



GROUP STANDING ORDERS



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INTERPRETATION OF STANDING ORDERS

1.1 Context

These Standing Orders apply to the Community Gateway Association (CGA) Parent Board, the Boards of any subsidiaries of CGA, and the Committees of those Boards.

These Standing Orders are one of a number of documents which define the governance arrangements of the CGA Group. CGA is governed by its Rules. References within these Standing Orders to Rules are those within the CGA Rules. The subsidiaries are each governed by their Articles of Association.

These Standing Orders are supplemental and subservient to the Rules and Articles and set out how the Boards and Committees voluntarily agree to conduct their business within those Rules/Articles of Association. The Standing Orders are not intended to replace or alter, as the case may be, the Rules/Articles of the Association; rather they are intended to:

- amplify those parts of the Rules/Articles of Association relating to membership, and convening, and conduct at, meetings.
- outline the responsibilities and level of authority of the Group's Boards and Committees.
- provide a sound and clear basis for the conduct of the Group's business, in terms of procedure of meetings.
- ensure the Parent Board's compliance with its chosen Code of Governance, regulations governing Community Benefit Societies and Company Law;
- ensure each of the subsidiary Boards comply with their chosen Code of Governance, Company Law and relevant regulations.

The Standing Orders comply with the chosen Codes of Governance and the Group's Code of Conduct.

1.2 Variation and Suspension of Standing Orders

The Parent Board may alter, rescind or add to any part or element of these Standing Orders at any time.

The Chief Executive is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Parent Board.

1.3 Availability

A copy of these Standing Orders is to be made available to all Members of Boards, Committees and staff.

1.4 Interpretation

In the event of any doubt as to the meaning or application of the Standing Orders, the matter shall, in the first instance, be referred to the Chair of the Parent Board for a decision,

who shall report his/her decision to the next meeting of the Parent Board. In the event that a decision is not urgent, the matter will be resolved by the Parent Board.

1.5 Definitions

In these standing orders, where the context so admits:

"Board Member" or **"Member"** means the Board members of any of the Group's Boards or Committees for the time being.

"Chair" means the Board member holding the office given that title.

"Tenant Voice Group" means the Association's central tenant body.

"Code of Conduct" means the set of rules governing the conduct of employees, members of all Group Boards, and Tenant Voice Group members.

"Executive Directors" means the Executive Leadership Team of the Association and shall include the Chief Executive, Executive Director of Resources, and Executive Director of Customers & Communities.

"Group Policies" means the policies and standards set by the Parent Board from time to time.

"Company Secretary" means the Company Secretary for the CGA Group of companies. (In the case of Patterdale Developments Limited, this refers to the Head of Business Assurance.)

"Business Plan" means the Association's overall Corporate Strategy and the associated business plan of the Association, setting out its long-term financial plan.

"Parent Board" means the Board of Community Gateway Association.

"Risk Management Strategy" means a strategy for identifying and minimising risks faced by the Association or a Group Member.

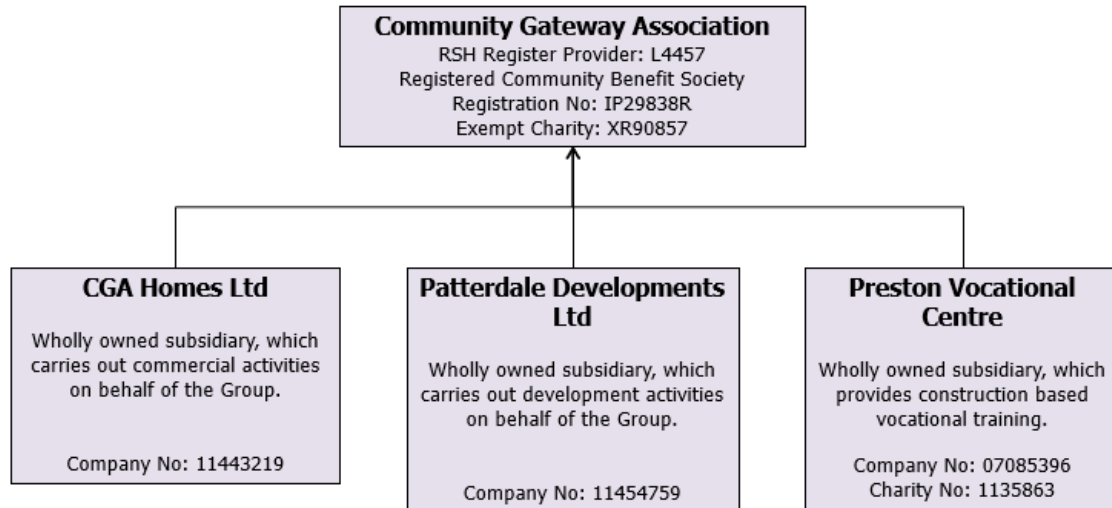
"Subsidiary" means a subsidiary company within the CGA Group.

"Subsidiary Board" means the Board of a subsidiary within the CGA Group.

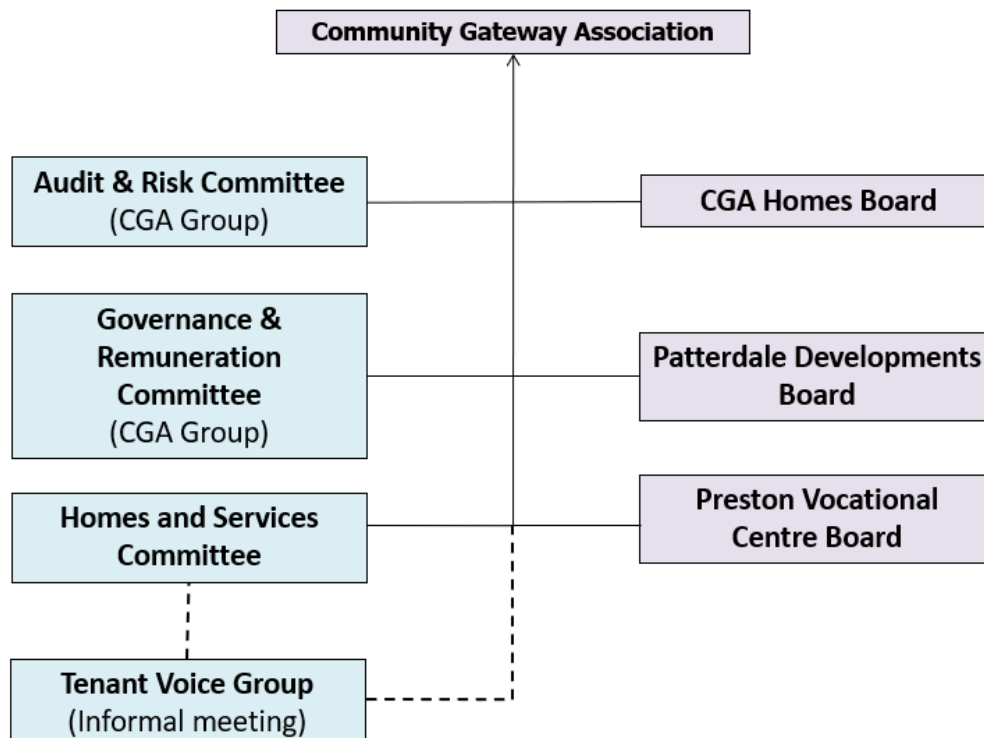
"Value for Money" means the Government's Value for Money regime as applied to Registered Providers by the regulatory framework.

2. CGA Group and Governance Structure

2.1 COMMUNITY GATEWAY ASSOCIATION GROUP STRUCTURE



2.2 COMMUNITY GATEWAY ASSOCIATION GOVERNANCE STRUCTURE



2.3 TABLE 1: BOARDS AND STANDING COMMITTEES

Board/ Committee	Composition	Quorum	Co-optees	Chair	Meetings
CGA Board	11 Members: • Up to 5 Tenants • Up to 2 Councillors • At least one third Independents.	5 Members.	Up to 1 (maximum of 12 Board Members).	Tenant or Independent Board Member.	At least 3 times every calendar year.
Audit & Risk Committee (Group)	Up to 5 Members of the Parent Board. Chair of the Parent Board cannot serve on this Committee.	3 Members.	Up to 40% of the Committee's Membership (i.e. 2 Co-optees)	Independent Board Member.	At least 3 times a year.
Governance & Remuneration Committee (Group)	4 Members: • Chair and Vice Chair of Parent Board • Chair of Audit & Risk Committee • Chair of Homes and Services Committee	2 Members.	Up to 5.	Vice Chair of the Board.	At least twice a year.
Homes & Services Committee	7 Members: • 5 Board Members (normally 3 Independent and 2 Tenant Board Members) • 2 Members of the Tenant Voice Group	4 Members.	Up to 40% of the Committee's Membership (i.e. 2 Co-optees)	Independent Board Member	At least 4 times a year.
Patterdale Developments Board	CGA's 3 Executive Directors.	2 Members, including the Chair.	Nil.	Any Board Member.	At least twice a year.
CGA Homes Board	5 Members: • 4 Parent Board Members • Chief Executive	3 Members	Nil.	Any Member of the Board, excluding the Chief Executive.	At least twice a year.

