

RESTRICTED

MANAGEMENT COMMITTEES

TERMS OF REFERENCE

Approved by Group Board: 22 February 2017

Effective date: 1 April 2017

MANAGEMENT COMMITTEES

(“the Committees”)

TERMS OF REFERENCE

1. DEFINITIONS AND INTERPRETATION

1.1 In these Terms of Reference, unless the context requires otherwise:

“Secretary” means the Secretary or Deputy Secretary of Gentoo Group.

“Rules” means the Rules of Gentoo Group Limited.

“Gentoo Group” means Gentoo Group Limited, a Community Benefit Society registered with the Financial Conduct Authority, registered number 7302.

“Group” means Gentoo Group Limited and all subsidiary undertakings and other entities controlled by Gentoo Group Limited.

“Group Board” means the Board of Gentoo Group Limited.

“Management Committees” means the five Management Committees for the five Committee Areas.

“Committee Areas” means the five geographical areas covering North Sunderland, Central Sunderland, South Sunderland, Washington, and Houghton and Hetton.

“Committee Members”	means the members of the five Management Committees.
“Operations Committee”	means the Operations Committee of Gentoo Group Limited, with responsibility for operational and housing management matters.
“Tenant”	means a person who alone or jointly with others holds a tenancy or licence to occupy a premises of the Association, within the Committee area, for residential use.
“Resident”	means a Tenant or Leaseholder of the Gentoo Group.
“Leaseholder”	means a person who alone or jointly with others holds a lease to occupy a residential premises of the Association, within the Committee Area.
“Council”	means Sunderland City Council
“Council Member”	means a member of a Management Committee nominated by the Council.
“Independent Member”	means a member of the Management Committee who is neither a Resident nor an Employee of the Group.

2. PURPOSE

2.1 The Management Committees report to the Operations Committee. The Operations Committee is responsible for monitoring and oversight of operational and housing management matters. The Operations Committee will make recommendations

to the Group Board as appropriate. The areas of responsibility include the following:

- Repairs and Maintenance
- Money Matters
- Housing Management
- Local lettings policies
- Allocations policies
- Renewal programme
- Rent policy
- Customer performance
- Conversion and sale of current properties
- Gardening and handyman service
- Complaints and comments, including with regard to sub-contractors
- Customer involvement
- Vulnerable customers
- Environmental issues
- Void management and re-let times

2.2 The five area Management Committees are responsible for monitoring and advising on operational and housing management matters for their respective Committee area. The Management Committees will report to the Operations Committee. They are responsible for monitoring performance as regards:

- Access to housing
- Lettings
- Voids
- Rent arrears
- Equality and Diversity
- Community and Resident involvement
- Anti-social behaviour and nuisance
- Operation of the complaints policy
- All other housing management issues
- Local area agreements and other initiatives

2.3 The Management Committees are responsible for determining the local letting policy for their Committee Area.

2.4 Area Planning

The Management Committees have oversight of area planning, specifically:

- Providing feedback on the Committee area's community plan based on the Association's corporate plan;
- working in partnership with the local community, so that their ideas contribute to the area community plan; and
- reviewing the Association's corporate plan in so far as it relates to the Committee Area and the Committee's responsibilities and providing feedback to the Operations Committee.

2.5 Finance and budgets

The Management Committees have oversight of budgets, specifically:

- Reviewing the draft budget for their Committee Area and providing feedback to the Operations Committee;
- Monitoring the operational targets and budgets for their Committee Area; and
- Providing feedback to the Operations Committee.

2.6 Regeneration and renewal

The Management Committees have oversight of regeneration and renewal, specifically:

- Providing feedback on the regeneration programme;
- Oversight of delivery performance against the regeneration and renewal programme and capital programme for the Committee Area;
- Oversight of all modernisation and improvement works in the Committee Area; and
- Oversight of delivery against the local environmental programme.

2.7 Repairs and maintenance

The Management Committees have oversight of repairs and maintenance, specifically:

- Oversight of day-to-day repairs, cyclical maintenance, and on-call/urgent repairs; and
- Monitoring performance dealing with requests for aids and adaptations with the Committee Area.

