Golden Lane Housing Limited

Governance Framework

Version: 1

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Contents

Version	Author	Amendments	Approved By	Approval Date	Review Date
1	Jenny Ross	New document consolidating prior versions of Standing Orders and Scheme of Delegation	Board	28th Jan 2026	Jan 2027

Part A: Structure

1. Corporate Structure

Golden Lane Housing Limited (GLH) is a charitable Community Benefit Society, registered under the Co-operative and Community Benefit Societies Act with the Financial Conduct Authority (registered number 8734) and a Registered Provider of Social Housing, registered with the Regulator of Social Housing with registered number 4803.

GLH is recognised as an exempt charity for tax purposes with HMRC.

2. The Board

2.1 General

The Board has ultimate responsibility for the management, general affairs, culture, direction, performance and long-term success of GLH. It should ensure that GLH has the necessary resources, policies and practices in place to meet its objectives and measure performance against them.

2.2 Committees

The Board has four Board Committees: the Risk and Audit Committee, the People Nominations and Remuneration Committee, the New Business Committee, and the Housing and Property Committee. The Board also receives feedback and support from Board and Tenants Working Together, a co-producing tenant and Board co-chaired group. The Terms of Reference of these Committees are reviewed and approved annually by the Board. Further Committees or 'Task and Finish Groups' may be established by the Board from time to time and the membership and terms of reference of the Committees can be modified by the Board.

3. Code of Conduct

The GLH Code of Conduct represents the standard of conduct which all GLH colleagues and Board Members are expected to meet in their business endeavours. The Code of Conduct must be adhered to strictly and any amendment thereto must be approved by the Board. Policies that support the Code of Conduct have been developed to provide a set of mandatory rules designed to ensure consistency our operations. The Board is responsible for ensuring that these standards of conduct are applied throughout GLH. The Chief Executive Officer is responsible for implementing these standards of conduct. Day-to-day responsibility for applying these standards is delegated to all senior management.

Part B: Standing Orders and Scheme of Delegation

1. Board Composition and Rules

1.1 The Board shall consist of between eight and twelve Board Members. The Board comprises an Executive Director and a majority of Non-Executive Directors.

1.2 The rules governing the internal proceedings of the Board are documented in the GLH Rules which have been modified and adopted from the National Housing Federation Model Rules 2020.

1.3 The Board has adopted the National Housing Federation's Code of Governance 2020 The Board annually review's compliance with this Code of Governance and publishes a statement of compliance in the annual report and financial statements.

1.4 In the event of a conflict between the Board Rules, the Board Code of Governance and this Governance Framework, the provisions of this Framework will prevail. Nothing in these documents will override relevant legislation, regulation and statutory guidance.

1.5 The Governance Framework is supported by the following documents:

- GLH Board Rules
- GLH Code of Governance
- Financial Regulations and Scheme of Financial Delegations
- Strategic Planning Framework
- Board Effectiveness and Succession Strategy

2. Board Responsibilities

2.1 The Board is responsible for the overall conduct and governance of GLH.

2.2 The Board has the powers, authorities and duties vested in it pursuant to the laws of England and Wales and the articles of association.

2.3 In all its dealings, the Board has regard to the interests of GLH as a whole, including its stakeholders such as colleagues, tenants and suppliers, together with GLH's social, regulatory and legal responsibilities in the communities in which it operates and to the environment.

2.4 The Board has the final responsibility for the management, general affairs, direction, operational and financial performance and long-term success of GLH, as well as for the effective engagement with GLH's stakeholders.

2.5 The identification and management of risk is fundamental to carrying through GLH's strategy and to achieving its long-term goals. The Board has overall responsibility for the management of risk and for reviewing and maintaining the effectiveness of the system of internal control and risk management approach.

3. Division of Duties

3.1 The Board share the overall responsibility for the direction of GLH.

3.2 The Board has delegated to the Committees the duties set out in each of their respective Terms of Reference.

3.3 The Board appoints a Chair (see Appendix A for the Chair Role Description). The Chair is required to:

3.3.1 Set a board agenda primarily focused on strategy, performance, value, creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for board decision.
3.3.2 Shape the culture of the boardroom.
3.3.3 Encourage all board members to engage in board and committee meetings by drawing on their skills, experience and knowledge.
3.3.4 Foster relationships based on trust, mutual respect and open communication – both in and outside the boardroom – between non-executive directors and the executive team.
3.3.5 Develop a productive working relationship with the Chief Executive Officer, providing support and advice, while respecting executive responsibility.
3.3.6 Provide guidance and mentoring to new directors as appropriate.
3.3.7 Lead the annual board evaluation, with support from the Vice Chair, as appropriate, and act on results.
3.3.8 Consider having regular externally facilitated board evaluations.