Preston Vocational Centre Board	Up to 10 Board Members including one representative of the Parent.	2 Members or one third of total number of Directors, whichever is greater.	Nil.	Any Member of the Board, excluding the Parent representative.	At least 3 times a year.
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The terms of reference of each Board and Committee are set out in the appendices to these Standing Orders.

2.3 TABLE 2: INFORMAL GROUPS					
Tenant Voice Group	Up to 16 Members at any one time.	Half the Members serving on the Group at the time of the meeting.	Nil	Elected annually amongst its members. Tenant Board members are precluded from serving as chair / Vice Chair	Quarterly

3. Board Procedure

3.1 Election and Appointment

The Parent Board will annually elect the following:

- Chair
- Vice-Chair

The Parent Board will annually appoint the following:

- Chair – Audit and Risk Committee
- Chair – Governance and Remuneration Committee
- Chair – Homes and Services Committee

The Subsidiary Boards will annually elect the following and the appointments will be ratified by the Parent Board:

- Chair
- Vice-Chair

In respect of the offices and Committees listed above:

- no person may simultaneously hold more than one Chair position.
- a Vice-Chair has all of the powers and responsibilities of the Chair in the absence of the office holder for any reason.

The responsibilities of the Chair and Vice Chair of the Board are set out at Appendix H.

3.2 Board Member Attendance

Any Board member will resign their position if they have:

- missed 3 consecutive Board meetings within a rolling twelve-month period, without mitigating circumstances (illness or hospital confinement) or apologies; or
- missed more than 50% of meetings within a rolling 12-month period, irrespective of mitigating circumstances.

3.3 Board Member Tenure

Board members may serve a maximum of six years in total. This maximum tenure applies to all Board member service with CGA or its subsidiaries. Should a subsidiary's chosen Code of Governance allow appointments to be made beyond

six years, this may be permitted but only in exceptional circumstances and following prior approval by the Parent Board.

2.1 General Meetings

The Association's Rules and the Articles of Association of the parent and subsidiary Boards set out the procedures for calling General and Special General meetings and the proceedings at those meetings.

The Rules/Articles of Association relevant to each Board also set out the procedure for the admission, voting rights, appointment and cessation of Board members and all matters relating thereto.

Therefore, those provisions and statements are not repeated here.

The Rules of the Association allow the Chair or two Board members of the Parent Board to contact the Association Secretary and request an extraordinary Board Meeting of the Parent Board.

2.2 Provision of Information to Boards and Committees

It is the duty of the Chief Executive, Executive Directors and other employees to ensure that all Boards and Committees within the Group are properly informed so as to be able to carry out their responsibilities. In order to keep them informed, employees must provide useable, clear and concise information and not overwhelm agendas and meetings with data from which it is difficult to extract the key points.

Whenever practical, agenda items requiring decision should be supported by a written report.

This written report should state clearly:

- the purpose of the report.
- any recommendations or, if none, why the report is being presented.
- any financial and/or other resource consequences, including value for money implications.
- an assessment of the sustainability of the proposal and of the risks, in line with the Association's risk management strategy.
- an assessment of the equality and diversity implications.
- an indication of the level of resident involvement.
- if the recommendation conflicts with Association policy.

Agendas and written reports for ordinary meetings should be sent out so that members of all Boards and Committees have them at least five working days

before a meeting. Items should not be tabled at Board or Committee meetings unless genuinely urgent, and, in such case, only with the prior agreement of the relevant Chair, or Vice Chair in his/her absence.

2.3 Quorum

The quorum for each Board/Committee is summarised in Table 1 and set out in their terms of reference.

In the case of an inquorate meeting of a Parent or Subsidiary Board, the procedure to be followed at the meeting and the business that can be transacted shall be as set out in the Rules/Articles of Association of that Company.

In the case of a Standing Committee, the Chair will formally open the meeting at the time specified on the agenda. Where there is no quorum within thirty minutes of the commencement time of the meeting, or during such a meeting, the Chair will state that there is no quorum, and that meeting will stand adjourned. Consideration of the business not transacted is to be undertaken at a time fixed by the Chair or at the next ordinary meeting.

2.4 Order of Meetings

The order of business at ordinary meetings of all Boards is:

- apologies for absence.
- declarations of interest.
- on the occasion of the first meeting after the Annual General Meeting, to elect a Chair and Vice-Chair.
- in the absence of the Chair and Vice-Chair, to select one of their number to act as Chair of the meeting.
- to agree the accuracy of the minutes of the last meeting and any previous meeting without approved minutes.
- to consider matters arising from those minutes which are not on the agenda for the meeting.
- to receive and examine minutes and recommendations of any Committee.
- to report any urgent business transacted, and any other urgent business, which the Chair agrees shall be transacted at the meeting.
- other business specified in the agenda for the meeting.

Unspecified business shall not be considered at a meeting unless the approval of the Chair and Vice Chair is secured prior to the commencement of the meeting (See 3.13 below for Urgent Action between meetings).

The Chair, or person presiding, may vary the order of business with the consent of the majority of members present.

The order of business at Committee meetings shall be as agreed by the Committee in question. The general rules as to procedure at Board meetings set out in this section will apply to any Committee meeting.

The meeting will be conducted in accordance with the agenda, subject to any variation agreed as above. All members will direct contributions to the meeting through the Chair.

3.8 Running of Board and Committee Meetings

The Chair will ensure that the meeting considers the decisions required under each item of business. In relation to the conduct of meetings, the ruling of the Chair is final.

The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier if agreed by a majority. The time that the meeting closes will be noted in the minutes. No business purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If, for any reason, the full business of the meeting cannot practically be completed, the meeting may stand adjourned if a majority of the Board members present so decide.

All business of the Group, and all proceedings of the Board, Subsidiary Boards, Committees and other meetings, shall be regarded as open to full members of the Association, upon application to the Company Secretary, unless specifically marked as confidential.

3.9 Conduct at meetings

Board members will conduct themselves in a manner which does not obstruct the business of the meeting or call into question the status of the Chair.

If any Board member persistently disregards the ruling of the Chair or behaves in any way which obstructs the Board or Committee business, the Chair (or any Board member) may move that the motion under discussion be put and, if seconded, shall be determined without further discussion.

Meetings should be polite and business-like. Board members should not use swear words, racist or sexist comments or engage in disruptive behaviour. Abuse of staff or Board members will not be tolerated. A Board member shall speak only when invited by the Chair, unless a general invitation to speak exists. If two or more Board members wish to speak, the order shall be decided by the Chair. A Board member shall restrict himself to the matter under debate.

If the same Board member continues the misconduct after a motion has been carried, the Chair shall either:

- move that the Board member shall leave the meeting, which can be determined without seconding or discussion; or
- adjourn the meeting and determine where and when it will be reconvened.

3.10 Voting

Where a decision is required, a consensus of all Members present will normally be sought. Where this is not possible, the Chair will request a show of hands or a poll, as provided for in the relevant Rules/Articles of Association. Any Board member may request that their manner of voting be recorded in the minutes of the meeting.

In the case of equality of votes (and only in such case) the Chair of the meeting has a second or casting vote.

3.11 Declaration of Interests at Meetings

If any Board/Committee member or employee of the Group, present at a meeting, has any pecuniary or non-pecuniary interest in any contract into which any of the CGA Group of Companies is entering, or in any other matter which prevents him/her from participating in the discussion and/or voting thereon, such Board/Committee member or employee shall, while the contract or other matter is before the Board or Committee in question, declare such interest, which will be recorded in the minutes of the meeting. They must not vote on the matter and must leave the meeting unless invited to remain because such interest is insufficient to demand complete withdrawal. If the individual remains, they may be allowed to speak but not vote by the relevant Board or Committee. This applies also to interests of close relatives. The Group's Code of Conduct for Board/Committee members and Employees are relevant here and must be referred to in cases of any doubt.

3.12 Minutes

The minutes shall be recorded of any meeting and shall be confirmed at each subsequent meeting as a true record by an affirmative resolution of members present and signed by the Chair.

Minutes of all meetings of Boards, and of Committees, will be circulated to members of that Board/Committee and to the Parent Board.

3.13 Urgent Action

Any action of an urgent nature required between meetings of the Parent Board, a Subsidiary Board or of a Committee with power to act and not within the delegated authority of the Chief Executive (or relevant Executive Director), shall be referred by the Chief Executive (or relevant Executive Director) to the Chair and Vice Chair (or one other member of the relevant Board or Committee if the Chair or Vice Chair are not contactable) for a decision. In these circumstances, the decision shall be reported to the next meeting of the relevant Board or Committee.

As a general rule, the authority described in this section does not extend to policy decisions for the Association or Group, even if urgent, which should be the subject of a specially convened meeting of the Parent Board. In the event of extreme urgency, and only in exceptional circumstances which do not permit delay, the Chair of the Parent Board is authorised to act, after consulting with the Vice Chair and enough board members to meet the quorum for the Parent Board. Should this not be possible, the Chair and Vice Chair should consult as many Parent Board members as possible. In these circumstances, a formal record should be made of the consultation process and the views expressed, which should be reported with the decision taken to the next meeting of the Parent Board.

