

IronOak



IRON OAK

GOVERNANCE FRAMEWORK

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Control Sheet

Version number	01
Date approved by Board	28 January 2026
Date of next review	December 2026
Status	Published
Policy owner	Company Secretary
Policy location	IronOak Shared Drive
Target group	Employees

Document History:			
Version	Date of review	Author	Note of revisions
01	December 2025	Governance & Assurance Manager	New Policy

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1. SECTION A – INTRODUCTION

1.1. The Governance Framework

- 1.1.1. The purpose of this Governance Framework (the Framework) is to:
- Set out the principles of good governance that underpin IronOak Homes (IronOak) operation, detailing how the organisation is directed and controlled.
 - Outline IronOak's governance structure to ensure clarity and consistency across the organisation, aiding efficiency and effectiveness.
 - Help the Board, its committees and staff make good decisions in the interests of the organisation, its residents, customers and other stakeholders.
- 1.1.2. This Framework outlines the respective responsibilities of the IronOak Board and the Committees to ensure that decision making powers, lines of accountability and delegated authority are clear.
- 1.1.3. This Framework comprises the Rules, Terms of Reference for the Board and Committees and the roles and responsibilities of the Board Chair and Committee Chairs, Company Secretary and the Chief Executive Officer.
- 1.1.4. This Framework embeds a commitment to strategic thinking and long-term planning. The Board and Committees will operate in alignment with IronOak's Strategic Planning Policy and Procedure, ensuring that strategic objectives are informed by resident voice, business intelligence, external horizon scanning, and regulatory standards.
- 1.1.5. This Framework outlines the various responsibilities and how these are delegated to Committees and/or the Executive. The Terms of Reference detail the purpose and structure of the Board and Committees.
- 1.1.6. This Framework should be read in conjunction with the Financial Regulations, the Governance Framework Structure and relevant policies
- 1.1.7. If there is any conflict between the Rules, the Framework and any other governance documents, the Rules will prevail.
- 1.1.8. These governance arrangements apply to all executive, non-executive and parent nominee members of the Board, the Committees and the Executive Leadership Team. Under its Rules, IronOak has the power to delegate its responsibilities to a committees or staff under the terms of reference, although there are a number of essential functions and other matters which the Board cannot delegate (see 2.2 below)
- 1.1.9. Where no delegation is specified, then the matter must be referred to the IronOak Board for decision.

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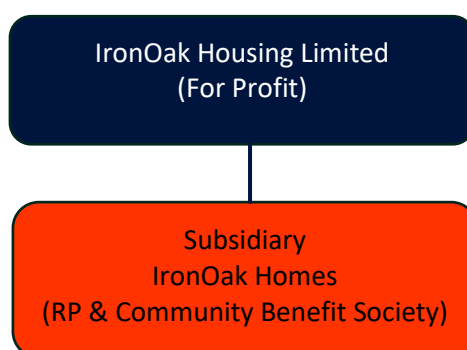
- 1.1.10. All staff and Board members are responsible for being aware of the content of this framework, and for ensuring they follow the appropriate procedures.

1.2. Legal and regulatory requirements

- 1.2.1. The Framework is designed to meet regulatory and statutory requirements, achieve effective self and co-regulation (in line with Regulator of Social Housing's (RSH) guidelines) and provide the flexibility to manage changes which are inevitable for an evolving and developing organisation. It is structured with reference to the principles of the National Housing Federation's Code of Governance and Codes of Conduct.
- 1.2.2. The IronOak Board should receive assurance that the organisation complies with all relevant regulations and legislation.
- 1.2.3. IronOak is registered by the RSH as a 'registered provider' of social housing (Registration No. 4728). The RSH requires providers to adhere to its Regulatory Framework for social housing in England. The Governance and Financial Viability Standard contained in the RSH's Regulatory Framework requires registered providers to put in place effective governance arrangements that deliver their aims, objectives and intended outcomes for residents and potential residents in an effective, transparent and accountable manner. IronOak strives to comply with these requirements.
- 1.2.4. IronOak has adopted the NHF's Code of Governance and Code of Conduct 2022.
- 1.2.5. In addition to the requirements of the RSH, IronOak must also comply with the requirements of other bodies, including the Financial Conduct Authority (FCA), Homes England, Companies House, HMRC, the Housing Ombudsman and funders' requirements as they relate.

1.3. Group structure

- 1.3.1. The following diagram sets out the IronOak Homes Limited's structure and IronOak's position within it.



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1.4. IronOak Homes

1.4.1. IronOak is registered under the Co-operative and Community Benefit Society (CBS) Act 2014 (registration No. 8393), using the NHF model Rules 2015 (amended) and is registered with the RSH as a registered provider (RP).