3.4 The Board appoints the Chief Executive Officer (CEO). The role description of the CEO is set out in Appendix B The Board has delegated, but not to the exclusion of the Board's powers, authorities and discretions, powers relating to the operational running of GLH to the CEO, including:

3.4.1 Ensuring management and delivery of GLH's agreed strategy, business plans, operational and financial performance, and profitability.
3.4.2 Proposing for approval to the Board strategies for the growth and direction of GLH.
3.4.3 Proposing for approval by the Board a financial framework, including targets and budgets.
3.4.4 Setting and implementing financial and treasury strategies.
3.4.5 Implementing and monitoring strategies and annual plans, agreeing geographical places of operation and ensuring business plans and strategies are aligned to priorities agreed with the Board.
3.4.6 The giving by GLH of, and approving the terms of, any guarantees.
3.4.7 The granting of any security (not being a guarantee) of any nature over the assets of GLH.
3.4.8 The entry into, and maintenance of, any bank accounts.
3.4.9 Monitoring industry, regulatory and market developments, testing future scenarios against growth objectives and making proposals to the Board for GLH strategic priorities in the light of these.
3.4.10 Preparing for approval by the Board of business performance reports, including financial and operational.
3.4.11 Approval of capital expenditure, or binding GLH in any contractual agreements, in line with the Financial Regulations and Scheme of Delegation.
3.4.12 Appointing and removing all Executive Directors; determine their roles, activities and responsibilities; ensure performance is systematically assessed.
3.4.13 Monitoring staff development and recruitment and dealing with deviations from planned performance.

3.4.14 The design and implementation of adequate benefit arrangements for colleagues, including pensions, ensuring appropriate financing mechanisms and funding methods in place.
3.4.15 Implementing, managing, maintaining and reporting to the Board on GLH's risk management approach.
3.4.16 Interacting with the media and approving any press releases.
3.4.17 Implementing and managing compliance with the Code of Conduct.
3.4.18 Reporting to the Regulator any material issues that indicate there has been or may be a breach of the Regulatory Standards (after alerting the Chair / Board as necessary).
3.4.19 Preparing all public filings, reports and statements.
3.4.20 Developing comprehensive policies and procedures to support delivery of operational and strategic goals.
3.4.21 Representing GLH with major suppliers, support providers, funders, industry groups and Government bodies.
3.4.22 Making urgent decisions provided they are in the best interests of GLH and take into account the Board's Rules, strategies, objectives, policies and plans.
3.4.23 The power to sub-delegate any of the powers, authorities and discretions set out in this clause 3.3.

3.5 The acts of the CEO under delegated duties are to be regarded as the acts of GLH.

3.6 The Executive Directors are responsible for the operation of GLH as determined by the Chief Executive Officer.

3.7 Any decision taken under delegated authority will be in accordance with policies approved by the Board from time to time, and where appropriate, the Financial Regulations and the Scheme of Delegations.

3.8 Where the Board has delegated its powers, it supervises the execution of its responsibilities by the CEO and the Committees and is ultimately responsible for the fulfilment of the Board's duties by them.

4. Matters Reserved for the Board

4.1 Those powers, authorities and discretions of the Board that have not been delegated pursuant to clause 3.2 and 3.3 will remain exclusively within the remit of the Board, including making or approving the following:

Strategy and management

4.1.1 Responsibility for the overall leadership of the company and setting the company's values and standards.
4.1.2 Approval of GLH's strategic aims and objectives.
4.1.3 Approvals of the annual operating and capital expenditure budgets and any material changes to them.
4.1.4 Oversight of GLH's operations ensuring:

• competent and prudent management;
• sound planning;
• maintenance of sound management and internal control systems;
• adequate accounting and other records; and
• compliance with statutory and regulatory obligations (including annual self-assessments and health and safety management).

4.1.5 Review of performance in the light of GLH's strategic aims, objectives, business plans, financial accounts and budgets and ensuring that any necessary corrective action is taken.
4.1.6 Extension of GLH activities into new business or geographic areas.
4.1.7 Any decision to cease to operate all or any material part of GLH's business.
4.1.8 Appointment and dismissal of the Chief Executive Officer and the Company Secretary.
4.1.9 Approval of the Rules, Code of Governance, Code of Conduct and this Governance Framework.
4.1.10 Approval of any employment contract provisions which provide for additional material payments on, or extension of benefits beyond, termination.