The Parent Board must review on an annual basis the “urgent actions” reported to it on an ad hoc basis, to ensure that the process is working correctly and is not being overused. Any urgent actions approved by a subsidiary must be reported to the next meeting of the Parent Board and included within the annual review of urgent actions. The terms of reference appended to these Standing Orders indicate the extent of delegation to those Subsidiaries and Committees.

3.14 Appointment of the Group’s Company Secretary

The Board will appoint a suitably experienced person to act as the Company Secretary to the Group. If the Group Company Secretary is appointed to serve on the Board of a subsidiary company within the CGA Group, the Parent Board will appoint an alternative suitably qualified person to act as the Company Secretary of that subsidiary.

4. Custody and use of Seal

4.1 Custody of Seal

The Company Secretary will keep the Group's seals in a safe place and will maintain a seal register.

4.2 Sealing of Documents

The Group may, if required, execute certain documents under seal. These include:

- The conveyance of any estate in land sold by the Association including:
 - Right to Buy.
 - Disposal of individual properties under home ownership initiatives.
 - Miscellaneous parcels of land.
 - Relaxation of covenants.
- The conveyance of any estate in land purchased by the Association, if the Association is entering into any covenants with the vendor.
- Building contracts – in order to obtain a 12-year period in which the Association may make a contractual claim.
- Contracts with a value exceeding £1,000,000 excluding VAT.

The Company Secretary or Chief Executive, plus either one other member of the Executive Leadership Team, the Head of Business Assurance, the Head of Finance or one Board member, must witness the use of the seal.

4.3 Signing

The Chief Executive, or other senior officer duly authorised by him/her, may sign contracts, wayleaves and agreements that do not require sealing. Contract authorisation levels are defined within the Financial Regulations.

COMMUNITY GATEWAY ASSOCIATION BOARD TERMS OF REFERENCE

Purpose of the Board

1. The overall purpose of the Board is to oversee and provide guidance in relation to the Association's affairs with executive management responsibility delegated through the Chief Executive. In doing so, Board members must share responsibility for decisions and act only in the interests of the Association and the CGA Group and not on behalf of any constituency or interest group, putting the interests of the Association before their own interests.
2. In accordance with the Association's Rules, the Parent Board will meet at least three times a year as an ordinary meeting, at places to be fixed on an annual basis.

Membership

3. The composition of the Board is set out in paragraphs D2 to D5 of the Association's Rules and summarised in Table 1 of these Standing Orders.

Secretary

4. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

5. The quorum necessary for the transaction of business is set out at paragraph D13 of the Association's Rules and is summarised in Table 1 of these Standing Orders.

Persons co-opted to the Board shall be excluded in assessing whether a quorum exists.

Responsibilities of the Board

6. Within its overall purpose, the responsibilities of the Board include the following:
 - Define and ensure compliance with the values and strategic objectives of the Association.

- Establish strategic policies and plans to achieve these objectives and ensure the long-term success of the CGA Group.
- Establish a positive culture, focused on the needs of current and future residents, other customers and other key stakeholders, and embedding equality, diversity and inclusion in the organisation.
- Establish and oversee a framework of delegation and systems control and holding subsidiary boards, committees and senior staff to account for the exercise of any powers delegated to them.
- Ensure, through the Audit and Risk Committee, the maintenance and an annual effectiveness review of the systems of internal control and the provision of an appropriate internal audit function.
- Establish a master list of key policies requiring approval by the Board or its Committees and approve any new policies which impact on:
 - Consumer Standards.
 - Economic Standards.
 - link to Regulatory, legal or health and safety requirements.
 - the overall colleague base or terms and conditions.
- Review the master list and key policies at least every three years to ensure they remain robust and current and require these policies to be presented for re-approval if any changes are proposed which may:
 - reduce quality, timeliness or health and safety standards.
 - have a negative impact on customer satisfaction.
 - have an impact on resource allocation/budgets.
- Make decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle.
- Establishing and overseeing risk management frameworks in order to safeguard the assets, compliance and reputation of the organisation. This will include determining CGA's approach to risk, setting its culture, risk appetite, risk identification, oversight of risk management, crisis management and responsibility for the Association's risk decision taking.
- Approve the Business Plan for the Association.
- Approve each year's budget and accounts prior to publication.

- Review and respond, in conjunction with the Audit and Risk Committee, to the external auditors' annual management letter.
- Establish and oversee a framework for borrowing by the Association, to monitor full compliance with all covenants contained in loan facility documentation.
- Monitor the Association's financial position during the year, satisfying itself of the integrity of financial information and ensuring that its financial performance is consistent with the approved Budget and longer-term plans. In doing so, ensure any remedial action is taken to maintain liquidity and financial viability.
- Approve all key strategies underpinning the delivery of the Corporate Plan and have overall responsibility for their implementation and monitoring.
- Approve the Association's approach and strategic framework for delivering value for money.
- Demonstrate and promote a clear and active commitment to Equality, Diversity and Inclusion in all of the organisation's activities as well as in its own composition.
- Ensure that CGA uses its property stock effectively and efficiently, provides high quality services to tenants and maintains its property to a high standard, within policy and financial constraints.
- Monitor the progress and project management of the capital programme for major repairs, renovation and modernisation and to ensure that appropriate standards of design, specification and project management are achieved.
- Review and subsequent tender of the internal and external auditors' appointments, as recommended by the Audit and Risk Committee.
- Appoint the Association's bankers and any external financial and legal advisors, which it considers necessary.
- Oversee the Association's legal and moral responsibilities as a landlord and an employer, including, in particular, the important responsibilities under Health and Safety legislation and ensure that it complies with those responsibilities.
- Agree substantive changes to the staffing structure and terms and conditions, including remuneration policies. For the avoidance of doubt, this will also include overseeing the Group's pension arrangements.

- Overall responsibility for training and development strategies for employees and Board members.
- To approve and monitor the management and delivery of CGA's Development and Regeneration programme, ensuring that development targets and grant conditions are met whilst protecting the Association's financial viability.
- To approve the submission of bids for external funding (including grants, tenders, etc.) and the subsequent acceptance of these funds on behalf of the Board.
- Ensure compliance with the terms of the Transfer Framework and Partnership Agreements.
- Reserve to itself all decisions, regarding staff/Board member declarations of interest, specifically brought before Board. In the case of urgency, this matter shall be covered by the provision as to Urgent Action decisions in Standing Orders.
- Appoint (and if necessary, dismiss) the Chief Executive and be represented in the appointment of the Executive Directors of CGA.
- Create a standing Audit and Risk Committee, Governance and Remuneration Committee and Homes and Services Committee. The Board may also from time to time create other Committees, Sub-Committees or working groups to which it may delegate or refer business for detailed consideration.
- A decision by the Board, or by a Subsidiary or Committee with full power to act, shall include the authority to take all necessary consequential action to put that decision into effect, including the affixing of the relevant company seal to any requisite document.
- Receive reports on a range of performance indicators relating to key issues as shall be agreed by them from time to time.
- Establish and monitor a mechanism for communicating and receiving feedback from the organisation's stakeholders and shareholders.
- Provide oversight, direction and constructive challenge to the organisation's Chief Executive and the Executive Leadership Team.
- Follow the organisation's Rules in appointing (and, if necessary, removing) the Chair of the Board.

- Establish a code of conduct and expected behaviour for the Board, subsidiary Boards and Committees.
- All matters concerning the constitution and governance of the Association, including approval of standing orders as to procedure, financial regulation and contracts and compliance with all legislative, regulatory and financial requirements.
- Satisfy itself that the Group's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and propriety.
- Ensure all new Board members undertake an appropriate induction whereby the responsibilities of being a company director are made clear, alongside the requirement to observe key corporate policies including, but not limited to, Probity and Anti-Bribery.
- In accordance with the Group's Intra-Group Agreements monitor the performance and activities of its subsidiaries, ensuring that each subsidiary maintains high standards of governance and probity, remains viable and has robust systems of financial controls and reporting.

Matters Specifically for Board

7. Significant matters specifically reserved for the Board's decision, which cannot be delegated to executive staff or Committees, include:
 - Expansion of the organisation's operations into new activities or geographic areas.
 - Any decision to cease a material part of the organisation's operations.
 - Significant changes to corporate structure.
 - Approval of resolutions to be put forward by the Board at a general meeting.
 - Changes to the structure, size and composition of the Parent and Subsidiary Boards.
 - Approval of Committee membership, including Committee Chairs and terms of reference.
 - Appointment or removal of any officer of the Board, including the Group's Company Secretary.

- Approval of periods of notice of more than six months and other provisions for material payments to be made or benefits granted in the event of a contract being terminated must be specifically approved by the Board with the reasons for the decision clearly minuted.

