair and responsible manner that meets the business needs, and to reward the Executive Team for their individual contributions, and as a team, to the success of the Group;

IV. Have oversight of the Chief Executive's annual appraisal and recommend to Group Board their objectives and the total remuneration package (within the terms of the agreed policy), including any Higher Performance Awards;

V. Have oversight, through the Chief Executive's report, of the performance of Executive Directors, including any Higher Performance Awards;

VI. Scrutinise in advance any severance, redundancy or non- contractual payments to members of the Executive Team and make recommendations to Group Board; Consider and recommend to the Board any major changes to the pay and benefits framework for all other employees;

VII. Oversee any major changes to the Group's pension offer to Colleagues; and

VIII. Review on an annual basis all Settlement Agreements and report on their use to the Group Board on an anonymous basis.

Conduct

I. Review instances of any inappropriate conduct by Board and Committee members across the Group and recommend a course of action to the Board/Committee involved. These issues will normally be brought to the attention of the Committee by the Group Chair or the Deputy Chair but may be drawn to their attention by others in accordance with the Group's Whistle Blowing – Confidential Reporting policy.

4.5.6 **Decision Making**

The Committee has delegated authority to make such decisions as it considers necessary to undertake its responsibilities. All such decisions must be wholly consistent with the strategy, business plan and budget approved by the Board, and take into account the terms of reference of Group Committees.

Any decisions which the Committee wishes to make but which do not satisfy these requirements must be referred to the Board with a full report specifically identifying the conflicting requirements and stating the course of action which the Committee wishes to take.

4.5.7 **General**

Take account of good practice, market comparisons and industry norms, and any regulatory or code of governance requirements in undertaking the Committee's role and framing recommendations to the Group Board.

The Committee may, through the Chair and/or Group Company Secretary, obtain external legal or professional advice in connection with its Purpose. Any legal or professional expenses incurred in obtaining such advice shall be reasonable and proportionate in the circumstances.

At least once a year the Committee should review, and report to the Board, its own performance to ensure it is operating effectively.

4.5.8 **Life Span**

The Committee is established by the Board as a standing committee of the Group. Its remit and continued operation are subject to review by the Board, which may amend or discontinue the Committee at any time.

4.5.9 **Frequency of Meetings**

The Committee will meet at least three times a calendar year, no more than four months apart, or more often, as and when required.

4.6 Urgent Matters Arising Between Full Board Meetings

I. Urgent matters arising between Board meetings that fall outside the Chair's individual delegated authority but fall within the Board's authority, may be dealt with by the Chair (or the Deputy Chair in the Chair's absence) under the following arrangements:

a) For urgent decisions, the Chair must consult with at least as many Directors as currently comprise a quorum by telephone, email or by other means before proceeding. The Chair shall act in accordance with the majority view of the Directors consulted. The fact that Directors were consulted and their views expressed must be recorded in the minutes of the next scheduled meeting of the Board.

b) For urgent decisions that require Board approval, but are not considered significant (as determined by the Chair or the Deputy Chair in the Chair's absence, for example a financial matter that exceeds delegated authority by a small amount), the Chair or, in their absence, the Deputy Chair in consultation and agreement with the CEO, may act without consultation but the actions must be reported to the next scheduled Board meeting for ratification.

c) All urgent decisions will be reported to the Board in the Coastline report format containing, as a minimum, the following information:

- What action is required;
- Why urgent action is necessary;
- Evidence of consultation, if necessary;
- Financial implications;
- Risk management implications; and
- Who has proposed the urgent action.

II. Committee Chairs may act on matters that fall outside their individual delegated authority where an urgent decision is required subject to the matter falling within the terms of reference of the Committee and it is deemed necessary to deal with the matter before the next full Board meeting.

III. Electronic approvals will be sought via the Board's electronic governance system for routine matters falling outside the Board meeting cycle, in line with provision 3.9.15.