Structure and capital

4.1.11 Changes relating to GLH's capital structure including reduction of capital and share issues.
4.1.12 Major changes to GLH's corporate structure, including approval of mergers and strategic partnerships.
4.1.13 Creation or dissolution of a subsidiary, associate or joint venture.
4.1.14 Changes to GLH's management and control structure.
4.1.15 Changes to the Board structure, size or composition.
4.1.16 Any changes to the company's legal entity type.
4.1.17 Appointment of GLH's bankers.
4.1.18 Approval of borrowing facilities and the purchase/sale of financial derivatives.

Financial reporting and controls

4.1.19 Approval of the annual report and financial statements.
4.1.20 Approval of any significant changes in accounting policies or practices.
4.1.21 Approval of the Treasury Policy, Treasury Strategy, Financial Regulations and Scheme of Financial Delegation and Rent Setting and Service Charge Policy.
4.1.22 Approval of the annual budget, business plan and stress testing.
4.1.23 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).
4.1.24 Approval of any loans, guarantees or indemnities to any other organisation, including subsidiaries, associates and joint ventures.

Internal controls

4.1.25 Ensuring maintenance of a sound system of internal control and risk management including:
• approving GLH's Risk Management Framework and risk appetite statements.

• receiving reports on, and reviewing the effectiveness of, risk and control processes to support its strategy and objectives.
• receiving internal auditor's annual report and external auditor letter of representation.
• approving policies for the detection of fraud and the prevention of bribery.
• undertaking an annual assessment of these processes.
• approving an appropriate statement for inclusion in the annual report.

Contracts

4.1.26 Approval of major capital projects outside the remit of the New Business Committee, and oversight over execution and delivery.
4.1.27 Contracts which are material strategically or by reason of size, entered into by the company in the ordinary course of business.
4.1.28 Contracts of the company not in the ordinary course of business, for example loans and repayments; foreign currency transactions; major acquisitions or disposals.
4.1.29 Major investments, including the acquisition or disposal of interests of more than (3) per cent in the voting shares of any company or the making of any merger or takeover offer.

Board Membership and other appointments

4.1.30 Changes to the structure, size and composition of the board, following recommendations from the People, Nominations and Remuneration committee.
4.1.31 Ensuring adequate succession planning for the board and senior management to maintain an appropriate balance of skills and experience within the company and on the board.
4.1.32 Appointments to the board following recommendations from the People, Nominations and Remuneration committee.
4.1.33 Selection of the Chair of the Board and the Chief Executive.
4.1.34 Appointment of a Senior Independent Director to provide a sounding board for the chair and to serve as intermediary for the other directors when necessary.
4.1.35 Membership and chairship of board committees following recommendations from the People, Nomination and Remuneration committee.
4.1.36 Continuation in office of directors at the end of their term of office, when they are due to be re-elected.
4.1.37 Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the company, subject to the law and their employment contract.
4.1.38 Appointment or removal of the company secretary.
4.1.39 Appointment, reappointment or removal of the external auditor.

Remuneration

4.1.40 Determining the remuneration policy for the directors, company secretary and other senior executives.
4.1.41 Determining the remuneration of the Non-Executive Directors.

Delegation of authority

4.1.42 The division of responsibilities between the chair and the CEO which should be clearly established, set out in writing and agreed by the board.
4.1.43 Approval of the delegated levels of authority, including the CEO's authority limits (which must be in writing).
4.1.44 Establishing board committees, approving their terms of reference, and approving material changes thereto.
4.1.45 Receiving reports from board committees on their activities.

Corporate governance matters

4.1.46 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
4.1.47 Determining the independence of non-executive directors in light of their character, judgement and relationships.
4.1.48 Considering the balance of interests between shareholders, colleagues, tenants and the community.
4.1.49 Review of GLH's overall corporate governance arrangements.
4.1.50 Authorising conflicts of interest where permitted.

Policies

4.1.51 Approval of policies and strategies detailed in Appendix F.

Other

4.1.52 The making of political donations.
4.1.53 Approval of the appointment of GLH's principal professional advisers.
4.1.54 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution
4.1.55 Approval of the overall levels of insurance for GLH including directors and officers liability insurance and indemnification of directors.
4.1.56 Major changes to the rules of the GLH pension scheme, or changes of trustees or changes in the fund management arrangements.
4.1.57 Any decision likely to have a material impact on GLH from any perspective, including, but not limited to, financial, operational, strategic or reputational.
4.1.58 This schedule of matters reserved for board decisions.