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

Membership

1. The Committee shall comprise a maximum of five Parent Board members, excluding the Chair of the Parent Board, who cannot serve on the Committee.
2. Following agreement with the Board, the Committee may co-opt further Independent Committee Members if required, however, the Committee's membership should never include more than 40% co-opted members. Co-opted members will be (re)appointed annually.
3. Paid CGA staff cannot be members of the Audit and Risk Committee.
4. The maximum tenure on the Audit and Risk Committee is six years.
5. The Chair will be appointed annually by the Parent Board. The Chair of the Committee must either be a member of the Parent Board or have clear arrangements for reporting to the Parent Board.
6. Only members of the Committee have the right to attend committee meetings. However, other individuals such as executive officers/internal advisors shall attend to support and serve the committee and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Secretary

7. The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

8. The quorum necessary for the transaction of business shall be three, excluding co-opted members.

Meetings

9. The Committee will meet at least three times a year and otherwise as required. Meetings may be in any format or use any mode or media.

10. At least annually the Committee shall meet in closed session with the external and internal auditors together or individually, as required.
11. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
12. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
13. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate meeting of the Parent Board.

Responsibilities of the Committee

14. The Audit and Risk Committee is responsible for the following for the CGA Group of companies:
 - **Appointment of external auditor:** Reviewing the terms for the selection and remuneration of the external auditors.
 - **Appointment of internal auditor:** Reviewing the terms for the selection and remuneration of the internal auditors.
 - **Audit programmes:** Agreeing the annual audit programmes.
 - **External audit recommendations:** Monitoring the implementation of external audit recommendations.
 - **Management letter:** Reviewing management letters and other similar reports. Reporting on the reports, the response to them and remedial action necessary to the Board.
 - **Auditor's performance:** Reviewing annually the performance of the external and internal auditors.
 - **Non-external audit services:** Agreeing the policy and procedures for contracting non-external audit services provided by the external auditors.
 - **Reports from internal auditor:** Receiving reports on the programme, from the internal auditors, at least twice a year. Reviewing the recommendations made, responses to the reports and the progress of their implementation.

- **Additional audit:** Commissioning additional external and/or internal audit exercises or reviews it considers necessary and monitoring the implementation of recommendations arising from any additional audit activity. Additional work may be commissioned following discussion with internal or external auditors where they have noted any instances of employee fraud, questionable or illegal payments, or violations of laws or regulations.
- **Insurance Provision:** Conduct an annual review of CGA's insurance provision and claims history in so far as it impacts on the organisations risk management activities.
- **Internal controls assurance:** Overseeing arrangements for internal controls. Considering statements on internal controls assurance contained in the statutory accounts and recommending whether they are made on an acceptable basis.
- **Wider assurance framework:** Ensuring there are sound policies, procedures and systems in place to enable demonstrable compliance with relevant regulatory and legal requirements (e.g. Information Governance, Fraud and Anti-Bribery). This will include regularly reviewing the Board approved policy framework to provide assurance that policies are being updated and presented for approval in accordance with review dates.
- **Financial Statements:** Reviewing the audited financial statements and the external auditors report on them. Recommending approval of the audited financial statements to the Board.
- **Fraud reporting:** Ensuring compliance with regulatory requirements on the reporting of fraud. Monitoring all entries made in the fraud register.
- **Risk strategy and risk monitoring arrangements:** Reviewing the effectiveness of the mechanisms in place for the management of risk. This will include:
 - Evaluating the Risk Management Strategy and supporting procedures on an annual basis and making recommendations to Board as appropriate.
 - Annually reviewing the Group's Risk Appetite Statement and making recommendations to the Parent Board as appropriate.
 - Undertake quarterly reviews of the Corporate Risk Register and review all the Group's Risk Registers at least annually,

considering the adequacy of mitigating actions and making recommendations to the relevant Board as appropriate.

- **Digital and Data Strategies:** Oversee the delivery of these Strategies ensuring the organisation is data driven and makes best use of data and technology to inform decision making, maintain high business standards and provide high quality homes and services.
- **Committee membership and effectiveness:** Reviewing the Committee's membership and effectiveness on a regular basis, to ensure that it has appropriate skills and relevant experience. Where this has not been the case, identifying suitable candidates for Committee membership.

Reporting Responsibilities

15. The Committee Chair shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
16. The Committee shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
17. The Committee shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

18. The Committee shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

GOVERNANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

Membership

1. The Committee shall comprise of the Chair and Vice-Chair of the Parent Board and the Chairs of the Audit and Risk and Homes and Services Committees. Paid staff cannot be members of the Governance and Remuneration Committee.
2. The Vice-Chair of the Parent Board will Chair the Governance and Remuneration Committee. If the role of Vice Chair is vacant, the Chair of the Audit and Risk Committee will act as Chair of the Governance and Remuneration Committee.
3. Only members of the Committee have the right to attend committee meetings. However, other individuals such as the Chief Executive, other executive officers/internal advisors shall attend to support and serve the committee and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Secretary

4. The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

5. The quorum necessary for the transaction of business shall be two.

Meetings

6. The Committee shall meet at least twice a year and otherwise as required. Meetings may be in any format or use any mode or media.
7. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
8. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the

meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

9. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

Responsibilities of the Committee - Governance

10. The Committee shall carry out the following responsibilities identifying any common themes/key issues and escalating any matters of concern to the Board for consideration:
 - a. Oversee the annual review of Board effectiveness and the annual Board appraisal process.
 - b. Review the annual self-assessments of compliance with the Regulator's economic standards and CGA's chosen Code of Governance.
 - c. Undertake an annual review of the Association's Rules, Standing Orders and Financial Regulations recommending any proposed changes to the Board for consideration.
 - d. Regularly consider the Governance Action Plan prior to consideration by the parent Board.
11. The Committee shall support the Board in maintaining effective board succession planning arrangements by carrying out the following responsibilities:
 - Be responsible for identifying and appointing relevant candidates to serve on the Parent and Subsidiary Boards (with the exception of the PVC Board who shall be responsible for overseeing its own appointments), ensuring no legal restrictions prevent such appointments.
 - Identify the role and capabilities required for particular appointments, taking into account the balance of skills, knowledge, experience and any skill gaps on the relevant Board.
 - In identifying relevant candidates, carry out interviews/assessments, ensuring criteria is set to achieve board skill requirements; governance and statutory duties; ability to conform to Board expectations; any previous or current conduct which might bring the Association into disrepute; any other criteria deemed reasonable.

- Review structure, size, composition of Boards and committees, making recommendations in regard to the same.
- Review the Board succession plans and exit strategy every three years or as and when required.

Responsibilities of the Committee – Remuneration

12. The Committee shall carry out the responsibilities detailed below:

- Have responsibility for advising on, and recommending to the Parent Board, the Remuneration Strategy for Non-Executive Directors and Co-optees serving on the Parent Board. In fulfilling this responsibility, the Committee will take into consideration the following matters (please note this list is not exhaustive):
 - aligned with the organisation's social purpose and wider reputation.
 - proportionate to the organisation's size, complexity, level of risk and resources; and
 - linked to the role's responsibilities, against which performance is reviewed.
 - Regularly reviewed, drawing on external advice as necessary.
- Agree annual performance objectives for the Chief Executive and annually appraise the delivery of these objectives and the overall performance of the Chief Executive.
- Regularly, and at least every three years, review the Chief Executive's Contract of Employment.
- Receive an annual update on the performance of Executive Directors from the Chief Executive.
- Have responsibility for advising on, and recommending to the Parent Board, the Remuneration Policy for all Executive Directors, including any ancillary rights and any compensation payments. No director or senior manager shall be involved in any decisions as to their own remuneration.
- In determining such policy, take into account all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of the National Housing Federation's Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive management of the quality

required to run the Association successfully without paying more than is necessary. The Remuneration Policy should have regard to the risk appetite of the Parent Board and alignment to the Association's long-term strategic goals.

- Except for the Chief Executive's remuneration, and within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive, as appropriate, determine the total individual remuneration package of each Executive Director and other designated senior executives including, bonuses, incentive payments and any other award schemes.
- Obtain reliable, up-to-date information about Board and Executive remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the company, but within any budgetary restraints imposed by the Parent Board.
- Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- Consider the annual pay award for all staff, and associated changes to staff terms and conditions (including pensions), taking account of the business plan, benchmark and market information and recommend its approval to the Parent Board.
- Ensure that the contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- Oversee any major changes in employee benefit structures throughout the Association.

Responsibilities – Confidential Concerns

- Ensure that appropriate Whistleblowing policies and procedures are in place and regularly receive an account of matters raised under these policies and action taken in response.