5. Chairing Meetings – Responsibilities

5.1 Meeting Chairs are responsible for ensuring the smooth running of the business of the meeting. These responsibilities are to:

a. Ensure the efficient and proper conduct of the business;
b. Ensure that all Directors are given the opportunity to express their views before any important decision is taken;
c. Establish a constructive working relationship with the relevant senior manager(s) and in particular to, as necessary;
    - Discuss potential agenda items for each Committee meeting with the Group Company Secretary and/or Executive Team as necessary.
    - Meet with the relevant senior manager(s) before each meeting to be briefed and to discuss how business is to be conducted.
    - Maintain regular contact with the relevant senior manager(s) and be available to them for telephone contact to discuss urgent items of business between meetings.
d. Take any decisions delegated to the Chair in the manner set out in the Standing Orders.

6. Policy Responsibility and Review Framework

6.1 **Responsible Body**

The Board

6.2 **Responsible Officer**

Group Company Secretary

6.3 **Review Date**

Annual

Schedule 1

Policy and Strategy Approval Framework

Sch1.1 **Approval of new strategies and policies**

All new strategies will be presented to the appropriate Committee prior to the Board. All strategies are usually retained by the Board.

All new policies are expected to be presented to the relevant Committee, with a recommendation for whether they should be retained by Board (as a Key Policy) or delegated and if so, to what level of delegation within the Approval Framework.

The Committee shall determine in each case whether the level of delegation proposed is acceptable. All new Key Policies and any cases where the Committee rejects the proposed delegation will also be presented to Board.

Subsequent amendment of the strategies and policies should be in accordance with the Approval Framework, subject to section Sch1.2.

Sch1.2 **Approval of amendment of existing strategies and policies**

The Approval Framework below summarises all strategies and policies reserved for Members of Coastline Housing Ltd, Board approval (including for subsidiaries) or delegated to either a Committee, Executive Team or Executive Directors for approval. The function responsible for authoring or initiating amendments of a strategy or policy is shown in brackets after each strategy or policy.

In the case of each Strategy or Key Policy where Board wish to have any amendments reviewed by a Committee, the Committee responsible for the review is shown in brackets after the authoring function.

In cases where approval is delegated to Committee the relevant Committee name is shown in brackets after the authoring function.

In cases of de-minimis amendments of any strategy or policy (regardless of whether reserved for Board approval or delegation level), the relevant Assistant Director or Head of Service will seek approval of the amendment from the relevant Executive Director. The Executive Director will determine the proposed amendment(s) as either;

1. Of such insignificance it can be approved by the Executive Director;
2. Of minor significance but requiring approval by the Executive Team; or
3. Not being de-minimis and therefore requiring approval in accordance with the Approval Framework.

Sch1.3 **Customer Involvement in policy development and amendment**

As a minimum, any operational policies that are delegated to the Customer Experience Committee shall be drafted or amended (other than for de-minimis amendments) with the involvement of customers. This provision extends to any customer-facing Board-only retained policies.

Sch1.4 **Procedures**

To support the effective, consistent and fair application of approved policies, relevant procedures will be maintained and kept up to date by the appropriate Assistant Director or Head of Service.

These procedures will set out the operational approach to implementation, ensuring that policies are applied consistently, fairly and in line with regulatory, legal and organisational requirements. Responsibility for maintaining and reviewing such procedures sits with the relevant service area.

