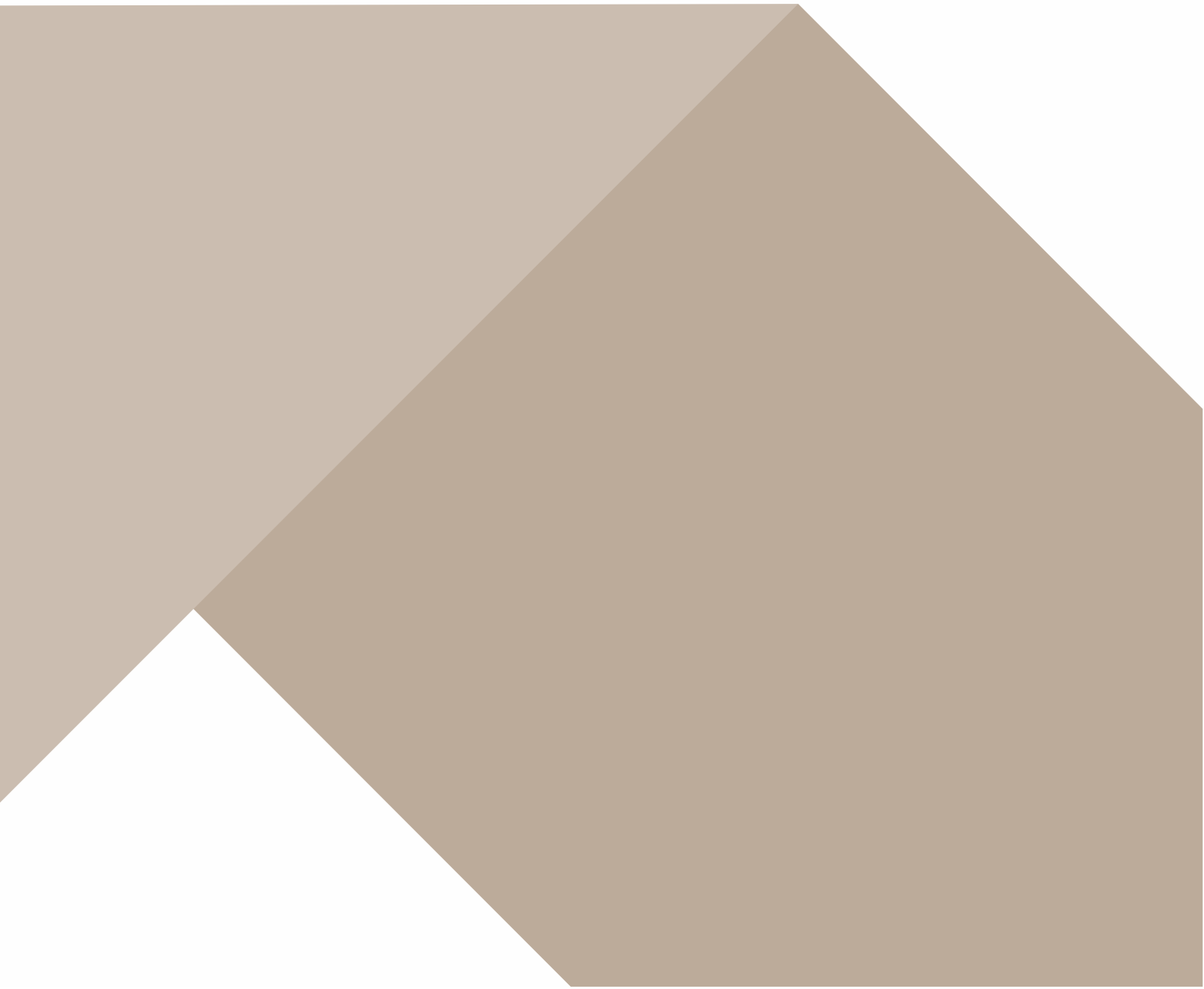


# **Wheatley Housing Group Limited**

## **Group Standing Orders**



Approval body	<i>Wheatley Housing Group Board</i>
Applies to	All Group entities
Policy lead	Director of Governance
Date last approved/updated	29 June 2022
Review Year	Annual
Customer engagement required	No
Trade union engagement required	No
Equality Impact Assessment required	No

*We will provide this policy on request at no cost, in large print, in Braille, on tape or in another non-written format*

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## **Introduction**

1. These Group Standing Orders document certain elements of the governance arrangements, procedures and delegations of authority within the Wheatley Housing Group Limited and its subsidiaries. These Group Standing Orders include all appendices referenced within the text.
2. These Group Standing Orders must be complied with by all Group members and should be read and in conjunction with individual constitutions.
3. Words and phrases in these Group Standing Orders shall be given their ordinary meaning.

## **Interpretation of Group Standing Orders**

4. The Group Company Secretary is responsible to the Group Board for the overall governance of the organisation. Advice on the interpretation of these Group Standing Orders falls to the Group Company Secretary as does escalation to the Group Board of any matters of concern.
5. The ruling of the Group Chair, whom failing the Group Vice-Chair, on the advice of the Group Company Secretary, as to the meaning, effect or application of these Group Standing Orders shall be final.

## **Amendment and Revocation of Group Standing Orders**

6. The Group Board may alter, rescind or add to any part of these Group Standing Orders by decision of a quorum of the Group Board Members (excluding co-optees) present and voting at a Group Board Meeting.
7. The Group Board, or any Group Committee with documented delegated authority, in conjunction with the Group Chief Executive and the Group Company Secretary, shall regularly consider the need for amendments to these Group Standing Orders.
8. Subsidiaries shall be consulted as appropriate on the effectiveness of the Group Standing Orders. Subsidiary Boards may, via the Group Company Secretary, propose amendments to the Group Standing Orders at any time. The acceptance of any amendment is wholly at the discretion of the Group Board.
9. All subsidiary Boards will be notified of any amendment(s) or revocation(s) to the Group Standing Orders at the next available Board meeting following said amendment(s) or revocation(s) being approved by the Group Board.

## **Matters Reserved to the Group Board**

10. The strategic role of the Group Board is to determine, working with partner Boards, the overall direction and objectives of the Group.

11. Having regard to its strategic role, the Group Board shall hold the Group Chief Executive to account and to ensure that proper and effective controls and systems for running the Group are in place and are implemented.
12. The following are the key responsibilities and matters reserved to the Group Board, notwithstanding any matters which may from time to time be explicitly delegated to partner Boards or Group Committees under agreed Terms of Reference and/or requirements in the Rules or Articles of Group Members:

### **Corporate Governance and leadership**

- changes to the structure, size and composition of the Wheatley Housing Group Limited Board;
- appointment of the Group Chair;
- appointment of the Group Vice-Chair;
- based on reports and advice from the Group Remuneration, Appointments, Appraisals and Governance Committee:
  - the remuneration and terms and conditions of the Group Chief Executive;
  - appointment and removal of Directors;
  - appointment of Group Committee members and Committee Chairs;
  - approval of Partner Board Terms of Reference;
  - appointment and removal of the Group Chief Executive;
  - ensuring adequate succession planning arrangements for the Board; and
  - establishment, disposal or dissolution of subsidiaries.
- establishment and dissolution of Group or Subsidiary Committees, including their Terms of Reference and delegations contained therein;
- Group organisational values;
- acting reasonably, revocation of any decision, or part thereof, of subsidiaries or committees of the Group;
- considering any matters escalated by Subsidiary or Committee Chairs in line with the parameters set out their Terms of Reference;
- any other matter reserved to the Group Board in terms of its constitution or these Group Standing Orders; and
- overriding responsibility for compliance by the Group with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator.

### **Strategy, funding and financial management**

- approval of the Group Strategy, and any material variations and amendments thereafter;
- approval of the Group Business Plan (including borrowings) and any material variations and amendments thereafter;
- review of Group Business plan stress testing and sensitivity analysis;

- approval of subsidiary business plans;
- approval of the group's funding structure;
- approval of the Group Budget (each containing the subsidiary equivalents as appropriate), and any material variations and amendments thereafter;
- Approval of the Scheme of Financial Delegation for Boards and the Group Chief Executive;
- approval of the Group's financial statements;
- approval of Group Pensions Strategy;
- approval of significant changes in accounting policies or practices;
- ongoing monitoring and scrutiny of the financial performance and viability of subsidiaries;
- matters reserved to it by the Scheme of Financial Delegation;
- approval of the Group 5 year investment plan; and
- approval of the Group 5 year development programme.

