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General Rights of Board and Shareholders

The Shareholders of all entities may transact any business as permitted by the relevant Rules or Articles of Association. The majority of business will be conducted by the coterminous Board of Great Places Housing Group Limited (“GPHG”), Great Places Housing Association (“GPHA”), Plumlife Homes Limited (“Plumlife”), Terra Nova Developments Limited (“Terra Nova”) and Cube Homes Limited (“Cube”)

At all times the Board must act in the interests of the association. The Board may only exercise the specific responsibilities set out in the Rules or Articles.

Reserved Matters

The “schedule of reserved matters” identifies a series of activities or decisions which can only be made by the co-terminous Board of GPHG, GPHA, Plumlife and Terra Nova. These cannot be delegated, for example decisions related to the Group’s Vision and Values.

The schedule of reserved matters is a separate document within the suite of Governance documents.

Delegations to the Remuneration and Appraisal Committee

Role:

- Regularly review remuneration and other terms and conditions for the Group Chief Executive and executive directors, review the annual staff pay award and oversee periodic independent review of board member remuneration.
- Propose and oversee arrangements for Board and Chief Executive appraisal.
- Ensure the Board and its committees have the appropriate blend of skills, experience, independence and knowledge to enable them to discharge their responsibilities effectively;
- Propose succession planning with and to the Board and review the Chief Executive’s recommendations on appointments to the executive team;
- Exercise general oversight of the Group’s Organisational Development, People and Reward strategies.
- Act as appeal body where appeals are made following findings made under the Board Members Complaints and Grievances Policy.

The delegations to the Remuneration and Appraisal Committee are set out in the Terms of Reference for the Committee, which is included as appendix 11a of the Code of Governance.

Delegations to the Audit and Assurance Committee

Role:

- To assist the Board in discharging its responsibilities for ensuring the integrity of the Group's financial statements and the effectiveness of the systems of internal control and risk management.
- To monitor the effectiveness, independence and objectivity of the internal auditors, and of the external auditors.

The delegations to the Audit and Assurance Committee are set out in the Terms of Reference for the Committee, which is included as Appendix 11b of the Code of Governance.

Delegations to the Growth Committee

Role: Lead, direct, control, scrutinise and evaluate the work of Cube Homes Limited, Terra Nova Limited and the Affordable Development Programme within the Growth Directorate.

Responsibilities

- Receive, scrutinise and approve development schemes for which the Committee is responsible in accordance with the 'Project Approvals and Delegations Matrix' for the Committee.
- Approve development schemes where the total costs are anticipated to exceed the original approved tolerance by 20% of more.
- Ensure that development risk, including health and safety, is identified and managed in line with the Great Places Risk and Assurance Strategy.
- Exercise oversight of the finance and performance of the joint ventures, specifically Hive Homes (and FundCo) and Forge New Homes.
- Propose for the Group's approval the Cube business plan and budget;
- Agree the Cube Business Strategy and recommend to GPHA Board for approval.
- Monitor progress with delivery of plans and budgets, taking corrective action where necessary;
- Identify and evaluate potential new commercial opportunities and activities including joint ventures, and report thereon to the Group Board;

The delegations to the Growth Committee are set out in the Terms of Reference for Growth Committee, which is included as Appendix 11c of the Code of Governance.

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Delegations to the Customer Committee

Role:

- To assist the Board in discharging its responsibilities in how it exercises oversight over customer services and the customer experience.
- To monitor regulatory compliance, performance against key customer strategies and customer metrics as well as ensuring effective customer engagement and involvement.

The delegations to the Customer Committee are set out in the Terms of Reference for the Committee, which is included as Appendix 11d of the Code of Governance.

Delegations to the Chief Executive

Role of the Chief Executive

The NHF Code of Governance 2020 requires that responsibilities of, and delegations to, the Chief Executive are clearly set out. The Good practice and Excellence part of section G of the NHF's Excellence in Governance (2010) document, includes the following recommended essential duties of the Chief Executive as being to:

1. Act in the best interests of the organisation;
2. Assist and advise the Board in determining the organisation's strategies, policies and business planning;
3. Manage the affairs of the organisation in accordance with the vision, values and objectives of the organisation, and the general policies and specific decisions of the Board;
4. Draw the Board's attention to matters that it should consider and decide;
5. Ensure that the Board is given the information necessary to perform its duties and, in particular, that the Board receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent;
6. Ensure that proper systems of financial control, risk assessment and risk management, and legal and regulatory compliance are established and maintained, and that regular reports on these are provided, at least annually, to the Board;
7. Supervise, with the guidance of the Chair, the preparation of documents for consideration by the Board;
8. Support the Chair to ensure that the business of the Board is properly conducted;
9. Ensure that relationships between the senior staff and the Board are positive and focus on the business of the organisation;
10. Lead and manage the staff of the organisation and ensure that their performance is appraised; and
11. Represent the organisation as appropriate.