	Great homes	Great services	Great people	Great foundations
Strategies **(for Board approval)**	Asset Management Strategy (Technical Services) (PIC) Development Strategy (Development) (PIC)	Housing, Communities and Customer Experience Strategy (Housing) (CEC)	People, Culture and Communications Strategy (P&C) (People)	Coastline Plan (Governance) Environmental Strategy (DoDDCS) (PIC) ICT Strategy (ICT) (PCTC) Intragroup Procedure Agreement (Governance) (ARAC) Treasury Management Strategy (Finance) (PIC) *Note KIM Strategy and Tax Strategy are delegated to ARAC*
Key policies (approval by Members of CHL)				Articles of Association CHL (Governance) (ARAC)
Key policies **(for Board approval)**		Vulnerable Customer Policy (Housing) (CEC)	Safety, Health and Environmental Policy[1,2] (P&C) Executive Reward Policy (Governance) (People)	Articles of Association for subsidiaries (Governance) (ARAC) Mergers and Strategic Alliances Policy (Governance) (ARAC) Rent Policy[2] (Finance) Risk Management and Assurance Policy (Governance) (ARAC) Standing Orders (Governance) (ARAC) Value for Money Framework (Finance) (ARAC) Treasury Management Policy (Finance) (PIC)

	Great homes	Great services	Great people	Great foundations
			[1] The policies forming appendices to the SHE Policy are Level 2 Operational Policies. *[2] These Key Policies do not need to be reviewed by a Committee of the Board prior to Board approval.*	
Operational policies – Level 1 **(for Committee approval)**	Asset Investment & Viability Policy (Technical Services) (PIC) Development Schemes Financial Assumptions, Approval and Monitoring Policy (Finance) (PIC)	Customer Feedback (Compliments and Complaints) Policy (Governance) (CEC) Compensation and Gestures of Goodwill Policy (Governance) (CEC) Damp, Mould and Ventilation Policy (Repairs & Maintenance) (CEC) Disrepair Policy (Repairs & Maintenance) (CEC) Good Neighbour Policy (Tenancy) (CEC) Income Management Policy (Income) (CEC) Lettings Policy (Housing) (CEC) Probationary Tenancy Policy (Housing) (CEC) Repairs and Maintenance Policy (Repairs & Maintenance) (CEC) Safeguarding Commitment Statement (Safeguarding) (ARAC) Shared Ownership Application and Allocations Policy (Development) (PIC) Tenancy Fraud Policy (Housing) (CEC)	Equality, Diversity and Inclusion (EDI) Policy (P&C) (People) Group Code of Conduct (including Probity, Gifts and Hospitality) (Governance) (ARAC) Conflict Resolution (Grievance) Procedure (P&C) (People) NED Recruitment and Development Policy (Governance) (People) NED Remuneration Policy (Governance) (People) Pay Policy (P&C) (People)	Knowledge and Information Management Strategy (ICT) (ARAC) Tax Strategy (Finance) (ARAC) Asset Management Compliance Policy (Prop. Comp. & Invest.) (ARAC) Business Ethics Anti-Fraud Bribery and Money Laundering Policy (Governance) (ARAC) Group Contract Rules (Governance) (ARAC) Cyber Security Policy (ICT) (PCTC) Data Protection Policy (Governance) (ARAC) Data Security Policy (Governance) (ARAC) Financial Regulations (Finance) (ARAC) Modern Slavery Commitment (Governance) (ARAC) Procurement Framework (DoDCS) (PIC) Whistleblowing Policy (Governance) (ARAC)

	Great homes	Great services	Great people	Great foundations
		Tenancy Policy (Housing) (CEC) ASB Policy (Housing)		
Operational policies – Level 2 **(for Executive Team approval)**	Central Heating Installations and Servicing Policy (Prop. Comp. & Invest) Working with Electricity Policy (Prop. Comp. & Invest.)	Alcohol and Drug Policy (Care & Support) Care and Support Policy (Care & Support) Care and Support Risk Management Policy (Care & Support) Domestic Abuse Policy (Housing) Electric Vehicle Charging Policy (Property & Assets) Extra Care Manual Handling Policy (Care & Support) Leasehold and Service Charge Policy (Finance) Statement of Purpose – Miners Court (Care & Support) Supported Accommodation Service – Our Offer (Care & Support) Warning Flags Policy (Housing) Preventing Violent Extremism Policy (Housing) Safeguarding Adults Policy and Procedures (Housing)	Acceptable Behaviour Policy (Governance) Capability Procedure (P&C) Dignity at Work Policy (P&C) Disciplinary Policy and Procedure (P&C) E-Car Policy (P&C) Extra Care Probation Policy (P&C) Expenses Policy (P&C) Family Leave Policy (P&C) Life Leave and Flexible Hours Policy (P&C) Lone Working Policy (P&C) Training, Learning and Development Policy (P&C) Long Service and Retirement Awards Policy (P&C) Extra Care Manual Handling Policy (Care & Support)	Acceptable Use Policy (ICT) Asset Data Management Policy (Prop. Comp. & Invest.) IT Asset Security Policy (ICT) Data Retention Policy (Governance) CCTV Policy (Governance) Policy appendices to SHE Policy; Appendix E – Risk Assessment Policy Template