### **Policies and frameworks**

- designation of policies as applicable to all Group members; and
- Approval of the following frameworks and policies (or equivalents)
  - Group Performance Framework;
  - Group Fire Prevention and Mitigation Framework;
  - Group Anti-Social Behavior Framework;
  - Group Protecting People Framework and associated policies;
  - Group Repairs and Maintenance Policy Framework;
  - Business Growth Authorising Framework;
  - Group Engagement Framework;
  - Group Rent Setting Framework;
  - Strategic sustainability framework;
  - Group Treasury Management policy;
  - Group Health and Safety policy;
  - Governing body remuneration policy;
  - Group Homelessness policy;
  - Group Advice, Information and Letting Model Policy;
  - Group Charging policy;
  - Group Equality, Diversity and Human Rights Policy;
  - Group Governing Body Member Expenses and Allowances Policy;
  - Group Policy on Gifts, Hospitality, Payments and Benefits;
  - Group Complaints & Unacceptable Actions policies; and
  - Group Business Continuity Policy.

## **Risk and Assurance**

- approval of the Annual Assurance Statement for submission to the Scottish Housing Regulator;
- approval of the Group Risk Management Policy, including setting thresholds for risk escalation from subsidiaries;
- approval of the Group strategic corporate risk register;
- Approve of risk appetite levels for all subsidiaries;
- Agreement the delegation of detailed monitoring of specific risk areas to Group Committees as it considers necessary; and
- all matters requiring determination by the Group Board in terms of the Group Business Plan, Group Budget, or the like expressly reserved for the approval of the Group Board in terms of these Group Standing Orders.

## **Performance**

- Approval of the annual Group Delivery Plan and associated performance targets and strategic projects;
- Approval of all non-operational subsidiary performance targets on an annual basis;
- Monitoring and scrutiny of performance against agreed targets at Group and individual subsidiary level; and
- Monitoring and scrutiny of financial performance relative to agreed budgets at Group and individual subsidiary level.

## **Delegations to the Group Chief Executive**

13. Save for matters reserved to a General Meeting or subject to the express reservations under constitutions or the Group Board, subsidiary Boards and/or Group Committees as set out in these Group Standing Orders, the Group Chief Executive is authorised and empowered to manage the Group, and its subsidiaries, and to direct their operations. The Group Chief Executive is responsible and accountable to the Group Board.

14. The following matters are expressly delegated to and/or are the responsibility of the Group Chief Executive:

- Providing strong leadership and direction for the Group, fostering a culture which reflects the Group's organisational values;
- Providing for Group Board approval, and subsequently implementing, the overall business strategy of the Group and developing and implementing strategies which underpin delivery of the Group's overall business strategy;
- Delivering and managing the overall Group Budget and Group Business Plan approved by the Group Board, maintaining the ongoing financial viability of the Group;

- Developing and implementing robust and effective business and strategic planning processes;
  - Ensuring that a strong performance management framework is embedded throughout the Group to deliver performance improvement and regularly reviewing performance against targets set by the Group Board;
  - Ensuring that there is a system in place for identifying and managing risk within the Group and having strong systems of internal control;
  - Appointment and removal of Group Executives;
  - reporting to the Group Remuneration Appointments Appraisals and Governance Committee his or her determination on the terms and conditions of Group Executives, including annual uplifts or discretionary awards;
  - Appointment and terms and conditions of Subsidiary Managing Directors;
  - Removal of Subsidiary Managing Directors;
  - Determining the overall staffing structure and approving pay, reward and policy arrangements, including the annual pay award, for all staff, excluding his or herself, within approved Business Plan assumptions;
  - Approval of all Human Resources/People related policies;
  - Developing and maintaining strong strategic partnerships with key stakeholders, including investors, on behalf of the Group, including agreeing partnerships;
  - Granting and delegation of authority to seek evictions;
  - Driving innovation in the way the Group develops and delivers its services and works with partners; and
  - Providing the Group Board and Group Committees with clear and concise information on the performance of the Group.
15. The Group Chief Executive may, consistent with these Group Standing Orders, including the Scheme of Financial Delegation, delegate such powers, responsibilities and authority to such members of staff of the Group as the Group Chief Executive may from time to time determine.
16. The Group Chief Executive is responsible for the interpretation and implementation of Group policies and exercising delegations to Subsidiary Executives as he or she sees fit.
17. The Group Chief Executive is responsible for setting a framework for the Non-Financial Delegations across the Group as he or she deems appropriate, via Subsidiary Executives where appropriate. Where there is no express reservation to a Board or Committee on a non-financial matter, it shall be assumed that the Group Chief Executive has the delegated authority to act in relation to such matters as he or she deems appropriate.



## **Meetings of Boards and Committees**

18. Before 31 October each year the Company Secretary shall publish a calendar of all Group Board, Subsidiary Board and Committee meetings for the next calendar year.

## **Proceedings of Board and Committee Meetings**

19. Each Board will run meetings in accordance with the requirements set out in their respective Constitutions. Board members must adhere to the standards set out in the Group Code of Conduct during meetings.

20. Ordinarily not less than seven days before a Board Meeting, the Group Company Secretary shall arrange to issue to every Board member:

- a notice calling the meeting and stating the time and place;
- the agenda; and
- all available reports and other documents referred to and/or to be read in conjunction with the agenda.

21. Board and Committee meetings shall operate on the following basis:

- For attendance at scheduled meetings, the default should be attendance in person;
- Virtual attendance at scheduled meetings should be with the prior agreement of the Chair;
- For additional meetings outwith the normal schedule or rescheduled meetings attendance would preferably be in person, but virtual would be an option without any need for prior agreement with the Chair;
- Additional meetings will offer the option to attend virtually by default and where there is a limited agenda or purely transactional business be held virtually; and
- Board workshops may ordinarily only be attended in person, unless otherwise exceptionally agreed with the Chair or where the workshop is convened virtually.

22. Any report or document not included in the agenda may, with the agreement of the Chair, whom failing the Vice-Chair, be considered at the relevant meeting, provided that it relates to matters which are, in the view of the Chair of such urgency or importance that it is desirable that the report or document receives consideration at the meeting.

23. Board members wishing to propose an item for inclusion on the agenda of a Board or Committee Meeting to be issued prior to the meeting must give the Company Secretary at least 14 days written notice of such item. The Company Secretary will consult the Chair, whom failing the Vice-Chair, who must approve the item's inclusion.

## **Committees**

24. The Group Board may from time to time establish Committees. The Group Board shall be responsible for appointing Committee Chairs. Terms of Reference will be set for all Committees, which will include as a minimum the remit of the Committee, its composition and quorums for meetings. All Committees must act in accordance with their Terms of Reference and responsibilities specified by the Group Board.
25. Subsidiary Boards shall not have Committees, save where the Group Board has agreed their creation.
26. The Terms of Reference and responsibilities and role of the Chairs of the current Group Committees are set out as Appendices 1A – 1C in these Group Standing Orders.
27. The Group Board has the right to revoke, in whole or in part, decisions of Group Committees.

## **Subsidiary Boards**

28. Notwithstanding their powers under their constitutions and the terms of their Intra Group Agreement (“IGA”) subsidiary Boards have agreed to act in accordance with agreed Terms of Reference. The Terms of Reference for the main trading entities within the Group are set out in Appendices 2A – 2I.
29. The Terms of Reference are not exhaustive and where a matter is not covered by the Terms of Reference the terms of the IGA or constitution, save where there is prevailing applicable legal or regulatory requirements, shall prevail. Where a matter is not reserved under any of the Terms of Reference, IGA or constitution it shall be deemed to be a delegated authority to the Group Chief Executive under Standing Order 17.

## **Voting**

30. Voting at Board Meetings shall be carried out in accordance with the procedures laid down in the applicable Constitutions.

## **Urgent Actions**

31. From time to time, an urgent decision will be required on a time sensitive matter reserved to a Board (Group or Subsidiary) or Committee which cannot wait until the next scheduled meeting (“Urgent Actions”).
32. Where it is not feasible or practical to convene an additional meeting or pass a written resolution, a determination which should be agreed jointly by the Secretary and relevant Chair, the Chair is authorised to approve any action within the Board or Committee’s powers.

33. In using the Urgent Action provision, due regard should be given by the Chair and Secretary to the nature and materiality of the decision.
34. Any use of the Urgent Action provision shall be notified to the Board or Committee as soon as reasonably practical, but as a minimum at the next Board or Committee Meeting. All uses of the Urgent Actions provision shall be recorded in a Register of Urgent Actions held for each Board and Committee.
35. Where the Urgent Action provision is used more than three times in any rolling six month period, the power of the Chair to continue to use the action shall be revoked until such time the Board or Committee agree to reinstate the Chair's authority at an ordinary Board meeting.
36. The Board or Committee reserves the right to revoke or fetter the Chair's authority to use the Urgent Action provision at any time by agreement at an ordinary Board meeting.