Reporting responsibilities

13. The Committee Chair shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.

14. The Committee shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
15. The Committee shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

16. The Committee shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

HOMES AND SERVICES COMMITTEE TERMS OF REFERENCE

Membership

1. The Committee shall comprise of seven Members in total comprising five Independent and Tenant Members of the Parent Board and two Members of the Tenant Voice Group
2. Following agreement with the Board, the Committee may co-opt Independent Committee Members if required, however, the Committee's membership should never include more than 40% co-opted members. Co-opted members will be (re)appointed annually.
3. Paid CGA staff cannot be members of the Homes and Services Committee.
4. The maximum tenure on the Homes and Services Committee is six years.
5. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, other executive officers/internal advisors shall attend to support and serve the Committee and external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Secretary

6. The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

7. The quorum necessary for the transaction of business shall be four.

Meetings

8. The Committee shall meet a minimum of four times a year and otherwise as required. Meetings may be in any format or use any mode or media.
9. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the

meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

11. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

Responsibilities of the Committee – General

12. In accordance with the Board's approved policy framework, oversee the development and implementation of strategies and approve relevant policies relating to: Housing and Neighbourhood Management, Repairs and Maintenance, Property Investment, Property Health and Safety Compliance and Customer Service.
13. Ensure activities within the Committee's areas of responsibility comply with the requirements of CGA's Standing Orders and Financial Regulations.
14. Review annual assessments of CGA's compliance with the following Regulatory Standards: Safety and Quality, Neighbourhood and Communities and Tenancy and recommend the assessments to Board for approval. Following consideration by the Tenant Voice Group, review the annual assessment of CGA's compliance with the Transparency, Influence and Accountability Standard.
15. Develop the annual Tenant Scrutiny Programme and receive reports from CGA's tenant scrutiny exercises, reviewing progress in implementing recommendation arising from the scrutiny programme.
16. Consider recommendations for tenant scrutiny reviews from the Tenant Voice Group and commission the Group to undertake scrutiny exercises and report the findings to the Committee to support continuous improvement and enable tenants to influence the design and delivery of CGA's services.
17. Review the outcomes of audit reports and independent assurance activity in relation to the Committee's areas of responsibility and agree, where necessary, plans to improve performance and mitigate risk.
18. Ensure all services within the Committee's areas of responsibility are inclusive and responsive to the diverse needs of CGA's tenants.
19. Contribute to the delivery of CGA's annual budgets, financial targets and value for money metrics alongside evaluating long term impacts on the Association's Business Plan.
20. Review changes to legislation, government policy and regulation in relevant service areas and make recommendations to Board on any action required to ensure continued compliance.

Responsibilities of the Committee – Customer Insight

21. Review and recommend minimum standards of service that tenants can expect to receive to the Board for approval.
22. Monitor and regularly report to Board to provide it with assurance that customer feedback and insight is being actively considered and utilised to influence policy and practice. This will include the receipt of a quarterly report outlining performance in relation to:
 - delivery of customer facing services.
 - how CGA communicates with tenants on the delivery of services.
 - the handling of complaints and service recovery requests including lessons learned and the receipt of compliments.
 - quarterly results from the rolling tenant satisfaction perception surveys, transactional surveys and mystery shopping exercises and monitor the use of the results to drive improvements in service and tenant satisfaction levels.
23. Receive the annual results of the Tenant Satisfaction Measures (TSMs) including both perception and management information measures and approve the annual TSM return prior to submission to the Regulator of Social Housing.
24. Approve CGA's Complaints Policy in accordance with the Board's approved Policy Framework and consider and recommend the annual self-assessment of compliance with the Housing Ombudsman's Complaints Handling Code.
25. Receive reports/updates from the Tenant Voice Group and other tenants who have been involved in reviewing services through CGA's Community Engagement Framework and tenant scrutiny activities.

Responsibilities of the Committee – Repairs and Maintenance

26. Monitor and report to Board to enable it to gain assurance on the performance of all aspects of CGA's responsive repairs and maintenance service to ensure the delivery of an efficient, effective and high-quality service.
27. Oversee CGA's property health and safety compliance arrangements to ensure CGA meets legislative and regulatory requirements. This will include monitoring performance in relation to the Board's approved suite of health and safety compliance indicators and the results of periodic property compliance checks.

Responsibilities of the Committee – Investment Activity

28. Consider and recommend to the Board for approval an annual capital programme for Investment, Cyclical, Planned and Major Works ensuring alignment with the Asset Management Strategy.
29. Monitor and report to Board on the delivery of the Asset Management Strategy and capital programme for major repairs and investment works ensuring appropriate standards of design, specification and project management are achieved.
30. Oversee procurement activity and contractor performance in relation to the Investment, Cyclical, Planned and Major Works programme.
31. Monitor and report to Board on arrangements for assessing the overall condition of CGA's homes and for ensuring compliance with the Decent Homes Standard.
32. Oversee CGA's activities and programmes of work to provide energy efficient homes and become a carbon neutral organisation.

Responsibilities of the Committee – Housing Services

33. Monitor and report to Board to enable it to gain assurance on the performance of all aspects of CGA's housing services functions (including allocations and lettings, empty homes, tenancy management, safeguarding and domestic abuse, older persons and homelessness services) to ensure the delivery of efficient, effective and high-quality services.

Responsibilities of the Committee – Income Management

34. Monitor and report to Board to enable it to gain assurance on the performance of CGA's rent and service charge collection and monitor the performance of tenancy support services to assist tenants who are experiencing financial hardship.
35. Monitor the setting and recovery of service charges ensuring charges are fair, transparent, accurately apportioned and compliant with legal and regulatory requirements.

Reporting Responsibilities

36. The Committee Chair shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
37. The Committee shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.

38. The Committee shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

39. The Committee shall arrange for annual review of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

PATTERDALE DEVELOPMENTS LIMITED
TERMS OF REFERENCE

Purpose of the Board

1. Patterdale Developments Ltd is the primary design and build contractor for Community Gateway Association (CGA).
2. Patterdale Developments Ltd will aim to improve the effectiveness of the procurement stage of the development process by enabling irrecoverable VAT on professional fees to be recovered. Patterdale Developments Ltd is registered separately for VAT outside of CGA's VAT Group.

Membership

3. The Board will be comprised of a minimum of three and a maximum of five members. For the time being, the Board will comprise the Chief Executive and two Executive Directors of CGA.

Secretary

4. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

5. The quorum necessary for the transaction of business shall be two.

Meetings

6. The Board shall meet at least twice a year and otherwise as required. Meetings may be in any format or use any mode or media.
7. Meetings of the Board shall be called by the Secretary at the request of the Board's Chair.
8. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to the Board and to other attendees, as appropriate, at the same time.
9. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

Responsibilities of the Board

10. The responsibilities of Patterdale Developments Ltd are as follows:

- To ensure that Patterdale Developments Ltd acts in accordance with the Association's values, vision and strategic objectives, to help ensure the long-term success of both Patterdale Developments Ltd and the Group.
- To establish policies and plans to achieve the objectives of Patterdale Developments Ltd and the Group.
- To examine the strategic fit of any opportunities within the scope of Patterdale Developments Ltd activity in the light of the Association's aims and objectives. It will make recommendations which may refine, amend or add value to the business transacted to deliver these objectives.
- To contribute to the implementation of the Group's Development and Regeneration Strategy within its approved Business Plan and Budget.
- To procure third party services for development projects on behalf of the parent company.
- To monitor the delivery of any contracts or documentation it enters into with contractors.
- To take all necessary steps to enforce contractual terms where requested by the Parent Board.
- To ensure Patterdale Developments Ltd operates effectively, efficiently and economically, approving Patterdale Development Ltd's budget each year and monitoring performance in relation to this budget.
- Monitor Patterdale Development Ltd's financial position during the year, satisfying itself of the integrity of financial information and ensuring that its financial performance is consistent with the approved Budget and longer-term plans. In doing so, ensure any remedial action is taken to maintain liquidity and financial viability and advising the Parent Board of any adverse variances.
- The Board will establish, oversee and review appropriate systems of internal control and risk management in order to safeguard the assets and reputation of Patterdale Developments and the Group.

Reporting responsibilities

11. The Board Chair shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
12. The Board shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
13. The Board shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

14. The Parent Board will always retain overall responsibility for all aspects of financial management, development and investment decisions.
15. The Board shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

CGA HOMES LIMITED TERMS OF REFERENCE

Purpose of the Board

1. The primary purpose of CGA Homes Ltd is to generate a financial surplus by delivering commercial services that complement Community Gateway Association's (CGA) core business.

Membership

2. The Board will be comprised of a minimum of three and a maximum of five members. For the time being, the Board will comprise four Members drawn from the Parent Board and the Group Chief Executive.

Secretary

3. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

4. The quorum necessary for the transaction of business shall be three.

Meetings

5. The Board shall meet at least twice a year and otherwise as required. Meetings may be in any format or use any mode or media.
6. Meetings of the Board shall be called by the Secretary at the request of the Board's Chair.
7. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to the Board and to other attendees, as appropriate, at the same time.
8. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

Responsibilities of the Board

9. The responsibilities of CGA Homes Ltd are as follows:

- To ensure that CGA Homes Ltd acts in accordance with the Group's values, vision and strategic objectives, to help ensure the long-term success of both CGA Homes Ltd and the Group.
- To establish policies and plans to achieve the objectives of CGA Homes Ltd and the Group.
- To scrutinise opportunities for commercial growth, particularly in the fields of development and acquisition for outright sale and any other suitable areas of activity, from the perspective of organisational risk, reputation and viability.
- The Board will monitor the performance of any significant contract related to CGA Homes Ltd's activity, direct and challenge the Executive as necessary, and recommend to the Parent Board any actions necessary to ensure that agreed outcomes are delivered.
- To ensure CGA Homes Ltd operates effectively, efficiently and economically, approving CGA Homes Ltds' budget each year and monitoring performance in relation to this budget.
- To satisfy itself as to the integrity of financial information, approving each year's accounts prior to publication.
- To examine the strategic fit of any opportunities within the scope of CGA Homes Ltd activities in light of the Association's aims and objectives. It may make recommendations to the Parent Board to refine, amend or add value to the business transacted to deliver these objectives.
- To establish, oversee and review appropriate systems of internal control and risk management in order to safeguard the assets and reputation of CGA Homes Ltd and the Group.

