

Committee Terms of Reference

General Terms Applicable to All Committees

1. Membership

- 1.1 Committee members are appointed by the Board from among its own members. The mode and manner of the appointments shall be as the Board may from time to time agree in line with Terms of Reference for the relevant committees set out below.
- 1.2 Committee members are to hold office until the Board term of office for which he or she has been appointed expires, or the Board Member resigns, is disqualified or is removed by the Board or the Council Member. The Board must review membership of all committees each year, usually at the first meeting of the Board after the AGM.
- 1.3 The Chair of each committee will be appointed annually by the relevant committee and will be responsible for feedback and seeking any points of clarity or decisions from the Lewisham Homes Board.

2. Meetings

- 2.1 The frequency of the meetings of each committee shall be determined by the Board and reviewed regularly.
- 2.2 A meeting of a Committee will be quorate when three committee members are present.
- 2.3 If the Chair is not present within five minutes of the appointed start time of the meeting or is unwilling to act, another member of the Committee may be nominated to chair that meeting.
- 2.4 Other than Committee Members, any attendees will be agreed with the Chair of the relevant Committee.

3. Reports

- 3.1 Reports made to the Committees must normally be in writing and circulated at least five working days before the date of the meeting. The Chair of each Committee may allow a report which has not been circulated as required to be tabled at a meeting of the relevant Committee if s/he considers it appropriate for the issues raised by the report to be discussed at that meeting.

4. Decisions

- 4.1 Resolutions of the committees are to be decided by a majority of votes and each committee member present in person shall be entitled to one vote. The Chair shall have a casting vote in the case of an equal number of votes.

5. Minutes

- 5.1 Minutes of each committee meeting must be kept and must be provided and made available at the next meeting of the committee.
- 5.2 Where possible, draft minutes of each meeting will be circulated to committee members within two weeks of the meeting. They will also be available to all Board Members in advance of the next Board Meeting as part of the Board papers. Consideration of these minutes must form an agenda item at that Board Meeting.

6. Authority

- 6.1 Each Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by a Committee.
- 6.2 Each Committee may summon directors and other senior managers to account for remedial actions around performance.
- 6.3 Each Committee may obtain outside legal or independent advice to assist with any activity within its Terms of Reference subject to available budgets and the terms of Lewisham Homes' Standing Orders and Financial Regulations.

7. Changes to the Terms of Reference

- 7.1 No change may be made to these Terms of Reference other than by the Board.

8. General

- 8.1 Each Committee may review and make recommendations to the Board on the Committee's purpose and Terms of Reference on an annual basis, or at such time as any significant changes to governance take place.
- 8.2 Each Committee must show commitment to continuous improvement by carrying out an annual self-assessment of its performance, including a review of skills and development needs. This will be led by the Chair of the Committee.
- 8.3 Each Committee must maintain a close working relationship with the other Board Committees to ensure co-operative working and to minimise duplication of work.

Audit and Risk Committee

1. Core functions for the Committee

- 1.1 To consider the annual accounts and make recommendations to full Board.
- 1.2 To appoint and dismiss the internal auditors and approve the terms of engagement and remuneration relating to the appointment;
- 1.3 To recommend to the Board the external auditor so that Board can make the proposal for the Annual General Meeting.
- 1.3 To discuss with the auditors, before the audit commences, the nature and scope of the audit and raise any particular matters on which the committee members would like advice.
- 1.4 To meet with the external and internal auditors at least annually and review the auditor's reports and take action as necessary (in the absence of management where necessary) and report to full Board.
- 1.5 To keep under review the effectiveness of internal control systems and review the external auditor's annual report and management responses.
- 1.6 To ensure there is an effective and consistent framework of:
 - Financial Standing Orders
 - Contract Standing Orders
 - Scheme of Delegation from the Board to the executive
 - Internal controls
 - Assurance

And that these are reviewed annually, or at such a time as any significant changes to governance take place.

- 1.7 To review the strategy for risk management and the processes for identifying and addressing significant risks. To ensure that risk management issues are addressed, appropriate strategies are developed, and that recommendations are made to Board on at least an annual basis and more frequently where required.
- 1.8 To ensure appropriate arrangements are in place to prevent, detect and investigate fraud.
- 1.9 To review and monitor the hospitality and whistle blowing policies.

1.10 To monitor the organisation's Register of Assets and Liabilities and provide reports to the Board.

2. Membership

2.1 The Committee will comprise of no fewer than four members. In addition, Board may co-opt a further two external members onto the Committee to provide specific expertise.