### **Admission of the Public to Meetings**

37. Members of the public will not be admitted to Board or Committee Meetings.

## **Appendix 1A**

### **Terms of Reference for the Group Remuneration, Appointments, Appraisal and Governance Committee**

#### **General**

1. The Group Remuneration, Appointments, Appraisal and Governance Committee ("the Committee") is constituted by the Wheatley Housing Group Board.
2. The Committee Chair will be appointed by the Group Board based on having relevant skills and experience.
3. The Committee will comprise of the Group Chair, Group Vice-Chair, Chair of Wheatley Homes Glasgow, the Chair of the Group Audit Committee and Chair of Group Development Company ("the Members").
4. In the absence of the Committee Chair and/or an appointed Vice-Chair the remaining members present shall elect one of themselves to Chair the meeting.
5. The Committee should include at least one member with experience in standards in public life.
6. The quorum shall be 3 members.
7. There shall be no less than four Committee meetings per calendar year.
8. A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.
9. The Committee may undertake approvals required under its ToR in writing, provided that at least 3 of the members, one of whom must be the Chair, indicate their agreement. Where this is the case it will be confirmed to the next scheduled meeting and recorded in the minute.
10. The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Group Company Secretary.
11. Relevant members of staff will normally attend meetings of the Committee. The Committee has the right to meet in private without the attendance of any non-member or staff.

### **Delegated authorities**

12. Undertake the recruitment process to fill Group Board member vacancies and make recommendations to the Group Board for appointment.
13. Approve the appointment of a subsidiary Chair and all other appointments by a subsidiary Board other than tenant member appointments.
14. Approval of the Group Board Appraisal Policy and determination of the process for the annual appraisal of governing body members across the Group.
15. Approval of the Group Board Succession Planning Policy, including any exemptions for tenures beyond 9 years.
16. Approval of subsidiary Board succession plans.
17. Undertake any Code of Conduct investigations.
18. Approve changes to subsidiary and Joint Venture Board constitutions, including by agreeing special resolutions on behalf of Wheatley Housing Group Limited.
19. Agree and oversee the recruitment process for the Group Chief Executive (including making recommendations to the Group Board for their appointment).
20. Approve the granting of Early Retirement or Voluntary Redundancy to any member of the Group Executive Team.
21. Group Policy position and criteria in relation to the granting of Early Retirement and Voluntary Redundancy ("ER/VR") payments.

### **Other responsibilities**

22. Annually review the membership of Group Committees and make recommendations to the Group Board on membership of Group Committees, including office bearer roles.
23. Regularly review and make recommendations to the Group Board in relation to remuneration policy and levels.
24. Keep the Group Board succession plan under review and make recommendations to the Group Board with regard to any changes.
25. Regularly review and make recommendations to the Group Board on the governance framework for the Group.
26. Appraise the performance of and where necessary take disciplinary action, short of dismissal, against the Group Chief Executive.

27. Consider the remuneration and terms and conditions of employment of the Group Chief Executive, seeking external support and advice as required and make recommendations to the Group Board.
28. Consider reports from the Group Chief Executive on the appraisal and terms and conditions of the Group Executive.
29. Ongoing monitoring of the application of the Group ER/VR policy.

### **Role of the Chair of the Committee**

30. The Chair is responsible for ensuring that the Committee discharges its responsibilities.
31. The Chair of the Committee or in absentia [the Vice-Chair, whom failing,] a Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of Committee meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Committee;
  - ensuring that the resolutions identified in the papers are tabled and dealt with; and
  - undertake an annual appraisal of all Committee members and facilitate an annual Committee effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

### **Reporting and escalation**

- update the Group Board on any relevant matters discussed at the Committee after each Committee meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements;
  - constitute a material internal control weakness; or
  - materially impact the risk profile of the group.

## **Appendix 1B**

### **Terms of Reference for the Group Audit Committee**

#### **General**

1. The Group Audit Committee ("the Committee") is constituted by the Wheatley Housing Group Board as a Committee of the Board to support it with its responsibilities for issues of risk, internal controls and governance and associated assurance through a process of constructive challenge.
2. The Committee Chair and members will be appointed by the Group Board based on having based on having relevant skills and experience. Only Non-Executive Directors from across the Group may be appointed as Committee Members.
3. In the absence of the Committee Chair and/or an appointed Vice-Chair the remaining members present shall elect one of themselves to Chair the meeting.
4. The Committee membership shall comprise of up to 7 members ("the Members").
5. The Committee must include members with recent and relevant financial, risk management and corporate governance experience as well as competence relevant to the sectors in which the Group operates.
6. The Chair of the Group Board may not be a member of the Committee, although may attend Committee meetings.
7. The quorum shall be 3 members.
8. There shall be no less than three Committee meetings per calendar year.
9. A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.
10. The Committee may undertake approvals required under its ToR in writing, provided that at least 3 of the members, one of whom must be the Chair, indicate their agreement. Where this is the case it will be confirmed to the next scheduled meeting and recorded in the minute.
11. The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Group Company Secretary.
12. Relevant members of staff will normally attend meetings of the Committee. The Committee has the right to meet in private without the attendance of any non-member or staff. The Committee shall meet privately with the Chief Internal Auditor and external auditors at least once per annum.

13. Internal and External Auditors shall have direct access to the Group Audit Committee at all times and may request that the Chair convene a meeting of the Committee. The Chair's decision will be final in relation to any such request.

### **Delegated authorities**

14. Review and approve the Group Internal Audit Plan.
15. Approve any engagement of the Group's External Auditor for any non-audit work.
16. The Committee may initiate reports and investigations as it sees fit, having the right of access to all minutes, books, documents or any other information maintained within the Group. The Group Audit Committee may require staff to supply information, either written or verbal on any matter relating to management or finance. In addition the Group Audit Committee shall consider any incidents of fraud or attempted fraud, and the response of the management to such incident within Group, referred to it by the Group Chief Executive or Internal Auditor.
17. Approve, as required, on behalf of Wheatley Housing Group, as the member, the following City Building Glasgow LLP reserved matters:
  - Procurement policy;
  - Accounting policies;
  - Reserves policy;
  - Data handling policy;
  - FOI policy; and
  - Appointment of External Auditor.
18. Approve on behalf of Wheatley Housing Group the following policies:
  - Whistleblowing;
  - Fraud, Corruption and Bribery;
  - Anti-Money Laundering and Counter Terrorism Financing;
  - Freedom of Information; and
  - Data Protection (and related).
19. Approve any entity within the Group undertaking Financial Conduct Authority regulated activity.
20. Instruct corrective action, within a specified timescale, in relation to any identified areas of non-compliance or material internal control weaknesses.



## **Other responsibilities**

### Financial Statements

21. Review the Group, its subsidiaries and any joint venture (including Joint Ventures entered into by subsidiaries) annual financial statements before they are presented to the Group Board focusing on:
  - accounting policies and key judgements;
  - the integrity of the financial statements, including compliance with accounting standards, legal and statutory requirements;
  - findings of the external auditors, including significant audit adjustments;
  - review of the risk management framework.

### Internal Audit

22. To review the appointment or dismissal of the Chief Internal Auditor: this will include approval of decisions regarding the performance evaluation of the Chief Internal Auditor and reviewing and monitoring his or her independence.
23. To monitor and review the effectiveness, performance and ongoing independence of the external and internal audit services and their relationship with each other.
24. Review, consider and advise on individual reports made by the internal audit (this includes work completed by co-sourced specialist internal audit providers), including operational systems and financial affairs of the Group and the functioning, maintenance and development of its internal controls frameworks.
25. To monitor the implementation of approved recommendations relating both to internal audit reports and external audit reports and management letter across the Group.
26. Advise the Group Board on the organisation and resourcing of the internal audit service.

### External Audit

27. To make recommendation(s) to the Group Board in relation to the appointment, re-appointment and removal of external auditors and the scope of their work. This will include agreeing the terms of engagement/audit plan and associated remuneration and reviewing and monitoring the independence of the external auditor, and in particular the provision of additional services to the Group.
28. Monitor the performance of and communicate with the external auditors on the audit approach, reporting, timetables and findings and review the effectiveness of the audit process.
29. Monitor the external auditor's independence and objectivity and review the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements.

30. Consider management's response to management letters received from the external auditors and advise the Group Board regarding such reports.
31. Ensure the rotation of the audit engagement leader for relevant Group entities where required by Law or Stock Exchange Rules.

#### Risk Management

32. Monitor, review and advise the Group Board on the effectiveness of the overall risk assessment and management system within the Group.
33. Periodically review and make recommendations to the Board on the Corporate Risk Register and Group Risk Management Policy.
34. Undertake more detailed monitoring of specific risk areas as requested by the Group Board from time to time.