Reporting responsibilities

10. The Board Chair shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
11. The Board shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
12. The Board shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

13. The Parent Board will always retain overall responsibility for all aspects of financial management, development and investment decisions.
14. The Board shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

**PRESTON VOCATIONAL CENTRE (PVC)
TERMS OF REFERENCE**

Membership

1. The Board will be comprised of a minimum of three and a maximum of ten Members. For the time being, the Board will comprise of up to nine Members.

Secretary

2. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

3. The quorum shall be two Members or one third of the total number of Directors, whichever is greater.

Meetings

4. The Board shall meet at least three times a year and otherwise as required. Meetings may be in any format or use any mode or media.
5. Meetings of the Board shall be called by the Secretary at the request of the Board Chair.
6. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to the Board and to other attendees, as appropriate, at the same time.
7. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

Responsibilities of the Board

8. The responsibilities of the PVC Board are as follows:
 - Define the strategic aims and objectives of PVC.
 - Lead and manage PVC in accordance with its values, objectives and policies, ensuring as far as possible that PVC achieves value for money

through continuous improvement in the delivery of its direct and support services.

- Receive and consider regular reports on budget, cash flow forecasts and on performance against key financial indicators, including management accounts, reviewing any corrective action necessary.
- Propose and agree an annual budget.
- Agree policies and make decisions on all matters that might create significant financial or other risk to PVC or which raise material issues of principle.
- Comply with Group policies and procedures.
- Advise and assist in the formulation of policy.
- Oversee PVC's legal and moral responsibilities as an employer, including, in particular, the important responsibilities under Health and Safety at Work legislation and ensure that it complies with those responsibilities.
- Share responsibility for decisions and act only in the interests of PVC and not on behalf of any constituency or interest group, putting the interests of PVC before their own interests.
- Ensure compliance with the Group Board member code of conduct.
- Oversee the development and implementation of the business strategy for PVC, including marketing and public relations.
- Establish and monitor a mechanism for communicating and receiving feedback from the company's stakeholders and customers.
- Develop an effective Communication Strategy which promotes and enhances the work of PVC.
- Ensure that there is an effective performance monitoring system for PVC; that measures progress and is sufficient to detect any problems that might threaten the implementation of PVC's Business Plan.
- Agree the main staffing structure and terms and conditions.
- Ensure PVC is supported, accommodated, equipped and administered to provide best value in its services to its customers.

- Ensure that PVC complies with the law and remains solvent.

Reporting responsibilities

8. The Board shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
9. The Board shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
10. The Board shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

Authority

11. The Board shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.

TENANT VOICE GROUP TERMS OF REFERENCE

Overall Purpose

The Tenant Voice Group is CGA's central membership body and is responsible for overseeing the development and delivery of the Community Empowerment and Community Investment Strategies, overseeing all tenant consultation activity, monitoring customer service performance and overseeing the delivery of tenant scrutiny reviews.

Membership

1. Only full members of Community Gateway Association (CGA) are eligible to join the Tenant Voice Group.
2. The Tenant Voice Group shall have a membership of up to sixteen members at any one time to provide flexibility for tenants to engage in the Group's activities.
3. On an annual basis, the Tenant Voice Group will elect a Chair from amongst its members.
4. Two of the members of the Tenant Voice Group shall be appointed to serve on the Homes and Services Committee and this will normally include the Chair of the Group.
5. Tenants who are also paid colleagues of CGA cannot be members of the Tenant Voice Group.
6. When there are vacancies amongst the membership of the Tenant Voice Group a recruitment process will be carried out prior to appointments being made.
7. Once appointed, members of the Group will serve for a term of 3 years. Members of the Tenant Voice Group may be appointed to serve for further three-year terms up to a maximum of nine years subject to satisfactory performance in the role. A member of the Group may only be appointed to serve beyond nine years if the Board considers that this is in the best interests of the organisation. For the avoidance of doubt, time served on other Boards and Committees within the CGA group will not be taken into account when calculating an individual's maximum tenure on the Tenant Voice Group.
8. Group Members are required to act in accordance CGA's Code of Conduct for Board Members and involved tenants. A breach of the Code of Conduct will result in removal from the Tenant Voice Group.

Secretary

9. The Company Secretary, or his or her nominee, shall act as the Secretary of the Tenant Voice Group and will ensure that the Group receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

Quorum

10. The quorum necessary for the transaction of business shall be half the members serving on the Group at the time of the meeting.

Meetings

11. The Tenant Voice Group will meet as and when required to enable the Group to effectively fulfil its responsibilities, with the Group meeting at least once a quarter.
12. The Secretary will ensure that notes of meetings are taken and once the notes have been confirmed by the Group at their next meeting, the Secretary will ensure these notes are presented to the next Homes and Services Committee meeting.

Responsibilities of the Tenant Voice Group

13. The Tenant Voice Group's responsibilities are to:
 - a) Oversee the tenant engagement framework and monitor delivery to ensure that tenants are provided with a range of opportunities to express their views on issues that matter to them and to influence the delivery of CGA's services.
 - b) Support the development of CGA's Community Empowerment Strategy, considering the draft Strategy and recommending it to the Homes and Services Committee and Board for approval.
 - c) Receive a quarterly update on progress in delivery of the Community Empowerment Strategy and receive an annual report on delivery of the Strategy prior to this being presented to CGA's membership at the AGM.
 - d) Reviewing the outcomes and impact of involvement and community development and investment activities and ensuring these are effectively communicated to demonstrate how tenant involvement has influenced positive change.
 - e) Where task and finish groups, focus groups and other forms of consultation have taken place, review the outcomes to confirm sufficient tenant consultation and involvement has taken place.
 - f) Receive a six-monthly update on progress in delivering CGA's Corporate Plan including:

- delivery of customer facing services;
 - how CGA communicates with tenants on the delivery of services;
 - the handling of complaints and receipt of compliments including lessons learned from complaints;
 - outcomes of tenant satisfaction surveys (Tenant Satisfaction Measures and Transactional) and mystery shopping exercises and how results are being used to drive service improvements.
- g) Undertake detailed monitoring of actions included on the Tenant Voice Tracker to ensure that CGA utilises feedback from tenants to improve the quality of its homes and services.
- h) Identify any areas of concern with performance and make recommendations for scrutiny reviews, task and finish groups, focus groups or surveys to the Homes and Services Committee where required.
- i) Receive and review an annual assessment of CGA's compliance with the Regulator's Transparency, Influence and Accountability Standard and recommend the assessments to the Homes and Services Committee for consideration.
- j) Oversee the delivery of CGA's annual programme of tenant scrutiny reviews and report the findings of reviews to the Homes and Services Committee.
- k) At the request of the Homes and Services Committee, oversee consultation on customer facing strategies, policies and services (including those relating to housing and neighbourhoods) ensuring there has been a sufficient level of consultation and the feedback from tenants has been used to influence the final Strategy/Policy.
- l) Ensure that CGA provides tenants with timely, accurate and reliable information on issues that matter to them, including: the delivery of services; information about their home and local community; and information about performance on key customer related issues.
- m) Monitoring membership activity including periodically reviewing the membership offer and receiving updates on arrangements for the Annual General Meeting.
- n) Representing Community Gateway at events and initiatives, championing our model and bringing back learning from others. Where external events are attended by members a full update will be provided to the Tenant Voice Group.

RESPONSIBILITIES OF THE CHAIR AND VICE CHAIR OF THE PARENT BOARD AND THE CHAIRS OF SUBSIDIARY BOARDS AND STANDING COMMITTEES

1. Responsibilities of the Chair of the Parent Board

The responsibilities of the Chair of the Parent Board are to:

- provide leadership to the Board and ensure its effectiveness.
- ensure the efficient conduct of the Board's business and of the Association's general meetings.
- ensure that all Board members are given the opportunity to express their views before any decision is taken.
- ensure effective liaison between the Board and Gateway Central.
- establish a constructive working relationship with, and provide support for, the Chief Executive.
- ensure that the Board delegates sufficient authority to its Committees, the Chair, the Chief Executive and others, to enable the business of the Association to be carried on effectively between meetings of the Board; and also to ensure that the Board monitor the use of these delegated powers.
- ensure that the Board receives professional advice when it is needed.
- ensure the Association complies with the Codes of Conduct, governance requirements and policies which are appropriate to the circumstances.
- represent the Association.
- take decisions delegated to the Chair, with the advice of the Chief Executive, in accordance with the terms of these standing orders.
- ensure that the Board, at least annually, conducts an appraisal process that reviews the skills of its individual members, including those of the Chair/Vice Chair of the Board and Committees, as appropriate to their performance in that capacity and that action is taken to remedy any deficiencies.
- To effectively support and challenge the Executive Leadership Team.
- ensure, when necessary, that the Chief Executive is replaced in a timely and orderly fashion.
- ensure the Board agrees the role of Vice Chair.

