

## **CONDUCT OF MEETINGS**

Bridging NewcastleGateshead (BNG) will give notice of every meeting of the Board, including an agenda of all business to be considered at the meeting. Notice will be sent by post or electronically to each Board Member at least seven days before the meeting unless urgent circumstances require shorter notice. Meetings will normally be held bi-monthly.

The Chair or any 3 Board Members may at any time by notice in writing to the Board Secretary, request a meeting of the Board.

The Board agenda will be accompanied by reports that are available at this time. Only in exceptional circumstances will reports be tabled and this will only be by permission of the Chair.

The Director will not be a Board Member but be entitled to speak at any Board meeting but not vote.

The time and place of meetings will be agreed by the Chair and the Director and will be included in the notice of meeting.

### **Chair of Meeting**

The Chair shall have the second or casting vote in the event of equality of votes.

The person presiding at the meeting may exercise any power or duty of the Chair.

### **Cycle of Meetings**

The Board shall meet bi-monthly, or as decided, with a minimum of 6 meetings in any given year.

### **Minutes**

The Chair will sign the minutes of the proceedings at the next meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record. Minutes will contain a summary of the items discussed and all decisions made.

## **Declaration of Interests**

When at a meeting of the Board, sub group or committee has declared a personal and prejudicial interest that prevents them from voting and speaking, that Member will leave the meeting room during the discussion and voting on the item of business except by agreement of the meeting.

## **Decision Making and Conflict Resolution**

Decisions made by the Board will be based on consensus. If a consensus cannot be reached, the Board will endeavour to resolve differences itself. The Chair will use his/her discretion about the methods used to resolve conflicts.

Members will take collective responsibility for decision-making, supporting and promoting all decisions made by the Board, whatever their individual views about the issue.

## **RECRUITMENT AND SELECTION OF CHAIR**

### **The Selection Process and Selection Panel**

The Director shall ensure that any vacancy arising for the position of Chair of the Bridging NewcastleGateshead Board is advertised in an appropriate trade journal and local press covering the Bridging NewcastleGateshead pathfinder area. The advert will invite applications in writing from suitably qualified persons allowing a reasonable notice period for the receipt of applications

The Board will agree amongst themselves the composition of the Selection Panel, with each Local Authority represented equally on the Panel.

The Selection Panel is authorised to carry out the short listing of candidates and interview process. In the event that not all Panel Members are able to attend the interviews a smaller number of Panel Members may be authorised to carry out candidate interviews. The Panel will agree the composition of this smaller number, with each Local Authority having equal representation on any smaller group of the Panel.

### **Recommendation of Appointment of the Chair**

The Selection Panel will recommend to the Board and agree with HCA the appointment of the successful candidate as Chair of Bridging Newcastle Gateshead and the terms of his/her appointment

### **Removal of the Chair**

The Board may remove the Chair if she/he is in breach of the Code of Conduct or fails to fulfil the Chair's function to the Board's satisfaction. To effect the removal a majority vote of the Board is required.

### **Remuneration**

Based on a comparative assessment of remuneration of other Housing Market Renewal Pathfinder Chairs and similar public positions. The Board agrees that the post should be remunerated at £15,000 per annum, and that the appointment should be for a period of three years initially.

## BNG KEY BOARD COMPETENCIES

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
Leadership	Define and ensure compliance with the values and objectives of the organisation	<ul style="list-style-type: none"> <li>• Sets and reviews values and ensure annual review as part of Corporate Strategy set</li> <li>• Satisfies itself that there are sufficient resources to meet current and future business requirements</li> <li>• Requires Management Team to implement values compliance as part of performance management</li> <li>• Debates periodic Board reports on compliance with values and progress towards objectives</li> <li>• acts in the corporate interests of BNG and champions its objectives internally and externally</li> </ul>
Strategic direction	Establish a framework for approving policies and plans to achieve the organisation's objectives	<ul style="list-style-type: none"> <li>• Agrees with the Director an effective planning process and cycle which reflects best practice and involves the Board appropriately</li> <li>• Regularly reviews and evaluates the effectiveness of the planning process and cycle</li> <li>• Ensures delivery of organisation's mission and the implementation of appropriate public information policies</li> </ul>
Financial planning	Approve each year's accounts prior to publication and approve each year's budget and business plan	<ul style="list-style-type: none"> <li>• Satisfies itself that the Business Plan is robust, validated and will support achievement of strategic objectives</li> <li>• Satisfies itself that the annual budget is:               <ul style="list-style-type: none"> <li>– Robust and validated</li> <li>– Fits within the agreed Business Plan</li> </ul> </li> <li>• Satisfies itself that the Annual Accounts reflect a true and fair view of the organisation's position and appropriate audit arrangements exist</li> </ul>
Delegation and control	Establish and oversee a framework of delegation and control described in the Governance Scheme	<ul style="list-style-type: none"> <li>• Ensures compliance with regulatory requirements</li> <li>• Regularly reviews the effectiveness of Standing Orders and delegated authorities</li> </ul>