#### Compliance and Assurance

35. Review the Group's Annual Assurance Statement, including the associated sources of assurance, and make recommendations to the Board on our submission to the Scottish Housing Regulator.
36. Monitor the Group's compliance with contractual, legal, regulatory and charitable obligations and duties. This includes whistleblowing, fraud and corruption, and information governance.

#### **Role of the Chair of the Committee**

37. The Chair is responsible for ensuring that the Committee discharges its responsibilities.
38. The Chair of the Committee or in absentia [the Vice-Chair, whom failing,] a Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of Committee meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Committee;
  - ensuring that the resolutions identified in the papers are tabled and dealt with; and
  - Undertake an annual appraisal of all Committee members and facilitate an annual Committee effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee

### Reporting and escalation

- update the Group Board on any relevant matters discussed at the Committee after each Committee meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements;
  - constitute a material internal control weakness; and
  - materially impact the risk profile of the group.

## **Appendix 1C**

### **Terms of Reference for the Group Strategic Development Committee**

#### **General**

1. The Group Strategic Development Committee (“the Committee”) is constituted by the Wheatley Housing Group Board as a Committee of the Board to support it in the delivery and oversight of key strategic projects from time to time.
2. The Committee Chair and members will be appointed by the Group Board based on having relevant skills and experience.
3. In the absence of the Committee Chair and/or an appointed Vice-Chair the remaining members present shall elect one of themselves to Chair the meeting.
4. The Committee membership shall comprise of up to 7 members (“the Members”).
5. The Committee shall meet as required to discharge its duties. Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the number of members is odd, half will be calculated at half of the total number of members less one.
6. The quorum shall be 3 members.
7. A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.
8. The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Group Company Secretary.
9. Relevant members of staff will normally attend meetings of the Committee. The Committee has the right to meet in private without the attendance of any non-member or staff.

#### **Delegated authorities and responsibilities**

10. Consider, and where expressly delegated authority to do so by the Group Board agreed approve, key strategic initiatives, partnerships and projects as directed by the Board.
11. Make recommendations, as appropriate, to the Board on such initiatives, partnerships and projects.
12. The Chair is responsible for ensuring that the Committee discharges its responsibilities.

## **Role of the Chair of the Committee**

13. The Chair of the Committee or in absentia [the Vice-Chair, whom failing,] a Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of Committee meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee;
- ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertake an annual appraisal of all Committee members and facilitate an annual Committee effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

### **Reporting and escalation**

- update the Group Board on any relevant matters discussed at the Committee after each Committee meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements;
  - constitute a material internal control weakness; and
  - materially impact the risk profile of the group.

## **Appendix 2A**

### **Wheatley Homes Glasgow Limited Terms of Reference**

#### **General**

1. Wheatley Homes Glasgow Limited (“the Association”) is a Registered Social Landlord (“RSL”) and a property factor, which it discharges through an agency agreement with Lowther Homes Limited.
2. In accordance with the Association’s Rules from time to time:
  - I. The Chair appointment will be approved by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having relevant skills and experience; and
  - II. Board members appointments, other than tenant Board members, shall be approved by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Wheatley Homes Glasgow Board. The Board of Wheatley Homes Glasgow has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 4, or as otherwise defined by the Rules of Association from time to time.
5. There will be no fewer than 6 meetings per year in compliance with the Scottish Housing Regulator Regulatory Framework requirements.
6. In addition to its Rules, the Association must adhere to the terms of:
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent Association which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

#### **Reserved matters**

##### Strategy, governance and performance

7. Approval of the Association’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and Wheatley Homes Glasgow specific strategic projects, including measures to achieve the delivery of the 5 year strategy.

9. Approve any amendments to the Intra-Group Agreement with the Parent Association.
10. Approve any amendments to the Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
11. Approve the Agency Agreement with Lowther Homes in relation to the provision of factoring services on the Association's behalf.
12. Periodically review and approve recommendations to the Parent on the Association's Rules.
13. Approve the appointment of tenant Board members.
14. Approve the initiation of any formal consultation with all tenants.
15. Approve the Association's Annual Return on the Charter for submission to the Scottish Housing Regulator.
16. Not less than annually review and approve the Board's skills matrix and succession plan for consideration by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Finance

17. Approval of the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
18. Approve the annual loan portfolio and 5 Year Financial Projections returns to the Scottish Housing Regulator.
19. Approve the annual rent increase and associated tenant consultation approach.
20. Annual approval of the annual budget for the financial year.
21. Review and approve the Association's financial statements.
22. Approve entering contracts on behalf of the Association as required under the Scheme of Financial Delegation from time to time.
23. Approve borrowing levels and any associated loan agreements, covenant returns and granting of security.

#### Development, investment, leases, acquisitions and disposals

24. Annual approval of the Association's rolling 5 year development programme.
25. Approve any property acquisitions or disposals by the Association, or parameters for where such acquisitions or disposals may be made under delegated authority.

26. Annual approval of the Association's rolling 5 year investment programme.
27. Approval of any stock reclassification, including designation of stock for demolition.
28. Approve the form, key terms and any amendments to the lease agreement for the management of Mid-Market properties by Lowther Homes Limited and delegation of authority to execute leases on the Association's behalf.

#### Assurance, policy and risk

29. Review and approve the Association's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
30. Approve any remedial action required in relation to Association specific material Internal Audit recommendations.
31. Approve Association specific policies as they relate to its activities, including, but not limited to:
  - Advice, Information and Lettings (allocations) policy;
  - Repairs and maintenance policy;
  - Arrears and Debtors policy;
  - Lock ups and Garage policy;
  - Anti Social Behaviour policy; and
  - Engagement Framework.

#### **Other responsibilities**

##### Governance and performance

32. Undertaken an annual Board self-assessment based on the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.
33. Monitor financial performance against the agreed business plan and budget.
34. Monitor performance against agreed performance targets and strategic projects.

##### Assurance, policy and risk

35. Oversee the implementation of relevant group policies and frameworks.
36. Monitor the implementation of agreed risk mitigation actions.

#### **Role of the Chair**

37. The Chair is responsible for ensuring that the Board discharges its responsibilities.



38. The Chair of the Board or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Board;
- ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company and/or its ability to meet its obligations under any loan agreements and associated covenants.

## **Appendix 2B**

### **Wheatley Homes South Limited Terms of Reference**

#### **General**

1. Wheatley Homes South Limited (“the Company”) is a Registered Social Landlord (“RSL”) and a property factor, which it discharges through an agency agreement with Lowther Homes Limited.
2. In accordance with the Company’s Articles from time to time:
  - (i) The Chair appointment will be approved by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having relevant skills and experience; and
  - (ii) Board members appointments, other than tenant Board members, shall be approved by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Wheatley Homes South Board. The Board of Wheatley Homes South has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 5, or as otherwise defined by the Articles of the Company from time to time.
5. There will be no fewer than 6 meetings per year in compliance with the Scottish Housing Regulator Regulatory Framework requirements.
6. In addition to its Articles, the Company must adhere to the terms of:
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent Company which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

#### **Reserved matters**

##### Strategy, governance and performance

7. Approval of the Company’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and Wheatley Homes South specific strategic projects, including measures to achieve the delivery of the 5 year strategy.
9. Approve any amendments to the Intra-Group Agreement with the Parent Company.

10. Approve any amendments to the Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
11. Approve the Agency Agreement with Lowther Homes in relation to the provision of factoring services on the Company's behalf.
12. Periodically review and approve recommendations to the Parent on the Company's Articles.
13. Approve the appointment of tenant Board members.
14. Approve the initiation of any formal consultation with all tenants.
15. Approve the Company's Annual Return on the Charter for submission to the Scottish Housing Regulator.
16. Not less than annually review and approve the Board's skills matrix and succession plan for consideration by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Finance

17. Approval of the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
18. Approve the annual loan portfolio and 5 Year Financial Projections returns to the Scottish Housing Regulator.
19. Approve the annual rent increase and associated tenant consultation approach.
20. Annual approval of the annual budget for the financial year.
21. Review and approve the Company's financial statements.
22. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.
23. Approve borrowing levels and any associated loan agreements, covenant returns and granting of security.

#### Development, investment, leases, acquisitions and disposals

24. Annual approval of the Company's rolling 5 year development programme.
25. Approve any property acquisitions or disposals by the Company, or parameters for where such acquisitions or disposals may be made under delegated authority.
26. Annual approval of the Company's rolling 5 year investment programme.

27. Approval of any stock reclassification, including designation of stock for demolition.
28. Approve the form, key terms and any amendments to the lease agreement for the management of Mid-Market properties by Lowther Homes Limited and delegation of authority to execute leases on the Company's behalf.