5. Board Committees

5.1 The Board may assign certain tasks to one or more permanent or ad hoc Committees.

5.2 For each Committee, the Board adopts terms of reference setting out the composition, duties, internal proceedings, quorum and delegated authorities of the Committee. Terms of Reference shall be reviewed on an annual basis.

5.3 Board Committees are composed of Non-Executive Directors, with the exception of Task and Finish Groups, which are composed of Executive and Non-Executive Directors.

5.4 Committees are authorised to:

5.4.1 investigate any activity within its Terms of Reference
5.4.2 consider areas or activity specifically referred to the Committee by either the Board or the Chief Executive Officer
5.4.3 seek any information it requires from any employee of GLH in order to perform its duties and call any employee to be questioned at a meeting of the Committee
5.4.4 scrutinise and approve any policies or strategies delegated to it by the Board
5.4.5 obtain outside legal or other independent professional advice as necessary.
5.4.6 review and assess any conflicts of interest declared to the Committee

5.5 The Chair of a Committee is authorised to:
5.5.1 prepare agendas in consultation with the Lead Executive, ensuring that all agenda items are addressed
5.5.2 seek such appropriate advice or consultation as necessary to deal with matters of urgency arising outside of Committee meetings where it is not deemed advisable to wait until the next scheduled meeting, and report such to the next meeting.
5.5.3 deal on behalf of the Committee with any matter which may arise between ordinary meetings of the Committee reported such actions to the next meeting.
5.5.4 hold a second or casting vote in the event of a committee vote not reaching a majority decision.
5.5.5 approve reports and escalations to Board.

5.6 Committees report to the Board on a regular basis on their actions, reviews, proposals and findings.

5.7 The Board Chair cannot be appointed to the Risk and Audit Committee. The Board Vice Chair cannot act as the Chair of the Risk and Audit Committee. The Board Chair cannot act as the Chair of the People, Nominations and Remuneration Committee.

5.4 The Board has the following permanent Committees:

Committee	Lead Executive(s)	Meetings Per Year	Minimum Membership	Quorum
Risk and Audit	Chief Financial Officer	4	3	3
People, Nomination and Remunerations	Director of Business Services	3	3	2
Housing and Property	Director of Housing and Tenant Experience Director of Property and Sustainability	3	3	2
New Business	Director of Development and Growth	3	3	2

6. Company Secretary

6.1 The Company Secretary will be a GLH employee and has a central role in the governance and administration of the Board's affairs. The Company Secretary will be provided with appropriate resources and support to perform their duties.

6.2 The Company Secretary and/or Head of Governance and Risk will maintain a Board Member Register of Interests which will be reviewed annually and approved by Board. The Register will be open to inspection by any Non-Executive Director and made be available to any person on request.

6.3 The Company Secretary and/or Head of Governance and Risk is responsible for collating and distributing all papers submitted to the Board for consideration, for organising Board meetings and for procuring the taking and circulation of Board meeting minutes.

6.4 The Company Secretary and/or Head of Governance and Risk shall ensure any minutes of items designated as "confidential" shall only be distributed to parties with appropriate authority to view.

6.5 The wing-to-wing timeline of Board and committee administration is detailed within Appendix G.

6.6 The Company Secretary and/or Head of Governance and Risk is responsible for making any returns on behalf of GLH to the Financial Conduct Authority and the Regulator of Social Housing. In particular, he or she is responsible for filing or registering:

- 6.6.1 GLH's annual return, to be sent within the time specified by legislation,
- 6.6.2 GLH's annual report and financial statements,
- 6.6.3 resolutions to amend the Rules,
- 6.6.4 details of any change of registered office,
- 6.6.5 notifications to the Regulator.

6.7 The Company Secretary and/or Head of Governance and Risk will:

- 6.7.1 regularly review the governance arrangements of GLH and arrange a triennial review of governance arrangements.
- 6.7.2 support succession arrangements and recruitment of Non-Executive Directors
- 6.7.3 facilitate the induction of Non-Executive Directors into their role and provide a training and development programme.
- 6.7.4 advise and assist Non-Executive Directors with respect to their duties and responsibilities, including compliance with the GLH Rules and relevant law, regulations and codes of practice.
- 6.7.5 will monitor and put in place procedures for compliance self-assessment of relevant standards issued by the Regulator of Social Housing and the GLH Code of Governance.

7. Meetings of the Board and Decision Making

7.1 The Board meets on such dates each year as it determines, with a minimum of six meetings per year.

7.2 Meetings of the Board may be held in such locations as the Board thinks fit. Attendance by means of telephone or any digital link is permitted.