1.4.2. IronOak's role, as stated in its Rules, is to:

- Provide and manage housing and social housing and provide assistance to help to house people and associated amenities and services.
- Such other charitable objectives that can be carried out from time to time by a RP.

1.4.3. As a not-for-profit organisation, all surpluses are re-invested back into meeting IronOak's organisational objectives.

1.4.4. Board members (excluding staff and co-optees) and IronOak Housing Ltd (as the parent) are shareholders of IronOak. Shareholders are not equity holders, meaning they have no rights to any surplus made by IronOak nor any other financial benefit from their share.

1.4.5. Shareholders are invited to, and have a vote at, the Annual General Meeting (AGM), as well as other relevant general member meetings. The Shareholder policy at appendix 21. sets out the parameters for admitting shareholders and their responsibilities.

1.4.6. While the Rules (C5–C15) set out shareholder rights, IronOak Homes recognises the importance of articulating how shareholders engage with the Board and influence the organisation's direction. The Governance Framework therefore confirms:

- Strategic Updates at Shareholder Meetings: The Annual General Meeting (AGM) and any other general meetings will include a structured update on strategic priorities, progress against the Strategic Plan, and emerging risks and opportunities.
- Consideration of Shareholder Sentiment: The Board will formally record and consider shareholder questions, comments, and resolutions raised at the AGM or other meetings, ensuring these inform ongoing strategic oversight.
- Engagement Beyond the AGM: Where appropriate, the Board may engage with shareholders outside the AGM (for example, through written communications, briefings, or targeted consultations) on matters of strategic importance or material governance change.

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- Transparency and Accountability: The Shareholder Policy (Appendix 21) will be read alongside this addendum to ensure clarity on the rights, responsibilities, and engagement pathways available to shareholders.

2. SECTION B – THE BOARD AND COMMITTEES

2.1. Functions and responsibilities of the Board

- 2.1.1. IronOak is led and governed by its Board. The Board has overall responsibility for service delivery to residents, the protection of social assets and the financial viability of the organisation. It is primarily responsible for meeting and ensuring compliance with IronOak's values, vision, mission and strategic objectives ensuring compliance with statutory and any other legal requirements. In discharging these responsibilities, the Board is required to apply strategic thinking and oversight. This includes ensuring that the Strategic Plan is developed, approved, monitored and refreshed in line with the Strategic Planning Policy and Procedure, and that strategic risks and opportunities are regularly reviewed.
- 2.1.2. The Terms of Reference for the Board are set out at Appendix 7. and are reviewed annually and sooner if required by organisational, regulatory and/or legislative changes.
- 2.1.3. The Board has delegated some of its responsibilities to the Audit and Risk Committee (see 2.19 below).
- 2.1.4. This Framework is underpinned by its model Rules (NHF Model Rules 2015). This document set out the objects, membership, powers, proceedings at general meetings and other key activities. The Rules also specify the procedures and powers of IronOak and its ability to delegate those powers to Committees. The delegations are outlined in detail in this document.
- 2.1.5. All Board Directors share the same legal status and have equal responsibility for decisions taken that affect the success of the organisation.
- 2.1.6. All Board Directors, irrespective of their background, have fiduciary responsibility to IronOak and must ensure that:
 - The interests of all members are placed before any personal or other interests.
 - Their actions are financially responsible.
 - Any conflict of interest or potential conflict of interest is managed appropriately.
- 2.1.7. To ensure that situations where conflicting interests are managed appropriately, the following approach has been agreed:
 - Declarations of interest and confirmation whether the meeting is quorate will be made at all meetings.

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- Any decision where Board members are conflicted, for example, will be declared, the basis for any decisions will be clearly minuted and the conflict of interest will be recorded on the conflicts register.

2.1.8. The Financial Regulations provide a financial framework within which officers may properly act and are fully accountable for their actions in the use of the organisation's finances and assets.

2.2. Matters reserved for the Board

2.2.1. The NHF Code of Governance 2020 states that where the group parent is not a registered provider, formal arrangements should be in place to ensure that any registered provider subsidiary remains compliant with its own charitable or community benefit purposes and regulatory requirements. There is a 'Ringfencing Agreement' in place with Parasol Housing Ltd. The obligations under the agreement extend to any future shareholder(s) of the Parent company.