#### Assurance, policy and risk

29. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
30. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.
31. Approve Company specific policies as they relate to its activities, including, but not limited to:
  - Advice, Information and Lettings (allocations) policy;
  - Repairs and maintenance policy;
  - Arrears and Debtors policy;
  - Anti Social Behaviour policy; and
  - Engagement Framework.

#### **Other responsibilities**

#### Governance and performance

32. Undertake an annual Board self-assessment based on the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.
33. Monitor financial performance against the agreed business plan and budget.
34. Monitor performance against agreed performance targets and strategic projects.

#### Assurance, policy and risk

35. Oversee the implementation of relevant group policies and frameworks.
36. Monitor the implementation of agreed risk mitigation actions.

#### **Role of the Chair**

37. The Chair is responsible for ensuring that the Board discharges its responsibilities.
38. The Chair of the Board or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Board;
- ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company and/or its ability to meet its obligations under any loan agreements and associated covenants.

## **Appendix 2C**

## **Wheatley Homes East Limited Terms of Reference**

### **General**

1. Wheatley Homes East Limited (“the Association”) is a Registered Social Landlord (“RSL”) and a property factor, which it discharges through an agency agreement with Lowther Homes Limited.
2. In accordance with the Association’s Rules from time to time:
  - (i) The Chair appointment will be approved by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having relevant skills and experience; and
  - (ii) Board members appointments, other than tenant Board members, shall be approved by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Wheatley Homes East Board. The Board of Wheatley Homes East has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 4, or as otherwise defined by the Rules of Association from time to time.
5. There will be no fewer than 6 meetings per year in compliance with the Scottish Housing Regulator Regulatory Framework requirements.
6. In addition to its Rules, the Association must adhere to the terms of:
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent Association which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

### **Reserved matters**

#### Strategy, governance and performance

7. Approve the Association’s 5 year strategy and any material updates during the life of the strategy.
8. Annually approve performance measures and Wheatley Homes East specific strategic projects, including measures to achieve the delivery of the 5 year strategy.
9. Approve any amendments to the Intra-Group Agreement with the Parent Association.

10. Approve any amendments to the Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
11. Approve the Agency Agreement with Lowther Homes in relation to the provision of factoring services on the Association's behalf.
12. Periodically review and approve recommendations to the Parent on the Association's Rules.
13. Approve the appointment of tenant Board members.
14. Approve the initiation of any formal consultation with all tenants.
15. Approve the Association's Annual Return on the Charter for submission to the Scottish Housing Regulator.
16. Not less than annually review and approve the Board's skills matrix and succession plan for consideration by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Finance

17. Approve the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
18. Approve the annual loan portfolio and 5 Year Financial Projections returns to the Scottish Housing Regulator.
19. Approve the annual rent increase and associated tenant consultation approach.
20. Annually approve the budget for the financial year.
21. Review and approve the Association's financial statements.
22. Approve entering contracts on behalf of the Association as required under the Scheme of Financial Delegation from time to time.
23. Approve borrowing levels and any associated loan agreements, covenant returns and granting of security.

#### Development, investment, leases, acquisitions and disposals

24. Annually approve the Association's rolling 5 year development programme.
25. Approve any property acquisitions or disposals by the Association, or parameters for where such acquisitions or disposals may be made under delegated authority.
26. Annually approve the Association's rolling 5 year investment programme.
27. Approve any stock reclassification, including designation of stock for demolition.

28. Approve the form, key terms and any amendments to the lease agreement for the management of Mid-Market properties by Lowther Homes Limited and delegate authority to execute these leases on the Association's behalf.

#### Assurance, policy and risk

29. Review and approve the Association's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
30. Approve any remedial action required in relation to Association specific material Internal Audit recommendations.
31. Approve Association specific policies as they relate to its activities, including, but not limited to:
- Advice, Information and Lettings (allocations) policy;
  - Repairs and maintenance policy;
  - Arrears and Debtors policy;
  - Anti Social Behaviour policy; and
  - Engagement Framework.

#### **Other responsibilities**

#### Governance and performance

32. Undertaken an annual Board self-assessment based on the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.
33. Monitor financial performance against the agreed business plan and budget.
34. Monitor performance against agreed performance targets and strategic projects.

#### Assurance, policy and risk

35. Oversee the implementation of relevant group policies and frameworks.
36. Monitor the implementation of agreed risk mitigation actions.

#### **Role of the Chair**

37. The Chair is responsible for ensuring that the Board discharges its responsibilities.
38. The Chair of the Board or in absentia [any Vice-Chair, whom failing, a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:



- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Board;
- ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertaking an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company and/or its ability to meet its obligations under any loan agreements and associated covenants.

## **Appendix 2D**

## **Loretto Housing Association Limited Terms of Reference**

### **General**

1. Loretto Housing Association Limited (“the Association”) is a Registered Social Landlord (“RSL”) and a property factor, which it discharges through an agency agreement with Lowther Homes Limited.
2. In accordance with the Association’s Rules from time to time:
  - (i) The Chair appointment will be approved by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having relevant skills and experience; and
  - (ii) Board members appointments, other than tenant Board members, shall be approved by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Loretto Housing Association Board. The Board of Loretto Housing Association has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 4, or as otherwise defined by the Rules of Association from time to time.
5. There will be no fewer than 6 meetings per year in compliance with the Scottish Housing Regulator Regulatory Framework requirements.
6. In addition to its Rules, the Association must adhere to the terms of:
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent Association which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

### **Reserved matters**

#### Strategy, governance and performance

7. Approval of the Association’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and Loretto Housing Association specific strategic projects, including measures to achieve the delivery of the 5 year strategy.
9. Approve any amendments to the Intra-Group Agreement with the Parent Association.

10. Approve any amendments to the Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
11. Approve the Agency Agreement with Lowther Homes in relation to the provision of factoring services on the Association's behalf.
12. Periodically review and approve recommendations to the Parent on the Association's Rules.
13. Approve the appointment of tenant Board members.
14. Approve the initiation of any formal consultation with all tenants.
15. Approve the Association's Annual Return on the Charter for submission to the Scottish Housing Regulator.
16. Not less than annually review and approve the Board's skills matrix and succession plan for consideration by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Finance

17. Approval of the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
18. Approve the annual loan portfolio and 5 Year Financial Projections returns to the Scottish Housing Regulator.
19. Approve the annual rent increase and associated tenant consultation approach.
20. Annual approval of the annual budget for the financial year.
21. Review and approve the Association's financial statements.
22. Approve entering contracts on behalf of the Association as required under the Scheme of Financial Delegation from time to time.
23. Approve borrowing levels and any associated loan agreements, covenant returns and granting of security.

#### Development, investment, leases, acquisitions and disposals

24. Annual approval of the Association's rolling 5 year development programme.
25. Approve any property acquisitions or disposals by the Association, or parameters for where such acquisitions or disposals may be made under delegated authority.
26. Annual approval of the Association's rolling 5 year investment programme.

27. Approval of any stock reclassification, including designation of stock for demolition.
28. Approve the form, key terms and any amendments to the lease agreement for the management of Mid-Market properties by Lowther Homes Limited and delegation of authority to execute leases on the Association's behalf.

#### Assurance, policy and risk

29. Review and approve the Association's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
30. Approve any remedial action required in relation to Association specific material Internal Audit recommendations.
31. Approve Association specific policies as they relate to its activities, including, but not limited to:
  - Advice, Information and Lettings (allocations) policy;
  - Repairs and maintenance policy;
  - Arrears and Debtors policy;
  - Anti Social Behaviour policy; and
  - Engagement Framework.

#### **Other responsibilities**

#### Governance and performance

32. Undertaken an annual Board self-assessment based on the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.
33. Monitor financial performance against the agreed business plan and budget.
34. Monitor performance against agreed performance targets and strategic projects.

#### Assurance, policy and risk

35. Oversee the implementation of relevant group policies and frameworks.
36. Monitor the implementation of agreed risk mitigation actions.

#### **Role of the Chair**

37. The Chair is responsible for ensuring that the Board discharges its responsibilities.
38. The Chair of the Board or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Board;
- ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company and/or its ability to meet its obligations under any loan agreements and associated covenants.