7.3 The agendas for Board meetings are set by the Chair in consultation with the CEO. The agenda must enable the Board to discharge its responsibility for the strategy, management, direction and performance of GLH.

7.4 Any relevant Board Member interests must be declared prior to or at a meeting and recorded within the minutes. Declared conflicts will be dealt with in accordance with clause D24 of the GLH Rules.

7.5 The agenda of each Board meeting includes (but is not limited to):

- 7.5.1 approval of prior Board meeting minutes,
- 7.5.2 review of matters arising from prior Board meetings,
- 7.5.3 tenant case study,
- 7.5.4 CEO's Report,
- 7.5.5 items for discussion (e.g. proposals requiring a decision on a direction),
- 7.5.6 items for approval (e.g. policies, strategies, plans, investments),
- 7.5.7 items for assurance (e.g. control testing, quality assurance, KPIs, management accounts),
- 7.5.8 items for noting (e.g. for information only such as business plan updates).

7.6 The external auditor attends the Board meeting at which their report on the audit of the financial statements is discussed.

Appendix A – Role Description: Chair of the Board

The Chair's duty is to ensure the Board meets its legal and regulatory obligations and provides for leadership, direction, control and accountability. The Chair also has all the legal duties and responsibilities of a Non-Executive Director.

This Role Description may be supplemented by a person specification.

Leadership

L1 Provide strategic direction and leadership to the Board.
L2 Ensure that GLH and any subsidiaries are properly managed and financially viable.
L3 Ensure the Board fulfil their legal and regulatory obligations and seek to avoid conflicts of interest.
L4 Ensure appropriate standards of behaviour are maintained in accordance with the Code of Conduct and where necessary appropriate action is taken.
L5 Develop and maintain a constructive working relationship with the CEO and the Executive Team.
L6 Work with the CEO to ensure GLH's plans are viable and meet the needs and expectations of the communities it serves.
L7 Act as an ambassador for GLH.
L8 Support diversity and equality within all levels of GLH.

Meetings and Decision Making:

M1 Ensure the timing and frequency of meetings is appropriate to meet the needs of the Board and GLH.
M2 Approve standards for Board agenda and papers.
M3 Chair Board meetings in accordance with the GLH Rules and GLH Code of Governance.
M4 Ensure Non-Executive Directors receive accurate and clear information to enable them to make clear, informed and transparent decisions.
M5 Ensure effective decisions are made at meetings through maximum involvement of Non-Executive Directors, summing up the debate to ensure clarity and understanding.
M6 Ensure the Board acts as a collective entity and that all decision making is transparent.
M7 Ensure the Board receives the appropriate and professional advice when needed from either Executive Team or external sources.
M8 Ensure Board decisions and resolutions are formally and accurately recorded.
M9 Ensure actions are appropriately tracked and challenge the CEO where implementation is behind schedule.
M10 Ensure the Board delegates sufficient authority to its Committees, the CEO and others to enable business to be carried out effectively between meetings of the Board.

Succession Planning

S1 Take a leading role in appointing and developing Non-Executive Directors to increase Board effectiveness.
S2 Ensure there is information and support to all Non-Executive Directors so they can play an effective role.
S3 Oversee the Board succession plan, making effective arrangements to ensure a continuous source of competent Non-Executive Directors.
S4 Ensure new Non-Executive Directors receive a thorough induction.

S4 Make sure Best Practice arrangements are made to recruit the future Chairs.

Board Performance

P1 Responsible for the appraisal, support the development of Non-Executive Directors and the CEO.
P2 Ensure there are arrangements to manage conduct and disciplinary issues.
P3 Conduct 1:1 meetings with Non-Executive Directors at least annually.
P4 Maintain oversight of Non-Executive Director attendance.
P5 Have due regard to the development needs of the Board and individual Non-Executive Directors.
P6 Drive the development of governance improvement, commissioning a triennial Board governance and effectiveness review
P7 Ensure there is a budget that provides for Board training and development.

Working with the Chief Executive

W1 Develop an effective, challenging and professional working relationship with the CEO, which provides support while recognising separate Executive responsibility.
W2 Monitor the CEO's performance against set targets and lead a rigorous annual appraisal of performance.
W3 Ensure, where necessary, the CEO is replaced in a timely and orderly fashion.

Appendix B – Role Description: Chief Executive Officer

The Chief Executive Officer will work with the Board of Trustees to achieve strategic objectives within the Corporate Plan and to lead and have overall responsibility for the effective and efficient management of the organisation, achieving the highest possible standards of service, quality, and safe homes for GLH tenants.

This Role Description may be supplemented by a person specification.