2. Responsibilities of the Vice Chair of the Parent Board

Fundamentally, the Vice Chair of the Board is appointed to partner and support the Board's Chair to build and maintain effective governance arrangements.

When deputising for the Chair, the key responsibilities of the Chair will apply.

However, and in addition to the accountabilities contained within the Board Member Role Profile, the Vice Chair of the Board has additional responsibility for the following:

- To work in close partnership with the Chair to provide leadership to the Board and ensure its effectiveness.
- To support and assist the Chair in taking decisions between meetings when necessary.
- To assist and support the Chair in fulfilling their wider duties and responsibilities.
- To represent the organisation as required and deputise for the Chair, undertaking the role of the Chair when necessary.
- To meet with the Board/Committee Chairs and Executive Leadership Team in between Board meetings.
- To, alongside the Chair, effectively and successfully support and challenge the Executive Leadership Team.
- To support the Chair in conducting the annual Board appraisal process and lead the annual appraisal of the Chair of the Board, informed by the views of all Board Members; and
- To undertake such other duties as may be delegated to them by the Board.

3. Responsibilities of the Chairs of each Subsidiary Board and Standing Committee

The responsibilities of the Chair of each Subsidiary Board and Committee are, in the context of their own Board or Committee, similar to those of the Chair of the Parent Board. In addition, however, they are responsible for ensuring that the work of their Board or Committee is properly and fully drawn to the attention of the Parent Board.

In the case of dispute, the Parent Board's decisions shall override those of any subsidiary Board or Standing Committee.

COMMUNITY GATEWAY ASSOCIATION SCHEME OF DELEGATION

1. Delegated Authority to the Chief Executive

1.1. General

- To lead and manage the CGA Group in accordance with the Association's values, objectives and policies, ensuring as far as possible that the Association achieves value for money through continuous improvement in the delivery of its direct and support services.
- To lead and manage the implementation of the Community Empowerment Strategy, seeking to optimise community involvement in all aspects of the business. In particular, to work closely with the Homes and Services Committee, in conjunction with the Tenant Voice Group, in planning and managing the affairs of the Association.
- To help the Parent Board determine strategy and ensure effective consultation and communication on all relevant matters.
- To exercise appropriate day to day control and direction over all the business of the Group and those in its employ.
- To maintain and develop an effective business planning system for the Association as a whole and ensure that all staff, Board and Committee members have an appropriate awareness of the Association's objectives, plans and programmes.
- To ensure the preparation of plans, financial budgets, accounts and regular reports, in an agreed format, for consideration by the Board.
- To ensure that the business plan targets are achieved.
- To ensure that there is an effective performance monitoring system for the Group; that measures progress and is sufficient to detect any problems that might threaten the implementation of the Association's Business Plan.
- To advise and assist in the formulation of policy, including matters pertaining to Standing Orders, Financial Regulations and other rules of the Group.
- To ensure that the Group has an effective policy framework, reporting key policies to Board for approval.
- To ensure that an effective system of internal controls is in place, including effective Risk, Business Assurance and Asset Management Frameworks.

- To ensure that the Group complies with the law and remains solvent.
- To ensure that Board Chairs and Vice Chairs receive appropriate support to enable the business of their Board to be properly conducted.
- To ensure that the Executive Directors operate effectively in the development of co-ordinated strategies, plans and initiatives and in the monitoring of performance.
- To ensure, as appropriate, that the Executive Directors keep themselves, and the employees under their direction, informed and up to date on matters such as housing need in the Association's areas of operation, housing legislation, regulatory requirements and any charitable, company law or other regulation, statute or rule likely to impact upon their work in particular, or the Group in general, and that they will be able to offer professional advice on policy and procedures to the Group's Boards.
- To develop, for the Parent Board's approval, an effective Communication Strategy which promotes and enhances the work of the Group.
- To promote and represent the interests of the Group in its relationship with the Regulator, Local Authorities, Government Departments, Professional Bodies and Organisations, the National Housing Federation and such other organisations with which Group Members may establish links or become affiliate.

1.2. **Matters concerning Employees**

- To pursue, within agreed plans and budgets, the recruitment, training, motivation and direction of employees and their activities, requisite to the promotion of the objects and policies of the Group.
- Involvement in the recruitment, selection and appointment of the Executive Directors, within the terms of reference of the Parent Board.
- All matters concerning the discipline and, if necessary, dismissal of the Executive Directors, in accordance with the provisions of the Group's Disciplinary Policy provided that the Chair of the Board (or other designated Board member) shall be consulted before any action is taken.
- Within approved Group policies, resources and overall structures, determine terms and conditions of service, salaries, and other emoluments.
- To decide employee recruitment, selection, appraisal, discipline and dismissal, in accordance with approved policies, codes of practice and terms and conditions.

- With the exception of major changes to structures, which must be approved by the Parent Board, make changes to employee structures and establishment, provided that costs are met from within agreed budgets.
- Development, approval and implementation of employment policies and procedures, including all employee welfare matters, that support the overall Human Resource and Organisational Development strategies, policies and values of the Association.
- Within the approved budget, and subject to approved employee policies and terms and conditions:
 - the appointment of temporary staff.
 - the working of paid overtime.
 - attendance of staff on training courses of varying types, including the payment of fees and financial assistance.
 - all types of leave arrangements.
 - the payment of disturbance and travelling allowances for employees compulsorily transferred from their normal centre of duty.
- To monitor the process for the appointment and dismissal of staff within the agreed establishment and in accordance with the terms and conditions of employment and the Association's Equality, Diversity and Inclusion Strategy.
- To implement the Group's pay structure.

1.3. **Authority to Institute or Defend Proceedings**

The Chief Executive has authority to institute legal proceedings and defend or concede legal proceedings, as appropriate, in order to protect the interests of the Group.

Where legal proceedings present a significant risk to the Group's reputation or financial position (or other matters that may present from time to time), the Chief Executive will consult with the Chair and Vice Chair of the Parent Board prior to any action being taken. A report on action taken shall be submitted as soon as possible to the next meeting of the Parent Board and to the appropriate subsidiary Board if the matter relates to the Subsidiaries areas of responsibility.

1.4. **Further delegation to Executive Directors and others**

All powers and authority delegated from time to time to the Executive Directors or other employees of the Group are deemed to be under the management of, and through, the Chief Executive. The Chief Executive may delegate particular

activities to the Executive Directors and to other employees whom the Chief Executive shall decide from time to time shall be authorised so to do.

In the absence of the Chief Executive (defined as an extended period of leave or illness), those functions outlined at paragraphs 1.1 to 1.3 above will be delegated to the Executive Director of Customers and Communities to exercise in their capacity as Deputy Chief Executive. The Parent Board expects that in exercising the delegated functions of the Chief Executive, the Executive Director of Customers and Communities will consult the Chair or Vice Chair of the Parent Board regarding any issue which the Parent Board might reasonably regard as novel, contentious or repercussive, prior to a decision being made in relation to the matter.

2. Delegated Authority to the Executive Director of Customers & Communities (Deputy Chief Executive)

2.1. General

- Manage the affairs of the Customers & Communities Directorate, in accordance with the values and objectives of the organisation and the general policies, Standing Orders, Financial Regulations and specific decisions of the Group's Boards, reflecting, in particular, the Association's commitment to its Community Empowerment Strategy.
- Within the approved budget, and subject to approved employee policies, terms and conditions, the appointment of temporary staff; the working of paid overtime; attendance of staff on training courses of varying types including the payment of fees and financial assistance; all types of leave arrangements; the payment of disturbance and travelling allowances for employees compulsorily transferred from their normal centre of duty.
- Monitor and control the appointment and dismissal of staff within the agreed budget and establishment subject to, and in accordance with, approved employee policies, codes of practice, terms and conditions and equal opportunities.
- Authority to purchase goods, works and services related to the responsibilities of the Customers & Communities Directorate, in accordance with the provisions of the Financial Regulations and the Procurement Policy.
- Authority to invite and accept tenders and enter into contracts for goods, works and services related to the responsibilities of the Customers & Communities Directorate, in accordance with the provisions of the Financial Regulations and the Procurement Policy.
- All other matters delegated by the Chief Executive.
- To deputise for the Chief Executive as and when required.

2.2. **Asset Management**

- Overall landlord responsibility on behalf of the Association for planned improvement, cyclical maintenance and modernisation programmes.
- Overall landlord responsibility, on behalf of the Association, for the effective and efficient delivery of a repairs and maintenance service within approved budgets and policies.
- The overall management of the development and implementation of an effective Asset Management Strategy.
- Consultation with CGA tenants in respect of the delivery of the large-scale improvement programmes and any major cyclical repair programmes.