## **Appendix 2E**

## **Lowther Homes Limited Terms of Reference**

### **General**

1. Lowther Homes Limited (“the Company”) is the group vehicle for the letting and management of the Private Rental Sector and Mid-Market rent properties under the Company’s ownership and on behalf of the Group’s Registered Social landlords (“RSLs”) and delivery of property management services through direct contracts or agency agreement with Group RSLs.
2. In accordance with the Company’s Articles of Association from time to time:
  - (i) The Chair will be appointed by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having based on having relevant skills and experience; and
  - (ii) Board members shall be appointed by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of Lowther Homes Board. The Board of Lowther Homes has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 2, or as otherwise defined by the Articles of Association from time to time.
5. There will be no fewer than 4 meetings per year, or as otherwise defined by the Company’s Articles of Association from time to time.
6. In addition to its Articles, the company must adhere to the terms of
  - (i) the Wheatley Housing Group Limited Standing Orders
  - (ii) an intra-group agreement with its parent company which sets out the nature of the parent and subsidiary relationship including roles and responsibilities

### **Reserved matters**

#### Strategy, governance and performance

7. Approval of the Company’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and strategic projects, including measures to achieve the delivery of the 5 year strategy.
9. Approve any amendments to the Intra-Group Agreement with the Parent Company.
10. Approval of Services Agreement and associated Business Excellence Framework with Wheatley Solutions.

11. Periodically review and approve recommendations to the Parent on the Company's Articles of Association.

#### Finance

12. Approval of the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
13. Approve the annual uplift of rents, management fees and transactional charges for residential and factored properties.
14. Annual approval of the annual budget for the financial year.
15. Review and approve the Company's financial statements.
16. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.
17. Approve borrowing levels and any associated loan agreements, covenant returns and granting of security.

#### Development, investment, leases, acquisitions and disposals

18. Annual approval of the Company's rolling 5 year development programme.
19. Approve any property acquisitions or disposals by the Company, or parameters for where such acquisitions or disposals may be made under delegated authority.
20. Annual approval of the Company's rolling 5 year investment programme.
21. Approve the form and key terms of the lease agreement for the management of Mid-Market properties on behalf of Group RSLs.

#### Assurance, policy and risk

22. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
23. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.
24. To agree Company policies as they relate to their letting and factoring activities, including, but not limited to:

- Mid Market Rent letting policy;
- Arrears and debtors policy;
- Rent matters policy; and
- Repairs policy.

## **Other responsibilities**

### Business performance

25. Monitor financial performance against the agreed business plan and budget.
26. Monitor performance against agreed performance targets and strategic projects.

### Assurance, policy and risk

27. Review the Company's annual assurance self-assessment in relation to key letting and factoring regulation.
28. Oversee the implementation of relevant group policies and frameworks.
29. Monitor the implementation of agreed risk mitigation actions.

## **Role of the Chair**

30. The Chair is responsible for ensuring that the Board discharges its responsibilities.
31. The Chair of the Board or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Board;
  - ensuring that the resolutions identified in the papers are tabled and dealt with; and
- Undertake an annual appraisal of all Board members and facilitate an annual



Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company and/or its ability to meet its obligations under any loan agreements and associated covenants.

## **Appendix 2F**

### **Wheatley Solutions Limited Terms of Reference**

#### **General**

1. Wheatley Solutions Limited (“the Company”) is the group vehicle for the management and delivery of corporate and administrative support services to all organisations within the Wheatley Housing Group (“WHG”). It also oversees the delivery of the Group’s digital transformation programme, equality, diversity and inclusion policy and action plan, and sustainability activities on behalf of the WHG Board.
2. In accordance with the Company’s Article of Association from time to time:
  - (i) The Chair will be appointed by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having based on having relevant skills and experience; and
  - (ii) Board members shall be appointed by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Company Board. The Board of the Company has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 3, or as otherwise defined by the Company’s Articles of Association from time to time.
5. There will be no fewer than 4 meetings per year, or as otherwise defined by the Company’s Articles of Association from time to time.
6. In addition to its Articles, the company must adhere to the terms of
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent company which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

#### **Reserved matters**

##### Strategy, governance and performance

7. Approval of the Company’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and strategic projects, including measures to achieve the delivery of the 5 year strategy and sustainability related measures for inclusion in the group’s performance framework.

9. Approval of Services Agreement and associated Business Excellence Framework with partner organisations.
10. Approve any amendments to the Intra-Group Agreement with the Parent Company.
11. Periodically review and approve recommendations to the Parent on the Company's Articles of Association.
12. To agree as required any actions reserved to the Board of the Directors under the Financial Conduct Authority Handbook from time to time under the terms of the Company's registration, including, but not limited to:
  - Regulated activity policies; and
  - Regulated activity regulatory returns.

#### Finance

13. Approval of the 5 Year Financial Projections for incorporation into the Group 5 Year Financial projections.
14. Approval of the annual budget.
15. Review and approve the Company's financial statements.
16. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.

#### Assurance, policy and risk

17. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
18. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.
19. Approval of the Group Procurement strategy and policy on behalf of the Parent.

#### **Other responsibilities**

#### Digital and sustainability

20. Monitor the delivery of the Group's overarching digital transformation programme against agreed timescales, budget and, where applicable, benefit realisation in line with agreed business cases.
21. Monitor the delivery of the Group's sustainability strategy (when agreed), including any related strategic projects and performance measures.

### Business performance

22. Monitor financial performance against the agreed business plan and budget.
23. Monitor performance against agreed performance targets and strategic projects.
24. Overseeing the delivery of effective, customer-focused corporate and back-office services and products to the Group and partners, including satisfaction levels.

### Assurance, policy and risk

25. Oversee the implementation of the Group Equality and Diversity policy and associated action plan on behalf of the Group Board.
26. Oversee the implementation of relevant group policies and frameworks within the Company.
27. Monitor compliance with the requirements of the Company's registration with the Financial Conduct Authority.
28. Monitor the implementation of agreed risk mitigation actions.

### **Role of the Chair**

29. The Chair of the Company is responsible for ensuring that the Board discharges its responsibilities.
30. The Chair, or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Board;
  - ensuring that the resolutions identified in the papers are tabled and dealt with;
  - Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee

### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Company Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company.

## **Appendix 2G**

### **The Wheatley Foundation Limited Terms of Reference**

#### **General**

1. The Wheatley Foundation Limited (“the Company”) is a wholly owned subsidiary of Wheatley Housing Group Limited. Its primary purpose is the delivery of the Group’s charitable Better Lives programmes and activities for those in need who are usually also customers of Wheatley Group. The specific objects and powers of the Company are set out in its Articles of Association.
2. In accordance with the Company’s Article of Association from time to time:
  - (i) The Chair will be appointed by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having based on having relevant skills and experience; and
  - (ii) Board members shall be appointed by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of the Company Board. The Board of the Company has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 2, or as otherwise defined by the Company’s Articles of Association from time to time.
5. There will be no fewer than 4 meetings per year, or as otherwise defined by the Company’s Articles of Association from time to time
6. In addition to its Articles, the company must adhere to the terms of
  - (i) the Wheatley Housing Group Limited Standing Orders; and
  - (ii) an intra-group agreement with its parent company which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.
7. The parent authorises the entry into contract between the company and any Group entity.

#### **Delegated authorities**

##### Strategy, governance and performance

8. Approval of the Company’s 5-year strategy and any material updates during the life of the strategy.

9. Annual approval of performance measures, including measures to achieve the delivery of the 5-year strategy for inclusion in the group's performance framework.
10. Set criteria for funding applications by external organisations for Better Lives Funding and approve the granting of funding in line with the agreed criteria.
11. Approve any amendments to the Intra-Group Agreement with the Parent Company.
12. Periodically review and approve recommendations to the Parent on the Company's Articles of Association.

#### Finance

13. Approval of the 5 year financial projections for incorporation into the Group 5 year financial projections.
14. Approval of the annual budget.
15. Review and approve the Company's financial statements.
16. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.

#### Assurance, policy and risk

17. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
18. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.

#### **Other responsibilities**

#### Better Lives and Business performance

19. Monitor the approach to seeking opportunities to attract other funding streams from external agencies and providing strategic co-ordination on funding opportunities and potential funding applications.
20. Monitoring that its activities provide access to a range of community benefit programmes to all tenants of the charitable RSLs within Wheatley Group.
21. Monitor financial performance against the agreed business plan and budget.
22. Monitor performance against agreed performance targets and strategic projects.

### Assurance, policy and risk

23. Oversee the implementation of relevant group policies and frameworks within the Company.
24. Monitor the implementation of agreed risk mitigation actions.