Key Responsibilities:

Strategic Leadership, Direction & Governance:

1. Ensure that GLH's mission and strategic objectives are made a reality by providing a clear sense of direction, optimism and purpose.
2. Leading the resources of GLH to achieve these successes and have principal responsibility for activities to develop strategic objective(s) as allocated by the Chair.
3. Ensures the Board of Trustees exemplifies governance excellence and complies fully with the regulatory and statutory responsibilities
4. Ensure that the Chair receives good support for their role, liaising regularly with the Chair and providing accurate and timely information to the Chair and Committees as required.
5. Provide strategic leadership, direction, and support to GLH's Executive Team, Management Team and colleagues
6. Ensure financial strategies and controls are in place to support and sustain GLH
7. Delivery of GLH's equal opportunities and health and safety responsibilities, always ensuring effective discharge of both.
8. Act as an effective ambassador for GLH to ensure that the organisation has a positive relationship with Board Members, Local Authorities, stakeholders, public and the media.
9. Support the Board in attracting, recruiting, and retaining Board members to meet the need for renewal and maintain a balance of skills, experience, and diversity
10. Establish effective working relationships and represent GLH's interests with key stakeholders within the community, in government and other public bodies, the voluntary sector, CEO network and in the business community.

Service Delivery

1. Develop and maintain structures to support the effective delivery of all services providing value for money to GLH and comply with Regulatory Standards as well as best practice.
2. Develop and deliver the growth projection through an effective Development Strategy
3. Ensure housing assets are maintained and improved to a high standard consistent with the Corporate Plan.
4. Monitor operational plans for GLH which reflect the strategic aims of the Corporate Plan.
5. Welcome effective consultation with tenants, leaseholders, stakeholders and other customers of GLH, enabling their participation in all matters, including policy, which affects them.

Performance, Risk & Quality Management

1. Develop and maintain effective systems for performance and quality management within a corporate framework, including the setting and monitoring of indicators and of annual key tasks for each Directorate.
2. Guarantee that there is a system of assurance in place, and that internal controls and GLH's approach to the management of risk are robust.
3. Accountable for all aspects of health and safety, fire precautions and security, ensuring that appropriate policies and procedures are in place and reviewed regularly.
4. Develop and review the Corporate Plan on an annual basis and involve and report to the Board accordingly.
5. Report to the Board and relevant committees on performance against objectives, targets, and the Corporate Plan.

Special Conditions:

1. As this position has impact on vulnerable people's lives and accountability for high level of finance, any criminal convictions, bind over orders or cautions including those that would normally be considered spent must be declared to the Chair at recruitment or if after employment at the earliest opportunity.
2. Undertake any other tasks as reasonably required to meet the varying needs and demands of Golden Lane Housing.

Appendix C – Role Description: Vice Chair

The Vice Chair will be an independent Non-Executive Director.

Key Responsibilities:

1. To provide a sounding board for the Chair of the Board and assistance to ensure Board effectiveness.
2. To serve as an intermediary for the other Non-Executive Directors when necessary.
3. Assume the duties and responsibilities of the Chair of the Board in their absence.
4. Assume responsibility for a particular area of interest as may be agreed by the Board, such as Chairing a Committee.
5. Lead a meeting with, or receive feedback from the Non-Executive Directors, at least once a year, to support the appraisal of the Chair's performance. Prepare an appraisal report to be supplied to the People, Nomination and Remuneration Committee.
6. To undertake such other duties as may be delegated by the Board.

Skills / competence requirements

- Highest standards of personal integrity, independence and probity.
- Effective communication and engagement.
- Able to build positive relationships/partnerships.
- Sector knowledge.
- Effective judgement in complex situations.
- Commitment to working in an inclusive manner.
- A passion for improving the lives of people with a learning disability or autism and their families and carers.
- Ability to think strategically.
- Ability to Chair a meeting to support sound decision making.

Appendix D – Role Description: Committee Chair

All Committee Chairs will be independent Non-Executive Directors.

Key Responsibilities:

1. Work closely with the Lead Executive for the Committee to ensure Terms of Reference are appropriate, up to date and a forward plan is established.
2. Ensure Committee meetings are conducted in accordance with the GLH Rules, GLH Code of Governance and the Governance Framework.
3. Have due regards at all times to the Board's statutory and stated obligations in respect of equality diversity and inclusion.
4. Act as an ambassador for the Association, to enhance and promote GLH's reputation.
5. Be responsible for ensuring the Committee meets its legal and regulatory obligations.
6. Be accountable to the Board.
7. Facilitate professional, strategic level discussions amongst Committee Members.
8. Ensure effective scrutiny of items coming before the Committee
9. Ensure effective decisions are made at meetings through maximum involvement of Committee Members, summing up the debate and ensuring decisions and resolutions are clearly recorded.
10. Ensure that the Committee receives professional advice when needed, either from senior staff or from external sources.