2.3. **Development and Growth**

Within approved Group policies, strategies, budgets and in accordance with Financial Regulations, delegated authority to carry out the following matters in order to effectively deliver the Development and Regeneration Strategy approved by the Parent Board:

- To explore, develop, evaluate and exploit new business, asset management and growth opportunities for the Association subject to the provisions of the Financial Regulations.
- Creation of new, innovative partnership opportunities and funding arrangements (where necessary), for CGA to develop its activities to meet the challenge of community regeneration and business growth.
- Development of positive relationships with regulators, funders, the City Council, regeneration partnerships and other partners and stakeholders.
- Incur expenditure, such as consultant's fees, to determine whether a project is viable.
- Apply for planning permission.
- Enter into contracts for the completion of projects on behalf of companies within the Group, once the viability of the scheme has been established, in accordance with the provisions of the Financial Regulations and the Procurement Policy.
- Authorised to instruct a valuer and conduct negotiations for the purchase or sale of any land or property within the Group's declared policies.

- Authorised to purchase at auction any land or buildings which the Association has resolved to seek to acquire.
- With the exception of disposals under the Right to Buy and Right to Acquire provisions, and in accordance with the relevant legal provisions, negotiating the disposal of property and other assets and the authorisation of payments in connection with this activity, subject to the provisions of Standing Orders and Financial Regulations.
- Determining the use of land for housing development which is not immediately required for development purposes.
- Approval of terms for licences, wayleaves and easements.
- Legal and other appropriate action in connection with property and land holdings.
- To explore, develop, evaluate and exploit new business and growth opportunities for the Association's Repairs and Maintenance Service.

2.4. **Housing Management**

- The overall management of the housing stock of the Association, including selection of tenants, letting and licensing of dwellings, garages and other buildings and rent collection, in accordance with approved policies.
- Management and provision of supported housing and other care needs within the community, in accordance with Association policies.
- The provision of advice and assistance to persons in housing need and authority to deal with applications under mobility schemes.
- Assessment and collection of rents, fees and other charges, in accordance with Financial Regulations, approved policies and schemes and appropriate notification to tenants.
- All necessary action for the enforcement of the rent payment and other conditions of tenancies, leaseholds and licences, including the issue of appropriate legal notices and all necessary legal action in respect of all dwellings, garages or other accommodation and land and the repossession of properties for breach of such conditions.
- Subject to the Tenancy Agreement, approval of tenants' requests in respect of sub-tenants, changes of use, alterations and extensions and erection of other structures and determination of applications for minor alterations to boundaries.

- Liaison with Preston City Council and any other relevant local housing authority on matters relating to homelessness and ensuring compliance with relevant contractual obligations arising from the appropriate Transfer of Housing Stock Agreement between the Association and the Council.
- Legal action to enforce covenants relating to all properties of the Association and instituting appropriate action to enforce conditions of sale.
- Authority to lease properties.

3. **Delegated Authority to the Executive Director of Resources**

3.1. **General**

- Manage the affairs of the Resources Directorate in accordance with the values and objectives of the organisation and the general policies, Standing Orders, Financial Regulations and specific decisions of the Group's Boards, reflecting, in particular, the Association's commitment to its Community Empowerment Strategy.
- Within the approved budget, and subject to approved employee policies, terms and conditions, the appointment of temporary staff; the working of paid overtime; attendance of staff on training courses of varying types including the payment of fees and financial assistance; all types of leave arrangements; the payment of disturbance and travelling allowances for employees compulsorily transferred from their normal centre of duty.
- Monitor and control the appointment and dismissal of staff within the agreed budget and establishment subject to, and in accordance with, approved employee policies, codes of practice, terms and conditions and equal opportunities.
- Authority to purchase goods, works and services related to the responsibilities of the Resources Directorate, in accordance with the provisions of the Financial Regulations and the Procurement Policy.
- Authority to invite and accept tenders, and enter into contracts for goods, works and services related to the responsibilities of the Resources Directorate, in accordance with the provisions of the Financial Regulations and the Procurement Policy.
- The signing of documents relevant to the proper implementation of the responsibilities of the Executive Director of Resources.
- Authority to sell properties for outright sale and under the Preserved Right to Buy, Right to Acquire and Shared Ownership schemes, in accordance with the powers and responsibilities of the Association.

- All other matters delegated by the Chief Executive.
- All other matters specified in Financial Regulations and Standing Orders as the responsibility of the Executive Director of Resources.

3.2. **Financial Controls**

- Exercise financial control over the business of the Group in adherence to approved Financial Regulations, the requirements and directions of the Regulator and/or the Secretary of State and relevant legislation and practice. Ensure that proper systems of monitoring and control are established and maintained and have direct responsibility for the internal audit function of the Association.
- The establishment and maintenance of accounting and information systems, requisite to the day-to-day management and control of the business of the Group.
- Monitor and review Financial Regulations and other financial policies and targets and make recommendations to Group Boards, as appropriate, where changes are required.
- Monitor cash flow forecast against the Association's Business Plan and monitor the budgetary performance of the Association.
- Recommend annual revenue and capital budgets for approval to the Group's Boards, in accordance with Financial Regulations.
- Maximise the use of financial resources in order to achieve value for money and minimise risk to the Group.
- Ensure the effective and efficient collection of rents, fees, charges and other income due to the Group.
- Write off outstanding debts, in accordance with the conditions in Financial Regulations.

3.3. **Risk Management**

Ensures that an adequate and effective system of risk management is maintained across the Group including:

- Implementation of the approved Risk Management Strategy.
- Ensuring all Boards have an appropriate level of oversight over risk management.

- Providing leadership and direction over the risk management process on behalf of the Executive Leadership Team.
- Ensuring that risk registers are regularly reviewed and effectively maintained.
- Periodically undertaking stress testing exercises and recommending to the Audit and Risk Committee key corporate risks to be stress tested.

3.4. **Treasury Management**

- Implementation of the approved strategy for treasury management.
- All matters relating to the proper administration of the Group's banking arrangements.
- Deposit the surplus funds of the Group with approved institutions, in line with the Financial Regulations and Treasury Policy.
- Borrow monies within the limits established by the Association's Lender and subject to the strategy agreed by the Parent Board. The Executive Director of Resources cannot commit the Group to any particular borrowing for capital purposes without obtaining the specific authority of the Parent Board.
- Negotiate the detailed terms of new borrowing facilities, following the approval of the general terms by the Parent Board, and execute any related notices, letters or documentation.
- Approval of interest rate hedging instruments for a period of up to or equal to one year.
- Ensure that the Group does not borrow or deposit funds in foreign currencies.
- Authorise, for no longer than a period of eight weeks at any one-time, temporary signatures of cheques.

3.5 **Duties of the Company Secretary**

To fulfil all of the duties of the Company Secretary for each Group Member including:

- The distribution of notice and agendas of Meetings of each Board, any Committee, Sub-Committee, Annual General Meetings and/or Special General Meetings.

- The recording and distribution of the minutes of the proceedings of each Board, Committee, sub-Committee and General Meeting.
- To support the Governance and Remuneration Committee in fulfilling its duties in relation to the appointment of Board Members.
- The maintenance of a Register of members.
- To ensure that audited annual accounts are presented to each Annual General Meeting.
- Maintain a record of all declarations of interest of all Board and Committee Members and employees.
- Responsibility for the completion of all statutory returns, provision of necessary information to regulatory bodies as required.
- In the event of the Company Secretary being appointed to serve on a Subsidiary's Board, the Company Secretary shall be required to step down as the Company Secretary for that Subsidiary and recommend a suitably experienced member of staff to serve as that subsidiary's Company Secretary.

**PRESTON VOCATIONAL CENTRE
SCHEME OF DELEGATION**

1 Delegated Authority to CGA's Head of Business Assurance

- Lead and manage the implementation of PVC's strategic objectives.
- Assist and support the Board to determine strategy and ensure effective consultation and communication on all relevant matters.
- Provide operational leadership to staff and volunteers.
- Exercise appropriate day to day management of the business of PVC and those in its employ.
- Develop and maintain an effective business planning system for PVC as a whole and ensure that all staff have an appropriate awareness of PVC's objectives, plans and programmes.
- Ensure, as appropriate, that the Management Team keep themselves, and PVC employees, informed and up to date of developments within the sector which may impact upon their area of work and PVC as a whole.
- Ensure that the Business Plan targets are achieved.
- Take guidance from the Board in seeking out and securing new business initiatives.
- Seek out, and apply for, all available and relevant funding.
- Ensure the preparation of regular reports, in an agreed format, for consideration by the Board.
- Recruit staff and determine staffing arrangements.
- Act as budget holder and be accountable to Board for any spend.
- Evidence value for money in all aspects of internal and external procurement.
- Ensure compliance with Health and Safety legislation, making sure the safety of PVC employees and customers is paramount.
- Act as an ambassador when representing PVC at external events.

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