## Appendix 1 iii)

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
		<ul style="list-style-type: none"> <li>Agrees a delegation framework and internal control system with the Director</li> </ul>
Risk	<p>Establish and oversee a framework for the identification and management of risk, ensuring that the Board receives regular reports on these</p> <p>Agree or ratify policies and decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle</p>	<ul style="list-style-type: none"> <li>Agrees a risk management framework with the Director and Management Team</li> <li>Reviews risk management framework annually in line with best practice to improve effectiveness and agrees with Director a schedule of significant areas of risk which are the Board's responsibility to determine</li> <li>Receives reports and decides on these significant areas of risk and reviews this schedule annually</li> <li>Requires the Director and Management Team to alert the Board to new or changed significant areas of risk and material issues of principle</li> <li>Requires annual report on governance and probity issues, linked to the external audit process</li> </ul>
Performance monitoring	Monitor the organisation's performance in relation to plans, budgets, controls and decisions and also in the light of stakeholder feedback	<ul style="list-style-type: none"> <li>Receives reports on performance to an agreed format and timescale</li> <li>Satisfies itself that performance is on target or agrees action plans to improve to agreed timescales</li> </ul>
Employment of Director	Appoint (and if necessary dismiss) the Director in accordance with the provisions of the Governance Scheme	<ul style="list-style-type: none"> <li>Supports the Chair in agreeing the process for Director recruitment</li> <li>Ensures the process is demonstrably transparent– always test markets</li> <li>Participates in the recruitment and selection process and/or delegates to a panel</li> <li>Takes the lead in agreeing selection and assessment criteria</li> <li>Agrees with Director responsibility for recruiting other Executives</li> <li>Ensures the process is demonstrably transparent– always</li> </ul>

## Appendix 1 iii)

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
		test markets
Legal and regulatory	Satisfy itself that the organisation's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity and with the Governance Scheme	<ul style="list-style-type: none"> <li>• Requires Director and Management Team to implement appropriate support, training, grievance and disciplinary procedures to secure effective performance by staff</li> <li>• Has disciplinary policy and procedure for Board members who fail to meet agreed requirements and standards</li> <li>• Takes appropriate advice when required to ensure the Board understands legal and performance standards</li> <li>• Agrees a whistle-blowing policy</li> </ul>
Governance	Assess how the organisation implements best practice in corporate governance	<ul style="list-style-type: none"> <li>• Reviews organisational performance and agrees an action plan to improve compliance</li> <li>• Monitors achievement of improvement targets</li> <li>• Carries out periodic reviews of governance structures</li> <li>• Carries out periodic reviews of advisory and executive Group Terms of Reference and effectiveness</li> <li>• Considers the effectiveness of local community feedback in decision making</li> </ul>
Appointment of Chair	Follow the Scheme of Governance in appointing (and if necessary removing) the Chair of the Board	<ul style="list-style-type: none"> <li>• Takes appropriate advice from the Director and external consultants when situation arises</li> <li>• Regularly reviews the Governance Scheme and related policy/procedure to ensure it is effective and complies with best practice</li> </ul>

**DRAFT BNG KEY BOARD CHAIR COMPETENCIES**

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
Leadership	<p>To provide leadership to the Board and ensure it acts as a team</p> <p>To enable all Board members to make a full contribution to the Board’s affairs</p>	<p>Overall:</p> <ul style="list-style-type: none"> <li>• Actively promotes a climate of trust and respect</li> <li>• Actively gives constructive feedback, recognition and thanks for work done</li> <li>• Look outs for early signs of conflict and acts to resolve them</li> </ul> <p>Board</p> <ul style="list-style-type: none"> <li>• Actively promotes a climate of               <ul style="list-style-type: none"> <li>– Mutual respect and support</li> <li>– Constructive challenge</li> <li>– Team working</li> </ul> </li> <li>• Is clear about the different roles of Board members and Management Team</li> <li>• Ensures members are assigned tasks/roles which interest them and play to their strengths</li> </ul> <p>Key stakeholders</p> <ul style="list-style-type: none"> <li>• Ensures there is a communication plan for each stakeholder group</li> <li>• Promotes a climate for effective partnerships with each</li> </ul> <p>Staff</p> <ul style="list-style-type: none"> <li>• Ensures staff are clear about the Board’s role and what the Board require from staff so that the Board can do its job effectively</li> <li>• Ensures the Board get regular feedback on what staff think of the Board</li> </ul>