In essence the role of the Chief Executive is to implement the Group Board's strategy by ensuring it is cascaded through the business, and, with the Executive team, to take a strategic approach to performance management.

Powers of the Chief Executive

The powers delegated by the Board to the Chief Executive are clearly stated in this Scheme of Delegations, Financial Regulations, and in specific board resolutions. In summary, the Chief Executive has power and responsibility, within the context of the values, objectives, policies, business plan and budgets set by Great Places' Board to:

1. Manage the affairs of the Group in accordance with its values and objectives and the general policies and specific decisions of the Board;
2. Act as principal strategic adviser;
3. Lead, direct, set targets for and hold to account the Executive team as a whole;
4. Appoint, set targets for, appraise the performance of, and if necessary recommend to the Board the dismissal of, individual members of the Executive team and any other direct reports;
5. Take or authorise the taking of items through the urgency procedure and ensuring that a report is taken to the relevant Board or Committee at the earliest time after the event;
6. Subject to the governing instrument, and provided that it is consistent with the approved vision and values, objectives, strategies and policies, business plan, budget, Scheme of Delegations and financial regulations and any decisions made by the Board or any Committee, to take the action considered necessary to ensure the efficient and effective management and routine administration of the Group's activities.

The above authorities may not be further delegated by the Chief Executive without the approval of the Board, other than by way of written delegation of authority to act in her/his temporary absence (including the Nominated Deputy Policy)

Delegation by the Chief Executive

In order to exercise efficient and effective management, the Chief Executive may verbally delegate specific responsibilities which may be sub-delegated to ensure the effective day-to-day management of the association. This includes routine management and staff management tasks encountered in the ordinary course of business.

The Chief Executive may also delegate specific responsibilities in writing (through signed schedules of delegated authority or by policy approvals) to directors or managers (who may then further delegate those authorities).

Examples of such delegations include:

Delegated tasks	**Document outlining delegated authority & limits**
Signing and Sealing of Contracts and Legal Documents	• Signing and Sealing Procedure • Schedule of Authorised Signatories • Power of Attorney for Cube Homes Limited • Power of Attorney for Terra Nova Developments Limited
Take, or authorise the taking, of any appropriate action in cases of emergency / major incident	• Business Continuity and Incident Management Policy • Media Protocol
Approval to Award Contracts	• Procurement Strategy and Procedures • Delegated Financial Authorities
Purchasing goods and services / invoices / credit cards	• Delegated Financial Authorities
Repairs authorisation	• Delegated Financial Authorities
Asset investment	• Asset delegations and reporting protocols • Delegated Financial Authorities
Rent and service charge refunds	• Rent Refund – Operational Procedure • Delegated Financial Authorities
Rent and Service Charge Adjustments and Write offs	• Income Management Policy • Decant Disturbance & Home Loss Policy • Delegated Financial Authorities
Development	• Development Strategy and project approvals matrix • Delegations to support Strategic Partnership 2
Sales Ledger Invoice write off	• Delegated Financial Authorities
Treasury and Banking	• Treasury Strategy & Treasury Mgt. Policy • Group Investment Policy • Delegated Financial Authorities
Correction of errors	• Delegated Financial Authorities
Authority to recruit	• Delegated Financial Authorities
Salary uplift	• Delegated Financial Authorities
Disposals and Acquisitions (other than tenanted disposals)	• Divestment Strategy
Eviction of tenants	• Tenancy Management Policy • End of Tenancy Probation Process
Discipline and Dismissal of Colleagues	• Grievance, Discipline and Capability Policy
Bids	• Specialist Housing Revenue Bids Delegations

The Chief Executive is accountable to the Group Board for the effective operation of the organisation and for exercise of the above duties and powers.