	Great homes	Great services	Great people	Great foundations
		Safeguarding Children Policy and Procedure (Housing) Sustainability Fund Policy (Income) Hate Crime Policy (Housing) Infection Prevention and Control Policy (Care & Support) Medication Policy (Care & Support) Pet Policy (Housing) Policy appendices to SHE Policy; Appendix C – Homeless Services Policy Procedures Appendix D – Extra Care Policy Procedures	Performance Framework (P&C) Restructuring Policy (P&C) Sexual Harassment Awareness Policy (P&C) Sickness and Wellbeing Policy (P&C) Social Media Policy (P&C) Talent Selection Policy (P&C) Values Framework (P&C) Volunteer Policy (Housing) Work Experience Policy (P&C) Policy appendices to SHE Policy; Appendix A – CHL Safe Working Policy Procedures Appendix B - Services Working Procedures Appendix F – Water Safety Policy Appendix G - Radon Policy and Procedure Appendix H – Fire Safety Policy Appendix J – Lift and Lifting Equipment Policy Appendix K – CDM and BSA Policy	

	Great homes	Great services	Great people	Great foundations
Operational policies – Level 3 **(for approval by relevant Executive Director)**	Adaptations Policy (Prop. Compl. & Inv.) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Alterations and Improvements Policy (Housing) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Tree Risk Management Policy (Prop. Comp. & Invest.) (Deputy Chief Executive with responsibility for Housing, Assets and Communities)	Assignment and Succession Policy (Housing) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Care and Support Planning Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Care and Support Referral Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Care Certificate Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Client Fund Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) End of Stay Policy – Homeless Supported Accommodation Service (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Supported Accommodation Service – Our Offer (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Garage Management Policy (Housing) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Hoarding Policy		

	Great homes	Great services	Great people	Great foundations
		(Housing) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Homeless Service Pet Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Mental Capacity Act 2005 and Liberty Protection Safeguards Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Naloxone Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Nutrition and Hydration Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Record Keeping Policy (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities) Terms and Conditions of Engagement (Care & Support) (Deputy Chief Executive with responsibility for Housing, Assets and Communities)		

Schedule 2
Delegations Framework

Note 1: Procurement and contract management
All procurement, tendering, contract award, contract extension, contract variation and direct award activity must be undertaken in accordance with the Group Contract Rules and Financial Regulations. Schedule 2 does not replace the detailed requirements of those documents. Where a matter is reserved to the Board, delegated to a Committee, or requires approval outside the ordinary authority to commit, the approval route set out in this Delegations Framework shall apply.

Note 2: Inconsistencies
In the event of any inconsistency between these Standing Orders, the Group Contract Rules and the Financial Regulations, the Articles of Association shall prevail. Subject to the Articles, these Standing Orders shall prevail in relation to governance authority, reserved matters and delegations. The Group Contract Rules and Financial Regulations shall apply to the detailed procurement, contracting, financial control, budgetary and payment processes within that governance framework.