2.2.2. In order to comply with the NHF Code of Governance 2020, the following essential functions cannot be delegated by the IronOak Board:

- Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success.
- Establishing a culture that is positive, focused on the needs of current and future residents, other customers and other key stakeholders, and embeds equality, diversity and inclusion in the organisation.
- Ensuring the organisation operates effectively, efficiently and economically.
- Providing oversight, support, direction and constructive challenge to the organisation's chief executive and other executives.
- Appointing and, if necessary, dismissing the Managing Director.
- Satisfying itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication.
- Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff.
- Establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance and reputation of the organisation.
- Holding to account the organisation's subsidiary boards, committees and senior staff for the exercise of any powers delegated to them.

2.3. Board and Committee member roles/duties

2.3.1. The role of Board Member, Chair of the Board, Chair of the Audit and Risk Committee, Resident Committee and Resident Voice Groups are set out in specific role profiles. These are reviewed annually by the Board to ensure they remain fit for purpose and relevant and cover any additional requirements.

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2.3.2. When taking on a role, Board and Committee members, including co-optees are expected to:

- Prepare for meetings in advance by reading all papers.
- Attend at least 80% of meetings, making an active contribution to discussions and decision making.
- Promote and uphold IronOak's values, policies and objectives.
- Provide leadership on equality, diversity and inclusion matters, ensuring these are reflected in all that IronOak does.
- Ensure compliance with the NHF's Code of Governance, upholding best practice, role modelling good governance behaviours and respecting confidentiality.
- Ensure compliance with the RSH's economic and consumer standards and statutory law, as well as the Articles of Association, Financial Regulations, Standing Orders, internal controls and delegated authorities.
- Establish strategy and ensure policies and plans are in place to achieve IronOak's objectives including timescales for achievement.
- Attend any training events and take ownership for identifying individual development objectives that would help deliver the role through the appraisal process.
- Develop and maintain good working relationships with other members and ELT.
- In the event of unavoidable absence from any meeting, provide feedback and questions to the meeting Chair on any papers.
- Participate in reviews of Board performance, both individual and collective.
- Keep up to date with the Social Housing sector.
- Represent IronOak externally when required.

2.4. Board members liabilities and insurance

2.4.1. Board, Committee members and co-optees must carry out their duties with skill and care by keeping themselves up to date with the role of a Registered Provider and IronOak in particular. Board members have a duty to act in the best interests of IronOak rather than residents and service users.

2.4.2. Board, Committee members and co-optees main statutory duties are set out in statute (not an exhaustive list):

- The Co-operative and Community Benefit Societies Act 2014.
- The Insolvency Act 1986.
- The Housing and Regeneration Act 2008.
- The Social Housing (Regulation) Act 2023.
- Health and Safety at Work Act 1974.
- Corporate Manslaughter and Corporate Homicide Act 2007.

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- 2.4.3. Directors and senior managers can be held personally liable for consequences of a wrongful act and liability is unlimited. To provide protection to members, IronOak provides Management Liability insurance against any claims arising from the decision and actions taking within the scope of their regular duties.

2.5. Board size and composition

- 2.5.1. The Board will consist of between 5 and 12 members (including co-optees) as may be determined by the Board as necessary.
- 2.5.2. The majority of the Board should consist of independent, non-executive Board members and any quorum must be made up of non-executive members.
- 2.5.3. Members of the Board who are from the IronOak Executive Leadership team or from the IronOak Housing Limited will be noted as Executive Directors.

2.6. Co-optees, Senior Independent Director (SID)

- 2.6.1. The Board may appoint up to two co-optees to serve on the Board or any committee, with no more than five co-optees in post at any one time (as per the Rules).
- 2.6.2. Although a co-optee acts in all aspects as a board member, they cannot take part in the deliberations or involved in the appointment or officers or any matter directly affecting shareholders.
- 2.6.3. The organisation may appoint a SID to support the Chair, Board and Committees in their work and act as a sounding board for the organisation in the delivery of its objectives.

2.7. Appointment/removal of Board members

- 2.7.1. The IronOak Rules set out the details of who can become or remain a Board or committee member and co-optee in D7.
- 2.7.2. Board and Committee members will be appointed by the Board in accordance with IronOak's Recruitment and Succession policy which sets out the open and transparent selection criteria and appointment procedures. Prospective candidates may be approved by the Board before they are eligible to stand for appointment as Board Members.
- 2.7.3. The Board may appoint a vice Chair to support the chair in the delivery of the organisations mission and, in the absence of the chair acts as the Chair and have the Chairs powers and duties.

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2.7.4. Each non-executive Board Member will be initially appointed for a fixed term of up to three years, which may be renewed up to a maximum tenure of six consecutive years (typically comprising two terms of office) in line with the NHF's Code of Governance.