The Chair of Risk and Audit should be available for colleagues and others associated with the organisation to raise confidential concerns and for these to be dealt with through proportionate and independent investigation as necessary. The Risk and Audit Committee Chair is also responsible for giving an account to the Committee of such concerns raised, and actions taken in response, or unresolved.

Skills / competence requirements

- Highest standards of personal integrity, independence and probity.
- Effective communication and engagement.
- Able to build positive relationships/partnerships.
- Sector knowledge.
- Effective judgement in complex situations.
- Commitment to working in an inclusive manner.
- A passion for improving the lives of people with a learning disability or autism and their families and carers.
- Ability to think strategically.
- Ability to Chair a meeting to support sound decision making.

Appendix E – Role Description: Non-Executive Director

Key Responsibilities:

Strategic Leadership and Culture	**Governance, Conduct and Compliance**
• Set, endorse and periodically review the Golden Lane Housing's vision, mission, strategies and values, ensuring an appropriate organisational culture that reflects openness, accountability and transparency. • Provide leadership, using experience and insight to maximise positive outcomes and service improvements. • Ensure that equality, diversity and inclusion (EDI) runs through Board decision-making and is reflected across everything the Golden Lane Housing does. • Ensure Golden Lane Housing's assets are not put at risk and that the organisation remains well-run and viable. • Maintain constructive relationships with other Board members, the Executive and colleagues, and with external stakeholders - particularly tenants, regulators and statutory agencies.	• Exercise powers in accordance with the Board's Rules, acting at all times in the best interests of the Golden Lane Housing. • Uphold and comply with the Code of Governance, Code of Conduct, and the Golden Lane Housing's commitment to anti-corruption. • Ensure compliance with legal and regulatory requirements, including the Regulator's Standards, the Housing Ombudsman's Complaint Handling Scheme, and all relevant law. • Exercise independent judgment with reasonable care, skill and diligence, having due regard to the interests of tenants and other stakeholders. • Avoid conflicts of interest and declare interests in transactions or arrangements.
Performance Oversight and Value for Money	**Decision-Making and Board Contribution**
• Monitor delivery of the Board's strategy, plans and policies; challenge the Chief Executive Officer and Executive Directors constructively on performance. • Lead on value for money, understanding business costs and setting clear targets; agree policies and decisions on matters that could create significant financial or other risk. • Approve each year's budget, business plan and annual accounts prior to publication. • Determine and periodically review the organisation's risk appetite and tolerances; approve a robust business planning, risk and internal control framework and review effectiveness at least annually. • Periodically review strategic risks and assess assurance on compliance with all adopted codes and standards.	• Make balanced and informed decisions, analysing performance, financial and other information. • Accept and share collective responsibility for decisions properly taken by the Board. • Diligently prepare for and attend Board meetings, making an active contribution to discussions and decision-making. • In unavoidable absence, provide comments and questions in advance to the meeting Chair. • Participate in reviews of Board performance, both individual and collective; attend induction, training, appraisal/performance review and sector learning and development opportunities.

Stakeholder, Tenant and Community Engagement	Representation and Relationships
• Establish and monitor mechanisms for communicating and receiving feedback from colleagues, tenants and other stakeholders. • Understand tenants' homes and the services Golden Lane Housing provides to enable effective challenge of Executive performance, drawing on tenant feedback and benchmarking against comparable organisations. • Actively engage with organised tenant visits as and when opportunities are available. • Serve on committees as required.	• Be an ambassador for the Golden Lane Housing; help build our brand and public image, ensuring an effective regional and national profile in partnership with the Chief Executive. • Represent Golden Lane Housing with key stakeholders (including regulators and decision-makers); operate effectively at all levels and develop positive external relationships that generate confidence and respect.