### **Role of the Chair**

25. The Chair of the Company is responsible for ensuring that the Board discharges its responsibilities.
26. The Chair, or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Board;
  - ensuring that the resolutions identified in the papers are tabled and dealt with;
  - Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee

### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Company Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group
  - have already or have potential to result in material non-compliance with legal or regulatory requirements
  - materially impact the financial viability of the Company



## **Appendix 2H**

### **Wheatley Care Terms of Reference**

#### **General**

1. Wheatley Care (“the Company”) is a care and support provider that delivers a range of services, some of which are regulated by the Care Inspectorate, to Local Authorities, Health and Social Care partnerships and Group Registered Social Landlords. It also manages, under management agreement where applicable, care and/or retirement services within Wheatley Homes East and Wheatley Homes South.
2. In accordance with the Company’s Articles from time to time:
  - I. The Chair appointment will be approved by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having relevant skills and experience; and
  - II. Board members appointments, other than tenant Board members, shall be approved by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of Wheatley Care. The Board of Wheatley Care has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 4, or as otherwise defined by the Articles of Association from time to time.
5. There will be no fewer than 6 meetings per year in compliance with the Articles of Association.
6. In addition to its Articles of Association, the Company must adhere to the terms of:
  - (iii) the Wheatley Housing Group Limited Standing Orders; and
  - (iv) an intra-group agreement with its parent which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.

#### **Delegated authorities**

##### Strategy, governance and performance

7. Approval of the Company’s 5 year strategy and any material updates during the life of the strategy.
8. Annual approval of performance measures and Wheatley Care specific strategic projects, including measures to achieve the delivery of the 5 year strategy.

9. Approve any amendments to the Intra-Group Agreement with the Parent.
10. Approval of and any amendments thereafter to the Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
11. Periodically review and approve recommendations to the Parent on the Articles of Association.
12. Not less than annually review and approve the Board's skills matrix and succession plan for consideration by the Group Remuneration, Appointments, Appraisal and Governance Committee.

#### Finance

13. Approval of the 5 year Financial Projections for incorporation into the Group 5 Year Financial projections.
14. Annual approval of the annual budget for the financial year.
15. Review and approve the Company's financial statements.
16. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.

#### Assurance, policy and risk

17. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
18. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.
19. To agree Company specific policies as they relate to their care and support activities, including, but not limited to:

[To be updated once policy review complete in June]

#### **Other responsibilities**

#### Governance and performance

20. Undertake an annual Board self-assessment based on the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.
21. Monitor financial performance against the agreed business plan and budget.
22. Monitor performance against agreed performance targets and strategic projects.
23. Periodically consider service focus reports.

### Assurance, policy and risk

24. Oversee the implementation of relevant group policies and frameworks.
25. Review the Company's annual assurance self-assessment in relation to key care related regulation.
26. Monitor the implementation of agreed risk mitigation actions.

### **Role of the Chair**

27. The Chair is responsible for ensuring that the Board discharges its responsibilities.
28. The Chair of the Board or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:
  - agreeing the agenda for each meeting;
  - ensuring that any action points from previous meetings are considered timeously;
  - ensuring that the meeting runs to time and that adequate time is allocated for each item;
  - encouraging contributions and questions where appropriate from all members of the Board;
  - ensuring that the resolutions identified in the papers are tabled and dealt with;
  - Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee.

### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, advise the Group Chair and escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the Company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company.

## **Appendix 2I**

### **Wheatley Development Scotland Limited Terms of Reference**

#### **General**

1. Wheatley Developments Scotland Limited (“the Company”) is the group vehicle for the development of affordable housing under contract from and on behalf of RSLs within the Wheatley Group.
2. In accordance with the Company’s Article of Association from time to time:
  - I. The Chair will be appointed by the Group Remuneration, Appointments, Appraisal and Governance Committee based on having based on having relevant skills and experience; and
  - II. Board members shall be appointed by the Group Remuneration Appointments, Appraisal and Governance Committee on behalf of the Parent based on their skills and experience.
3. Relevant members of staff will normally attend meetings of Wheatley Developments (Scotland) Limited Board. The Board of Wheatley Developments (Scotland) Limited has the right to meet in private without the attendance of any non-Board members or staff.
4. The quorum for Board meetings shall be 3, or as otherwise defined by the Company’s Articles of Association from time to time.
5. There will be no fewer than 4 meetings per year, or as otherwise defined by the Company’s Articles of Association from time to time
6. In addition to its Articles, the company must adhere to the terms of
  - (v) the Wheatley Housing Group Limited Standing Orders; and
  - (vi) an intra-group agreement with its parent company which sets out the nature of the parent and subsidiary relationship including roles and responsibilities.
7. The parent explicitly authorises the entry into contract between the company and any Group entity.

#### **Delegated authorities**

##### Strategy, governance and performance

8. Approval of the Company’s 5 year strategy and any material updates during the life of the strategy.
9. Approving performance measures and strategic projects, including measures to achieve the delivery of the 5 year strategy.

10. Approve any amendments to the Intra-Group Agreement with the Parent Company.
11. Approval of Services Agreement and associated Business Excellence Framework with Wheatley Solutions.
12. Periodically review and approve recommendations to the Parent on the Company's Articles of Association.

#### Finance

13. Approval of the 5 year Financial Projections for incorporation into the Group 5 Year Financial projections.
14. Approval of the annual budget.
15. Review and approve the Company's financial statements.
16. Approve entering contracts on behalf of the Company as required under the Scheme of Financial Delegation from time to time.

#### Development

17. Approval of the rolling 5 year Group Development programme.
18. Approval of the Group's design guide and house types, taking into account the Group's sustainability objectives and community led development.
19. Approving individual development projects, provided they meet the criteria agreed from time to time by the Board, each developing subsidiary Board and the Group Board.
20. Approval of cost variations for projects from the initial project approval value up to a maximum of 5% or £500,000 of net development cost and provided the overall project still achieves the target internal rate of return.
21. Approve land acquisitions and options on land acquisitions, provided they meet the criteria agreed by the developing Group entity.
22. Approve allocations from the development fund for land acquisitions and/or to individual projects up to a maximum of 2.5% of the overall contract value or £250,00 of net development costs, provided the overall project still achieves the target IRR rate from time to time.
23. Entering into contracts and Development Agreements for the development, construction, demolition, refurbishment of land or buildings or to assess the feasibility of same with for the benefit of Group RSLs only.

#### Assurance, policy and risk

24. Review and approve the Company's risk register and escalate any risk(s) to the Group Board in line with the Group risk management policy thresholds.
25. Approve the approach to monitoring contractor financial exposure and contractor engagement levels.
26. Approve any remedial action required in relation to Company specific material Internal Audit recommendations.

#### **Other responsibilities**

#### Property development

27. Commission research and analysis on our housing market areas, construction methods and material supply chains from time to time.
28. From time to time review and making recommendations to the Group Board on the:
  - The Group's development areas;
  - Development 'core criteria'.
29. Making recommendations to the Group Board on the creation of joint venture partnerships to enable the delivery of development projects.

#### Business performance

30. Monitor financial performance against the agreed business plan and budget.
31. Monitor performance against agreed performance targets and strategic projects.

#### Assurance, policy and risk

32. Oversee the implementation of relevant group policies and frameworks.
33. Monitor contractor financial exposure.
34. Monitor the implementation of agreed risk mitigation actions.

#### **Role of the Chair**

35. The Chair of the Company is responsible for ensuring that the Board discharges its responsibilities;
36. The Chair, or in absentia [the Vice-Chair, whom failing,] a Board Member appointed to chair a meeting of the Board is responsible for the smooth running of Board meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that any action points from previous meetings are considered timeously;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Board;
- ensuring that the resolutions identified in the papers are tabled and dealt with;
- Undertake an annual appraisal of all Board members and facilitate an annual Board effectiveness review under the approach agreed by the Group Remuneration, Appointments, Appraisal and Governance Committee

#### Reporting and escalation

- update the Board on any relevant matters discussed at the Group Board meetings held since the last Company Board meeting;
- update the Group Board on any relevant matters discussed at Company Board meetings held since the last Group Board meeting;
- in discussion with the Group Chief Executive, escalate to the Group Board any matters they agree may:
  - adversely impact the reputation of the company or the wider Group;
  - have already or have potential to result in material non-compliance with legal or regulatory requirements; or
  - materially impact the financial viability of the Company.

# SCHEME OF FINANCIAL DELEGATION



## **1 Introduction**

- 1.1 This document sets out the overarching Scheme of Financial Delegation (“the Scheme”) for the Group. The Scheme is designed to support provide robust governance, effective scrutiny and the implementation of our agreed business plan.
- 1.2 This Scheme documents the delegated financial authority levels for each subsidiary and the Group Chief Executive. That is, the level of expenditure each can approve without Board approval, in the case of the Group Chief Executive, or Group Board approval, in the case of a subsidiary Board.
- 1.3 It is for each subsidiary, via the Group Chief Executive, to set delegation levels for staff within that subsidiary. No member of staff shall be delegated authority at the same or a higher level than the Group Chief Executive.
- 1.4 All delegated limits should be considered to be inclusive of Value Added Tax (VAT).
- 1.5 Breaches of this policy may be a disciplinary matter. All staff are expected to understand and adhere to the contents of this document.