2.7.5. The Board may only extend a member's tenure beyond six years where it agrees this is IronOak's best interests considering the member's performance, skills and needs of the Board.

- Under the Rules, a Board Member can be removed from the Board:
- By a special resolution at a General Meeting.

2.7.6. By a resolution passed by two-thirds of the Board Members – excluding the Board member subject to the proposed removal, co-optees and staff of IronOak. The Rules set out the process for removing a Board Member in D8.2.

2.7.7. Whenever the number of Board Members and co-optees falls below five, the Board may appoint a further Board Member in addition to the Board's power to co-opt. In these circumstances, the appointed Board Member will be required to stand down at the next annual General Meeting.

2.8. Skills required for the Board

2.8.1. It is recognised that individuals will have skills across multiple areas. For the Board to effectively discharge its duties, an assessment of the skills on the Board will ensure that there are no gaps in material areas to allow recruitment to be directed as appropriate.

2.8.2. The Company Secretary will carry out an annual review of the Board and committees within IronOak covering:

- The mix of skills, competencies and experience required by the organisation.
- The ability of Board members to support and direct the organisation.
- The effectiveness of the collective Board and of its committees.
- Training and development needs.
- Equality and diversity.
- Attendance levels.
- Individual Board member self-appraisal, contribution, performance and effectiveness.
- Any other issues as occur from time to time.

2.9. Competencies required for the Board

2.9.1. In addition to the identified skills, all Board members should be competent in strategic thinking, financial planning, risk management and governance with the social housing sector at a minimum. Strategic thinking should be exercised in alignment with the Strategic Planning Policy and Procedure, ensuring decisions are long-term, resident-focused, and responsive to the external environment.

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- 2.9.2. Additional competencies will be set out in the relevant role profiles to ensure that the Board is effective and able to appropriately challenge and discharge its duties.

2.10. Induction, Training and Support

- 2.10.1. An individual induction programme will be drafted for each newly appointed Board, Committee and Co-optee by the Company Secretary. This programme may include induction meetings with key officers, visits to IronOak properties to understand the operating environment and meet residents and service users. The induction will also include familiarisation with key IronOak policies, strategies and operations.
- 2.10.2. All governance meeting papers are uploaded to the online Board portal, and the Company Secretary will arrange for the new member to be set up, and an overview arranged showing how it works to make meetings as effective as possible.
- 2.10.3. The Company Secretary will support the new member to develop a Personal Development Plan, which will be updated as necessary after each appraisal. In addition, a training and development programme may be put in place for the collective Board/Committee group to ensure they are as effective as possible, and they are up to speed on any changes within the Housing sector.

2.11. Appraisal and performance

- 2.11.1. IronOak has a Board, Committee and Co-optee appraisal process set out in the Board Management policy, with members being appraised each year. This ensures that members are regularly measured against an agreed set of competencies to ensure continual improvement and that all members are contributing to the overall governance of the company. All members have an agreed programme of ongoing learning and development opportunities. This includes addressing any needs identified through the appraisal process.
- 2.11.2. This process includes an annual review of the Board by the Company Secretary, as well as self-appraisal by the individual members. The process looks at individual contributions and performance, as well as the collective effectiveness. In line with the NHF's Code of Governance, 3.10 Member appraisal: a full, rigorous and documented appraisal process for the individual members of the board and its committees, including the chairs, is carried out at least every two years. (1) The appraisal of the board's chair is led by a senior board member, informed by the views of all board members. (2) There is an appropriate process for responding to under-performance by individual board members, and to any conduct which may breach policies or codes.

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2.12. Member Agreement for Services, payment and expenses

- 2.12.1. The legal relationship between the Board and Audit and Risk Committee members Audit and Risk Committee Members are paid a fee in return for their duties under an Agreement for Services – this is not an employment contract. There is a fee paid to members of the Resident Committee set at £500 per annum.
- 2.12.2. The level of fees is reviewed annually and paid by IronOak monthly in arrears by BACS after deductions for PAYE and National Insurance.
- 2.12.3. Board and committee members are entitled to reimbursement of reasonable and properly documented expenses incurred whilst on IronOak business under the Board Expenses policy. Expenses claims should be submitted to the Company Secretary with the appropriate receipts and details for authorisation and payment, subject to any lawful deductions.