Board Member Personal Qualities

- Strong leadership with a high degree of integrity; leads by example with an open, engaging and enthusing style.
- Committed to the interests of current and future tenants; enthusiastic about implementing change and improving services.
- Decisive and effective decision-maker with personal and professional credibility that commands confidence at all levels.
- Collaborative team player who engages people at all levels and promotes positive relationships.
- Committed to accountability, openness, and transparency.
- Listens to others' contributions, challenges constructively, and builds consensus through persuasive discussion.
- Risk-aware (not risk-averse), able to assess and manage risk in context of strategic objectives.
- Organisational ambassador who operates effectively at all levels and develops external relationships that inspire confidence.
- Strategic vision and the ability to present views with understanding of the wider strategic context.
- Ability to make balanced, informed decisions based on analysis of performance, financial and other information.
- Excellent communication (written, oral and data-driven)

Appendix F – GLH Policies

Policies Approval Delegations	Exec Owner	Approval Leve
Value for Money Policy	Chief Finance Officer	Board
Rent Setting and Service Charge Setting Policy	Chief Finance Officer	Board
Financial Regulations and Scheme of Financial Delegations	Chief Finance Officer	Board
Treasury Policy	Chief Finance Officer	Board
Treasury Management Strategy 2025	Chief Finance Officer	Board
Tenant Involvement Plan 2025-2028	Director of Housing and Tenant Experience	Board
Complaints Policy	Director of Housing and Tenant Experience	Board
Rental Income Collection and Rent Arrears Policy	Director of Housing and Tenant Experience	Board
Sustainability Strategy 2024-2029	Director of Property and Sustainability	Board
Asset Management Strategy 2023-2026	Director of Property and Sustainability	Board
Health and Safety Strategy 2023-2026	Director of Property and Sustainability	Board
Development Strategy 2023-2026	Director of Development and Growth	Board
Whistleblowing Policy	Director of Business Services	Board
People and Culture Strategy 2025-2028	Director of Business Services	Board
Board Governance Framework	Director of Business Services	Board
Board Effectiveness and Succession Strategy 2025-2028	Director of Business Services	Board
Strategic Planning Approach 2026-27	Director of Business Services	Board
Partnerships and Mergers Principles	Director of Business Services	Board
Acquisitions, Mergers and Partnerships Framework	Director of Business Services	Board
Gifts, Hospitality & Entertainment Policy	Director of Business Services	Board
Policy Governance Policy	Director of Business Services	Board
Performance Assurance Framework	Director of Business Services	Board
Data Digital and Technology Strategy 2025-2028	Director of Business Services	Board
Communications and Marketing Strategy 2025-2028	Director of Business Services	Board

Policies Approval Delegations	Exec Owner	Approval Leve
Tenancy Policy	Director of Housing and Tenant Experience	H&P Committee
Safeguarding Children and Adults at Risk Policy	Director of Housing and Tenant Experience	H&P Committee
Anti Social Behaviour Policy	Director of Housing and Tenant Experience	H&P Committee
Domestic Violence and Abuse Policy	Director of Housing and Tenant Experience	H&P Committee
Compensation and Goodwill Payment Policy	Director of Housing and Tenant Experience	H&P Committee
Allocations Policy	Director of Housing and Tenant Experience	H&P Committee
Unlawful Occupancy Policy	Director of Housing and Tenant Experience	H&P Committee
Unreasonable Behaviour Policy	Director of Housing and Tenant Experience	H&P Committee
Modern Homes Standard v9	Director of Property and Sustainability	H&P Committee
Building Safety & Compliance Policy	Director of Property and Sustainability	H&P Committee
Health and Safety Policy	Director of Property and Sustainability	H&P Committee
Repairs and Maintenance Policy	Director of Property and Sustainability	H&P Committee
Empty Homes Policy	Director of Property and Sustainability	H&P Committee
Decant Policy	Director of Property and Sustainability	H&P Committee
Adaptations Policy	Director of Property and Sustainability	H&P Committee
CONSOLIDATED PEOPLE & CULTURE POLICIES - IN DRAFT	Director of Property and Sustainability	PNR Committee
Ways of Working Policy	Director of Business Services	PNR Committee
Pay, Reward and Benefits Policy	Director of Business Services	PNR Committee
Non-Executive Director's Handbook	Director of Business Services	PNR Committee
Anti Fraud Anti Bribery Anti Money Laundering Policy	Chief Finance Officer	Risk & Audit
Business Continuity Plan	Director of Business Services	Risk & Audit
Risk Management Framework	Director of Business Services	Risk & Audit
Data Protection Policy	Director of Business Services	Risk & Audit
Procurement Policy	Director of Business Services	Risk & Audit
Information Security Policy	Director of Business Services	Risk & Audit
IT Disaster Recovery Plan	Director of Business Services	Risk & Audit
AI Policy	Director of Business Services	Risk & Audit
Phishing Policy	Director of Business Services	Risk & Audit

Appendix G – Wing to Wing Timeline for Committee Administration

Committee Wing-To-Wing Timeline (working days)

Applicable to all Board and Executive Committee Meetings