## Appendix 1 iii)

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
Governance	To ensure appropriate standards of behaviour are maintained in accordance with the code of conduct approved by the Board	<ul style="list-style-type: none"> <li>• Takes the lead on appropriate behaviour and actively encourages Board and Management Team to do the same</li> <li>• Keeps abreast of good practice and applies it</li> <li>• Promotes the organisation's values so everyone is clear what the organisation stands for</li> <li>• Challenges inappropriate behaviour and language constructively</li> <li>• Takes remedial action on breaches by Board members</li> <li>• Ensures adherence to the arrangements for Board members and senior staff to register and declare any personal interests</li> </ul>
Working with the Director	<p>To establish a constructive working relationship with, and provide support for, the Director</p> <p>To ensure there are proper arrangements in place to:</p> <ul style="list-style-type: none"> <li>• Appraise the performance of the Director</li> <li>• Determine the remuneration of the Director in accordance with the provisions of the Governance Scheme</li> <li>• Replace, when necessary, the Director in a timely and orderly fashion</li> </ul>	<ul style="list-style-type: none"> <li>• Has regular meetings with Director to review current and future workload</li> <li>• Has clear idea of different role and responsibilities of Chair and Director and regularly discusses and resolves any grey areas</li> <li>• Acts as critical friend and confidential sounding board</li> <li>• Undertakes an agreed appraisal process with the Director which includes:               <ul style="list-style-type: none"> <li>– Annual appraisal based on annually agreed objectives and targets</li> <li>– Agreeing annual work programme and personal development plan</li> <li>– Measurement of performance against previous objectives and targets</li> <li>– Giving appropriate recognition for achievement</li> <li>– Appropriate confidentiality</li> </ul> </li> <li>• Reviews appraisals of Management Team undertaken by the Director</li> </ul>

## Appendix 1 iii)

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
		<ul style="list-style-type: none"> <li>Leads the recruitment and selection process for the Director which reflects current best practice</li> </ul>
Management of the Board's business	To ensure the effective and efficient conduct of Board business	<ul style="list-style-type: none"> <li>Consults and agrees standards for Board agendas and papers with Board and Director</li> <li>Ensures the timing and frequency of Board meetings is appropriate to meet Board business needs</li> <li>Helps the Board to maintain a strategic focus</li> <li>Manages timings and discussions at Board meetings</li> <li>Summarises key points and checks agreement at end of each item.</li> <li>Ensures there is a mechanism in place to track implementation</li> <li>Promotes openness, accountability, partnership and joined up thinking between the Board and its committees</li> </ul>
Board performance issues	<p>To ensure there are proper arrangements in place to:</p> <ul style="list-style-type: none"> <li>Appraise the performance of the Board, the Chair and individual Board members</li> <li>Take the lead in the appraisal process for the Board and individual Board members</li> <li>Plan for succession to the Board</li> </ul>	<p>Board appraisal</p> <ul style="list-style-type: none"> <li>Leads Board appraisal process</li> <li>Actively promotes effective appraisal and keeps up to date with best practice</li> <li>Ensures Board members undertake a formal annual self appraisal against agreed criteria</li> <li>Ensures annual needs identification and development programmes are properly planned and implemented</li> <li>Attends development events and leads by example</li> <li>Ensures appraisal process is regularly reviewed, evaluated and validated</li> <li>Undertakes 1:1 interviews with Board members to ensure each has an opportunity to discuss the organisation's work and to advise on future intentions re Board membership</li> <li>Appraises Committee and Committee Chair performance as</li> </ul>