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
Development	Purchase of land & property within programme / approvals			✓	
	Approval of Land-banking (any)	✓			
	Approval of development assumptions (within business plan parameters)		✓ (PIC)		
	New business parameters	✓			
	Authority to enter into build contracts within scheme, programme & limits			✓	
	Approval of licenses, way-leaves and easements			✓	
	Bids for grant within the approved business plan:			✓	

Area of Operation	**Action**	**Retained By Board**	**Delegated to: Committee**	**Delegated to: Exec Team**	**Delegated to: Assistant Directors (or other officers where stated)**
	Enter into Nominations agreements			✓	
	Giving of Collateral warranties >£500K < £500K		 ✓ (PIC)	 ✓	
	Accepting collateral warranties			✓	
	Enter into Commercial leases: NPV > £500k NPV < £500k		 ✓ (PIC)	 ✓	
	Development ‘at risk’ expenditure Up to £100k per scheme; Up to £500k per scheme; Above £500k per scheme or aggregate total at any point in time exceeds limit set as part of annual budget process; (*refer to Development Schemes: Financial Assumptions, Approval & Monitoring policy*)	 ✓	 ✓ (PIC)	 ✓	

Area of Operation	**Action**	**Retained By Board**	**Delegated to: Committee**	**Delegated to: Exec Team**	**Delegated to: Assistant Directors (or other officers where stated)**
	Buy back of Shared Ownership shares			✓	
	Disposals (require Board majority under Charity Act)	✓			
Housing management	Approval to evict in line with Policy			✓	
	Approval of rent increase	✓			
	Approval of service charges			✓	
	Approval to write off within or outside of budgets > £10,001	✓			
	Approval to write off (within budgets) - up to £5,000 - £5,000 to £10,000			 ✓	✓
	Payment of compensation and gestures of goodwill within policy limits £50 - £500, except where relates to damage to customer belongings where limit is £200 £500 - £1000				✓ Head of Service ✓

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	Over £1000 Damage to customers property over £200			✓ over £1000	Assistant Director ✓ up to £1000
	Entering into Care & Support contracts (*subject to recruitment delegations below*)			✓	
	New changes to Tenancy Agreements			✓	
Property Services	Matters outside of tendering / procurement reg'n	✓			
	Authority to commit expenditure on contracts *(refer to Group Contract Rules):* - over £500k; - Up to £500k - Up to Threshold 3 (£207,720) - Up to Threshold 2 (£50,000)	✓ (over £500k)		✓ (CEO) (Up to £500k) ✓ (Individual ED) (Up to Threshold 3)	✓ (Up to Threshold 2)

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	- Up to Threshold 1 (£10,000) - delegated by Budget Holders, low risk items, level not to exceed Threshold 1 and to be notified to the relevant Manager.				(Assistant Director) ✓ Managers ✓ (Other staff)
	Disposal of land or property within Asset Investment & Viability Strategy			✓	
	Disposal of land or property (other)	✓			
	Telecoms Agreements				✓ (AD Property Services, AD Development & Sales, and HPIC and Sales & Marketing Manager
Governance, Risk & Assurance	Submission of Regulatory returns			✓	
	Submission of statutory returns			✓	

Area of Operation	**Action**	**Retained By Board**	**Delegated to: Committee**	**Delegated to: Exec Team**	**Delegated to: Assistant Directors (or other officers where stated)**
				(Individual EDs)	
	Review of any identified material errors in submissions		✓ (ARAC)		
	Approval of Group Corporate Plan and Values	✓			
	Approval of strategy and policy framework (within Standing Orders)	✓			
	Approval of Standing Orders	✓			
	Approval of Code of Governance	✓			
	Approval of Code of Conduct, incl Probity Standard		✓ (ARAC)		
	Approval of resolutions to be put to General Meeting (eg amending Articles)	✓			
	Changes to corporate structure	✓			
	Material change to organisational operations (new areas or ceasing areas)	✓			
	Changes to any board or committee terms of reference	✓			
	Appointment / removal of NED's and ICMs (incl CMs)	✓			