## **2 Responsibilities**

### **2.1 Board responsibilities**

- 2.1.1 The Group Board has overall responsibility for the governance of the Group. The Group Board, or a nominated sub-Committee, with assistance from the Group Director of Finance and Company Secretary, will review the Scheme on at least a bi-annual annual basis, ensuring that it is consistent with the needs of the Group.

### **2.2 Group Chief Executive’s Responsibilities**

- 2.2.1 The Group Chief Executive has overall responsibility for the Group’s executive team and is personally accountable to the Group Board in exercising that responsibility.
- 2.2.2 The Group Chief Executive undertakes the day-to-day direction of the Group in line with the authorities delegated to him/her by the Group Board.
- 2.2.3 The Group Chief Executive is responsible for the implementation of the Scheme, including setting delegation levels which are appropriate for staff that allow the business to operate and transact in a manner which balances business efficacy and appropriate internal controls.

## **2.3 Group Director of Finance Responsibilities**

2.3.1 The Group Director of Finance has overall responsibility for ensuring that financial plans, reports and accounts are prepared and presented in line with statutory and regulatory requirements.

2.3.2 The Group Director of Finance is responsible in the Group context for:

- Reviewing and updating finance policies and procedures;
- Ensuring compliance with any Financial Regulations and finance policies, including the purchasing system reflecting this Scheme;
- Ensuring strong financial management, including in line with recommended best practice for companies, charities and RSLs; and
- The preparation of information, analyses and reports to the Group and subsidiary Boards on the financial performance and financial results.

## **2.4 Group Company Secretary responsibilities**

2.4.1 The Group Company Secretary has the responsibility to the Group Board for the overall governance of the organisation. Interpretation of this Scheme falls to the Company Secretary as does escalation to the Group Board of any matters of concern. The Group Company Secretary shall provide advice to the Group Board on the interpretation of the Scheme where required and provide advice, on request, on the application of this Scheme, so far as it relates to financial matters and transactions. The Company Secretary shall make recommendations jointly with the Group Director of Finance on revisions to the Scheme.

2.4.2 The Group Company Secretary shall maintain an up to date register of delegations under this Scheme and liaise with the Group Director of Finance to ensure the register is reflected in the purchasing system.

## **2.5 Executive Management Responsibilities**

2.5.1 Each Executive, at Group or subsidiary level, is responsible for the financial delegation within his/her directorate and granting permission to give delegated authority. The delegation of such authority will be based on the principle that they cannot delegate authority at the same or a higher level than they individually have been granted by the Group Chief Executive.

2.5.2 Each member of staff within the Group, with financial delegation, is responsible for ensuring that funds are available, committed and spent on the purpose for which it was intended and in accordance with the requirements of this Scheme and the Group's or subsidiary's contract, procurement and other policies and procedures. This includes ensuring that appropriate communication, contract progress monitoring, verification and management processes are undertaken.

### **3. Procurement**

- 3.1 All staff must comply with the procedures set out in this document and the Group Procurement Policy at all times. Staff who are uncertain as to the procedures, as set out in this document or the Group Procurement Policy, must seek timely advice from the Group Company Secretary, Legal team and/or the procurement team. The guidance contained in the Group Procurement Policy complements the Group Standing Orders, this Scheme of Financial Delegation and other related Group and subsidiary policies. Failure to comply with procurement law could result in significant financial and reputational liability for the Group.
- 3.2 Those members of staff who have delegated financial authority are responsible for ensuring that purchase orders and expenditure are approved after an appropriate tendering process has been followed. This includes prevailing procurement regulations as well as the Group's own internal procedures.
- 3.3 Delegated officers' personal responsibility does not detract from the responsibility of the Executive Team in ensuring that appropriate controls are working in their areas and that any contentious or unusual payments or transactions are appropriately reviewed prior to the commitment or payment being made.

### **4 Role of Internal Audit**

- 4.1 The role of Internal Audit is to review the adequacy and effectiveness of this Scheme as part of their corporate wide assessment on the control framework. Internal Audit will do this through their agreed Internal Audit plan, which will include periodic testing of the application of the Scheme.

### **5 Review of Financial Limits in Delegations**

- 5.1 The Group Company Secretary and Group Director of Finance will review the financial limits in this Scheme on at least a bi-annual basis and make recommendations to the Group Board as appropriate.

### **6. Absence of Delegated Individual**

- 6.1 In the absence of a member of staff to whom financial authority has been delegated, that authority shall be exercised by a member of staff superior in the line of authority to the officer concerned, within the same operational section, unless temporary alternative arrangements have been approved in advance in writing by the absent member of staff

### **7. Financial Delegation levels**

- 7.1 The maximum levels of expenditure that can be approved by each Subsidiary Board and by the Group Chief Executive for all activity other than new build property development and construction are set out in the following tables A and B.

**Table A**

<b>Subsidiary approval</b>	<b>Board maximum</b>	<b>Capital Expenditure (£)</b>	<b>Revenue Expenditure (£)</b>
Wheatley Homes Glasgow		6,000,000	2,000,000
Wheatley Homes South		5,000,000	1,500,000
Lowther Homes		5,000,000	500,000
West Lothian		1,500,000	500,000
Loretto Housing		2,500,000	1,000,000
Wheatley Care		250,000	250,000
Wheatley Homes East		4,000,000	1,000,000
Wheatley Solutions		1,500,000	750,000
Wheatley Foundation		1,500,000	750,000
WFL1, WFL2 & WGC PLC		50,000	50,000
GBG Enterprise Limited		1,500,000	750,000

**Table B**

<b>Group Chief Executive</b>	<b>Capital Expenditure (£)</b>	<b>Revenue Expenditure (£)</b>
Wheatley	5,000,000	1,000,000
Wheatley Homes Glasgow	5,000,000	1,000,000
Wheatley Homes South	3,500,000	750,000
Lowther Homes	3,000,000	250,000
West Lothian	750,000	250,000
Loretto Housing	1,000,000	500,000
Wheatley Care	150,000	150,000
Wheatley Homes East	2,500,000	500,000
GBG Enterprise	750,000	250,000
Wheatley Solutions	750,000	250,000
Wheatley Foundation	750,000	250,000
WFL1, WFL2 & WGC PLC	25,000	25,000

7.2 All property development and construction activity is subject to approval and oversight by Wheatley Developments Scotland Limited or otherwise as agreed by the Group Board. Wheatley Developments Scotland Limited has authority to approve its own contractual commitments of any value and contractual commitments for any Group entity provided the following criteria are met:

- (i) Projects are within the approved Group and RSL 5-year development programme;
- (ii) Projects meet the criteria set by RSLs from time to time; and
- (iii) Projects achieve the Group internal rate of return as approved by the Group Board and notified to WDSL.

- 7.3 The maximum levels for the Group Chief Executive represent the maximum expenditure by any member of staff on behalf of each part of the Group. The Group Chief Executive shall delegate authority to the Executive Team and Subsidiary Executives at a level he or she deems appropriate to allow for the ongoing operation of the business.

#### **Granting of delegated authority**

- 7.4 Where delegated authority exists, the appropriate form must be completed and authorised by the manager for entry into the delegated authority register, which will be maintained by the Group Company Secretary.

### **8 Revenue Expenditure (including business running costs)**

- 8.1 Revenue expenditure is expenditure incurred in the transacting of normal business operations. This excludes capital expenditure linked to the Capital Investment Programme, new build programmes and IT/office capital investment. Repairs and maintenance expenditure, and, non-housing capital expenditure that is not identified as general expenditure should be made through the automated purchase requisitioning system wherever possible.
- 8.2 Revenue expenditure is all costs, including business running costs and not specifically referred to in any other category, which are required in the business of the Group and have been approved by the Board as part of the annual budget.

### **9 Capital Expenditure**

- 9.1 This category of contract expenditure relates primarily to the investment programmes and includes capital investment programme projects.
- 9.2 The authority to approve financial commitment refers to projects that have been included within the approved investment programme, or in the budget as applicable, which have been previously approved by the relevant Board. Financial payments are only permissible within the financial year to which the annual budget applies. Financial commitments should only be incurred under the terms of a contract which has been previously entered into under the procurement and contract policy and procedures.
- 9.3 This category of expenditure also relates to the expenditure for new build projects. These projects must have been approved by the Board in line with the annual Budget and Business Plan.

### **10 Procurement Commitments**

- 10.1 Any award of contracts must be consistent with the guidelines set out in the Group Procurement Policy. The award of a contract and commitment level should be considered as the cumulative spend incurred for the contract. Approval to award a contract shall, once given, be valid for the life of the contract, including any contractually enshrined option to extend.