3. MEMBERSHIP

- 3.1 Members shall be appointed by Group Board on the recommendation of the Appointments and Remuneration Committee and in consultation with the Operations Committee. Each Management Committee shall be made up of up to 9 members. There will be five Resident members, three Independent members and one Council member. For the avoidance of doubt, there will be no executive members on the Committee.
- 3.2 The Chair of each Management Committee will be nominated by the Committee and approved by Group Board. The Board may change the Chair by written notice to the Committee. However, in the absence of the Chair the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Committee shall not act as Chair when matters that may present a conflict of interest are being considered.
- 3.3 The five Management Committees will meet in a unitary manner, i.e. simultaneously in a single location. The Chair of the Operations Committee, who is also the Tenant member of Group Board will oversee and coordinate the overall meeting, thereby providing a clear sight line to both the Operations Committee and Group Board. The discussion of each Management Committee will be minuted separately.
- 3.4 Only members of each Management Committee have the right to attend and speak at meetings of the Management Committee. The Chair of the Operations Committee will normally attend and coordinate the overall meeting of the Management Committees. However, they may only take part in the discussion of a particular Management Committee at the invitation of the respective Chair. Other individuals may be invited to attend for all or part of the meeting, as and when appropriate. This may include members of

the Operations Committee or Group Board, members of the executive and external advisors.

- 3.5 Appointments to the Management Committees are made by the Group Board and shall be for a period of up to three years. This may be extended for further periods of up to three years, provided the member still meets the criteria for membership of the Committee.
- 3.6 The Council shall have the power from time to time to appoint a person as a Council Member and to remove from office such Council Member. Appointments and removals shall be made in writing, signed by an authorised officer and shall take effect upon receipt by the Secretary or such later date as may be specified in the document.
- 3.7 If the Council shall have failed within three months of a written request by the Association to make the appropriate appointment pursuant to clause 3.6, the Group Board, acting on the advice of the Appointments and Remuneration Committee, may appoint a person who is willing to act to be a Council Member for the vacancy. They shall be deemed to be the Council Member and shall be appointed for a period of office of three years. The Council's right to appoint the Council Member pursuant to clause 3.6 shall be suspended for that period in respect of any vacancy filled by the Board pursuant to this clause 3.7.
- 3.8 Vacancies for Resident members shall be filled from a pool of residents who meet the requirements of the Skills Matrix and have successfully completed a training and induction course. If there are more candidates than vacancies, the Appointments and Remuneration Committee shall advise Group Board which of the candidates shall serve as Resident members. Group Board will approve the appointments.
- 3.9 The Independent members shall be appointed by Group Board acting on the advice on the Appointments and Remuneration Committee.

3.10 For the avoidance of doubt, membership of the Management Committees and respective Chair appointments do not require formal ratification at the AGM.

4. SECRETARY

4.1 The Group Company Secretary or Deputy Company Secretary shall act as the Secretary of the Committee.

5. QUORUM

5.1 The quorum necessary for the transaction of business shall be four Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.2 An inquorate meeting may receive items for information and arrange a time and date for the next meeting. They make not conclude on items for decision.

6. FREQUENCY OF MEETINGS

6.1 The Committee shall meet six times per year at an appropriate time and otherwise as required. The year shall run from 1 April until 31 March in line with the financial year of the Group.

7. NOTICE OF MEETINGS

7.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of the Members or at the request of Group Board, the Operations Committee, or the external or internal auditors if they consider it necessary.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member and any other

person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at the same time.

8. MINUTES OF MEETINGS

- 8.1 The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present, in attendance, and who have sent apologies. The Secretary of the Committee shall ascertain at the beginning of each meeting the existence of any conflicts/ declarations of interest and minute them accordingly.
- 8.2 Minutes of Committee meetings shall be agreed by the Chair and circulated promptly to all Members unless a conflict of interest exists.
- 8.3 Minutes of Committee meetings shall be provided for information to the Operations Committee Chair unless a conflict of interest exists. The Operations Committee Chair will feedback the salient points to the Operations Committee and Group Board as appropriate.

9. DUTIES

- 9.1 The Committees shall uphold the Group's Vision and Values in everything they do.
- 9.2 The Committees shall promote Value for Money considerations in all their deliberations, decision making and recommendations.
- 9.3 The Committees shall monitor all areas of operational and housing management outlined in section 2.2.
- 9.4 The Committee shall monitor the effective and efficient provision of high quality services to those people living in the Group's housing and those who look to the Group for assistance in meeting their housing needs.

- 9.5 The Committee shall monitor that the Groups' housing is effectively and efficiently maintained.
- 9.6 The Committee shall advise the Group Board via the Operations Committee on any relevant Group policies.
- 9.7 The Committee shall monitor key performance indicators of housing management, maintenance and other relevant operational matters.
- 9.8 The Committee shall consider the results of relevant audits.

10. REPORTING RESPONSIBILITIES

- 10.1 The Committee Chair or in their absence their nominated representative shall report to the Operations Committee Chair on its proceedings at least annually on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Operations Committee it deems appropriate on any area within its remit where action or improvement is needed.

11. OTHER MATTERS

- 11.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat and executive directors for assistance.
- 11.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members.
- 11.3 The Committee shall periodically review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it

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considers necessary to the Operations Committee for approval.