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	Approval of Key Performance Indicators	✓			
	Approval of monitoring indicators				✓
	Any actions outside of approved policies	✓			
	Commissioning cross cutting legal advice Routine operational legal advice (within budget)			✓	 ✓
	Determine Executive responsibilities	✓			
	Determine Colleagues responsibilities (SLT) Within teams			✓	 ✓
	Providing a Parent Coastline Guarantee	✓			
	Ad hoc compliance and assurance reports		✓ (ARAC)		
	Progress reports on Board approved strategies: - Significant changes; - Minor changes	✓	 ✓ (relevant Committee)		

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	Any payment as required by or outside of Probity Standards	✓			
	Approve Internal Controls Assurance statement	✓			
	Approve the Risk Appetite	✓			
	Approve the Board's Strategic Risk Themes	✓			
	Approve the Group Significant Risk Register			✓	
	Appointment of external auditor	✓			
	Appointment of internal auditor		✓ (ARAC)		
	Approval of Internal Audit plans		✓ (ARAC)		
People & Culture	Approval of staffing budget	✓			
	Recruitment to establishment posts				✓
	Recruitment to non-establishment posts: - within budget - outside budget	 ✓		✓ 	
	Approval and amendments to				

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	Colleagues' standard terms and conditions of employment		✓ (People)		
	Terms & conditions and recruitment of Executive Team	✓			
	Appointment/dismissal of the CEO or Executive Team members	✓			
	Hiring of temporary staff (within overall budget)				✓
	Individual Colleagues' contract variations (excluding Exec Team) eg hours				✓
	Suspension of Colleagues (excl Executive Team) within Policy and process				✓
	Dismissal of Colleagues (excl Executive Team) within policy and process			✓	
	Approval of within Policy pay awards (within Board approved budget)			✓	
	Salary movements in accordance with Policy (within Board approved Budgets)			✓	
	Approval of Executive HPA	✓			
	Approval of bonus payments, where not provided for within agreed an agreed policy and				

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	there is evidence of exceptional performance or exceptional circumstances				
	- Executive Team	✓			
	- All other colleagues		✓ (People)		
	Approval of Colleagues' Bonus or HPA in accordance with approved policy, other than Executive HPA			✓	
	Approval of severance and redundancy payments following advice from suitably qualified persons or legal advisers as appropriate (Note – under no circumstances will any non-contractual payment above one year's gross remuneration be approved):				
	- For senior managers (SLT) and above and settlements >£25,000	✓			

Area of Operation	Action	Retained By Board	Delegated to: Committee	Delegated to: Exec Team	Delegated to: Assistant Directors (or other officers where stated)
	- Payments made up of contractual and non-contractual payments and between £10,001 and £25,000 - Non-contractual payments <£10,000			✓ Two members of ET inc. CEO or Director of Finance in their absence ✓ (Individual ED)	
	Payments arising from employment disputes or out-of court settlements following advice of suitably qualified persons or legal advisers: - For senior managers (SLT) and above and settlements >£25,000 - Payments of £25,000 or less	✓		✓ Two members of ET inc. CEO or Director of Finance in their absence	

Area of Operation	**Action**	**Retained By Board**	**Delegated to: Committee**	**Delegated to: Exec Team**	**Delegated to: Assistant Directors (or other officers where stated)**
Finance	Approval of Group business plan (including subsidiary financial targets)	✓			
	Approval of Group annual budget & re-forecast (revenue & capital) including Development Programme	✓			
	Approval of loan agreements (incl O/D facilities)	✓			
	Approval of Group Financial Statements	✓			
	Approval of Group Treasury Management Strategy	✓			
	Approval of the use of Treasury management instruments in line with the policy			✓	
	Approval of the use of Treasury management instruments **outside** of the policy	✓			
	Approval of new banking arrangements	✓			
	Approval of new bank accounts			✓ Director of Finance plus one other signatory	