2.2 The Chair of the Board may not be a member of the Committee.

2.3 At least one committee member should have recent and relevant financial experience.

Ethics and Remuneration Committee

1. Core functions for the Committee

- 1.1 To advise the Board on the adoption, promotion and continued relevance of the Code of Conduct.
- 1.2 To advise the Board on ethical and probity matters, and the best approach to establish a culture of integrity and honesty in all of its business dealings.
- 1.3 To liaise with the Audit and Risk Committee on relevant matters, including the process for employees to whistle blow in confidence.
- 1.4 To review the Board Members' register of interests annually to ensure any conflicts of interest are dealt with appropriately.
- 1.5 To consider complaints and allegations made against or by Board Members and take appropriate action. The Committee may not itself remove a Board Member from office but may make such a recommendation to the Board.
- 1.6 To approve and review the Company terms and conditions of employment, the pay policy, and options to incentivise staff.
- 1.7 To approve and review the remuneration of the Chief Executive Officer (CEO) and Executive Directors. No director or manager will be involved in any decisions about their own remuneration.
- 1.8 To act as the Appointments Panel for the CEO and for Executive Directors with the CEO of the organisation.
- 1.9 To monitor and provide recommendations to the Board relating to the People Strategy including: staff surveys and associated action plans; investment and outcomes from learning and development interventions; and workforce planning.
- 1.10 To review and make recommendations to the Board relating to Board Members':
 - Role and job description
 - Competencies, skills and knowledge requirements
 - Pay and expenses policy, including appointing remuneration consultants to advise the Committee on appropriate market rates

- 1.11 To act as the Appointments Panel for new Board Members representing the different constituencies on the Board. Before any appointment is recommended (or in the case of casual vacancies made) by the Board, to evaluate the balance of skills, knowledge and experience on the Board and in the light of this evaluation agree the description of the role and capabilities required for a particular appointment.
- 1.12 To have annual oversight and make recommendations to the Board on the Board Succession Plan. To give full consideration to succession planning for Board Members, taking into account what skills and expertise are needed on the Board in the future.
- 1.13 To agree the approach to Board performance appraisal and review reports from the Board Chair on the outcome of any performance appraisals of Board Members.
- 1.14 To approve the Annual Board development approach and programme, and allocate resources to support Board development within agreed budget limits.

2. Membership

- 2.1 The Committee shall comprise no fewer than three members.
- 2.2 The Chair of the Board may not be the Chair of the Committee, but may be a committee member. When the committee is considering breaches of the Code of Conduct by a Board Member, then the meeting must be chaired by the Chair of the Board for that item only.
- 2.3 At least one committee member should have a general knowledge of Human Resource issues.

Performance Committee

1. Core functions for the Committee

- 1.1 To give Board assurance that key services and activities are being effectively managed and to help drive improvement in service delivery by:
 - Scrutinising performance as directed by the Board, focusing on areas of poor performance.
 - Considering whether actions proposed by the executive will address performance issues.
- 1.2 To report to Board by exception where the Committee identifies areas of significant under-performance or concern, or where a resource decision may be required.
- 1.3 To monitor complaints about LH's performance and assess the effectiveness of the complaints policy and procedure. To receive feedback from the complaints process and recommendations for organisational learning.
- 1.4 To provide oversight on major corporate programmes as these arise, and as directed by the Board.
- 1.5 To recommend to the Board the performance targets which form part of the LH Business Plan.
- 1.6 To monitor detailed performance information on key targets and business objectives contained in the Business Plan.
- 1.7 To receive any reports and consider concerns about performance or the availability of relevant information from the Resident Scrutiny Panel. Also to communicate to the Resident Scrutiny Panel areas of poor performance, which might benefit from a more in-depth examination by residents.

2. Membership

- 2.1 The Committee shall comprise no fewer than four members.

Repairs Business Committee

1. Core functions for the Committee

- 1.1 To exercise governance oversight of the repairs service in the following areas
- 1.2 To review the Repairs Service Business Plan
- 1.3 To monitor the delivery of the Business Plan
- 1.4 To consider proposals for new business
- 1.5 To ensure the Repairs Service has the right resources including people, skills and expertise to support the business.
- 1.6 To ensure the sustainability of the Repairs Service

2. Membership

- 2.2 The Committee will comprise of no fewer than four members. In addition, Board may co-opt a further two external members onto the Committee to provide specific expertise.
- 2.3 At least one committee member should have recent and relevant financial experience.

Regeneration & Investment Committee

1. Core functions for the Committee

- 1.1 To develop and recommend to Board a property development strategy and to annually review strategic aims, development standards and policies. This will include Lewisham Homes acting as Lewisham Council's development agent as well as acquiring and developing land and properties in Lewisham Homes' own name.
- 1.2 To approve individual development schemes in line with the property development strategy and agreed quality, budget and financial parameters.
- 1.3 To approve land and property acquisition plans in line with agreed budget and financial parameters.
- 1.4 To consider the use of procurement frameworks, joint ventures, special purpose vehicles, modern methods of construction and innovation, to award contracts under delegated authority from the Board, to review overall use of consultants and contractors annually, and to scrutinise contractual arrangements to ensure standards are achieved and targets delivered.
- 1.5 To monitor and review all capital investment in property assets including the development and acquisition programmes, in particular considering financial parameters and assumptions, cash-flow monitoring, performance against quality and quantity targets, progress reports, contracts awarded, major cost variations, sales exposure and scheme out-turn reports on completion.
- 1.6 To monitor and review risk management of the development and acquisition programmes.
- 1.7 To make recommendations to the Board on development, acquisitions and new business.
- 1.8 To bring any issues of serious concern to the attention of the Board immediately.

2. Membership

- 2.1 The Committee is intended to enable the consideration of the matters specified in these terms of reference through a specialised committee including appropriately skilled members of the Board.

2.2 The committee will comprise of six Board Members. In addition, Board may co-opt a further two external members onto the Committee to provide specific expertise.