**Appendix 1 iii)**

KEY COMPETENCY AREA	REQUIREMENT	DETAILED EXPECTATIONS
		<p>part of individual appraisal</p> <p>New Board members</p> <ul style="list-style-type: none"> <li>• Meets with all potential new members when they attend as observers to ensure they are aware of and happy to work with organisation's approach</li> <li>• Meets new members to go through their induction process with them</li> <li>• Encourages and supports new members at Board events/meetings</li> <li>• Checks privately that induction process has worked for any new member</li> </ul> <p>Succession planning</p> <ul style="list-style-type: none"> <li>• Leads the succession planning process for the Board to include: <ul style="list-style-type: none"> <li>- Skill gap analysis</li> <li>- Changing needs</li> <li>- Equality and diversity issues</li> <li>- Forecast turnover including constitution requirements</li> </ul> </li> <li>• Leads the recruitment and selection process for Board members</li> </ul>
Board advice	To ensure the Board receives professional advice when needed either from senior staff or external sources	<ul style="list-style-type: none"> <li>• Assesses when organisation and/or Board would benefit from independent advice particularly on high risk issues</li> <li>• Challenges Management Team if papers presented without independent professional advice when this is needed</li> <li>• Ensures advice is properly obtained</li> </ul>
Chair's decision making	To take decisions delegated to the Chair	<ul style="list-style-type: none"> <li>• Is clear about Chair's delegated powers as specified in the Governance Scheme and recommends changes if necessary</li> <li>• Consults other Board members as widely as possible</li> </ul>

**Appendix 1 iii)**

<b>KEY COMPETENCY AREA</b>	<b>REQUIREMENT</b>	<b>DETAILED EXPECTATIONS</b>
		<ul style="list-style-type: none"><li>• Ensures there is a proper audit trail to demonstrate justification for action</li><li>• Reports back to next Board meeting</li></ul>

## **RENEWAL AND DISMISSAL**

### **Renewal of Board Members**

A Nominating Organisation having the right of nomination to the Board may nominate anyone for that purpose without qualification.

### **The Term of Office for Independent Board Members**

The Independent Board Members may serve a maximum of two terms only, each term being 3 years in duration unless and except the Board by resolution agrees a further Term.

### **Disqualification/Dismissal and Removal of Board Members**

A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual: -

- is or becomes a person disqualified from elected membership of a Nominating Council or is removed by resolution of the local authority;
- is or becomes a person who has been adjudged bankrupt, or made a composition with his creditors;
- becomes the subject of a bankruptcy restrictions order or interim order within the meaning of part IX of the Insolvency Act 1986 or makes any arrangement or composition with his creditors generally;
- has within five years of being appointed to the Board or since his appointment been convicted in the United Kingdom, the Channel Islands or the Isle of Man of any offence, and has had passed on him a sentence of imprisonment (whether suspended or not) for a period of not less than three years without the option of a fine;
- has been absent from meetings of the Board for a period longer than three consecutive meetings without the permission of the Chair of the Board. The Board Member must be sent a written resolution giving at least 14 clear days notice and an opportunity to address the Board at the meeting convened to decide the written resolution or notice. In the case of Nominated Board Members the Chair, in the first instance, will speak to the Nominating or Council Member to try to resolve any issue or problem with attendance;
- is or becomes unable, unfit or unsuitable to discharge the functions of a Board Member;
- resigns his office by notice to the Board;

## **Appendix 1 iv)**

- is considered by the Board to be in breach of the Code of Conduct for Board Members as set out in the Scheme of Governance. The Board Member shall be given 14 clear days notice and an opportunity to address the Board in writing or by way of oral representations at the Board Meeting convened to decide the matter;
- is an Independent Board Member and is or becomes an employee of a Nominating Organisation; and
- in the case of Nominated Board Members, is replaced by their Nominating Organisation upon notice being given to the Chair of the Board.



**LETTER OF ACCEPTANCE OF TERMS OF THE SCHEME OF GOVERNANCE**

I, [NAME] HEREBY CONFIRM:

1. THAT I HAVE BEEN PROVIDED WITH A COPY OF THE SCHEME OF GOVERNANCE DATED THE [DATE].
2. BY SIGNING THIS DOCUMENT I HEREBY DECLARE THAT I HAVE READ AND UNDERSTOOD THE TERMS OF THE SCHEME OF GOVERNANCE AND CODE OF CONDUCT AND AGREE TO ABIDE BY SUCH TERMS THOROUGHOUT MY TERM OF OFFICE AS A BOARD MEMBER OF BRIDGING NEWCASTLEGATESHEAD.

SIGNATURE .....

[NAME] .....

DATE .....

# **NOLAN PRINCIPLES**

## **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.