2.13. Board Meetings

- 2.13.1. Under the Rules, the Board will meet at least three times annually. The Company Secretary will draft a proposed schedule of meeting dates for approval by the Board before the start of each calendar year.
- 2.13.2. The Company Secretary will give at least seven days' written notice of meetings to Board Members and co-optees. Meetings can be held with less notice where at least 75% of Board Members agree to the proposal.
- 2.13.3. Additional meetings can be called by the Company Secretary, the Chair or two Board Members who give written notice to the Company Secretary the nature of the business to be discussed. In such circumstances, the Company Secretary will call the meeting giving at least seven days' notice, but no more than fourteen days. If the Company Secretary fails to call the meeting, the Chair or two Board members may do so.
- 2.13.4. Board meetings are usually held in person at the IronOak offices. Remote attendees i.e. via Teams are deemed as being present providing they are able to hear the meeting and able to provide comment.

2.14. Urgency Procedures

- 2.14.1. IronOak recognises that decisions may be necessary between scheduled Board and Committee meetings that could not be foreseen at the preceding meeting and cannot wait for the next scheduled meeting.
- 2.14.2. Occasionally, matters for decisions could be dealt with outside a meeting even though they are not urgent. To maximise the efficiency of the

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governance arrangements, provisions for urgent and efficient decision making are outlined below.

2.14.3. There are two types of resolution, which attract differing approvals:

- 'Special' resolutions such as:
 - Amending the Articles of Association.
 - Changing the company's name.
 - Changing the company's status.
 - Changes impacting on shareholders.
 - Winding up the company.
- 'Ordinary' resolutions such as:
 - Approval of annual accounts.
 - Reappointing auditors.
 - Removing a director.

2.14.4. If required, a written resolution will be provided to the Members, subject to prior authorisation of Board Chair (or their appointee) and Members'/Directors' comments and concerns are circulated in advance of decision. An explanatory report will be sent clearly setting out the proposed resolution.

2.14.5. 'Ordinary' resolutions via urgency procedures are binding provided more than 50% of the current membership votes to support the resolution, with independent non-executives directors being in the major. With 'special' resolutions, the threshold is 75% in support.

2.14.6. Any urgency decisions taken by the Board/Committee will be recorded in the papers for the next meeting.

2.14.7. If approval is not gained, through written resolution, the Board Chair, or their appointee, will determine whether necessary to convene a special Board meeting.

2.15. Relationship with the Executive Leadership team

2.15.1. The Board and governance arrangements are supported by the Executive Leadership Team (ELT) in respect of governance, continuous improvement and internal controls. The ELT operates under a formally approved Terms of Reference, which outlines its remit, delegated authority, and reporting responsibilities.

2.15.2. ELT manages the organisation and its day-to-day operations and comprises:

- Chief Executive Officer.
- Chief Financial Officer.
- Head of Operations.
- Head of People

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2.15.3. ELT will issue discussion papers and recommendations to the Board at least five days prior to each meeting taking place. Reports will deal openly with any major issues or problems being encountered and any material risks they bring, with explanations and options as to how they could be mitigated.

2.16. Confidentiality

2.16.1. Board members, Directors, co-optees, or members of Committees and staff may from time to time acquire information which is not generally available. Such information must be regarded as confidential and not shared outside the organisation.

2.16.2. A disclosure of such information in breach of the Code of Conduct would constitute a betrayal of the organisation and it would be for the Board and Managing Director to decide upon the gravity of such a breach and take appropriate action in line with the Code of Conduct.

2.17. Conflicts of interest

2.17.1. In respect of conflicts of interest this arrangement applies to all the constituent parts of the organisation. No Board Member may have a financial interest in any way whatsoever in a contract or other transaction with IronOak or IronOak Housing Limited, unless permitted to do so under the relevant constitutional document.

2.17.2. All conflicts will be dealt with in a way which upholds the organisation's reputation, and reflects, as applicable:

- IronOak's Constitution.
- The Economic and Consumer Standards set by the RSH.
- The Co-operative and Community Benefit Societies Act 2014 concerning transactions and dealings with members and committee members.
- The Companies Act 2006, concerning how conflicts (of interest, loyalty or duty) are to be declared and managed.

2.17.3. Interest in any arrangement between any member and someone else which is to be discussed by the Board or Committee should be disclosed immediately.

2.17.4. The Board Member will not be allowed to vote on the issue, nor shall the member be able to speak on the matter or remain in the meeting during its discussion unless permitted to do so by the other members present or permitted under the Rules. The member will not be informed of the conflicting item unless permitted by the other members and will not be privy to the reporting or minutes of that item. All such declarations shall be recorded in the minutes of the meeting.

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2.17.5. No Board member or co-optee nor a member of a committee will receive payment unless it is permitted by the Rules and prescribed within service agreements.

2.17.6. The Governance Team will maintain a Register of Board Members' Interests, and all Board members will declare in the Register any such interests that may relate to any contract or other transaction that could be discussed by the Board or Committees. The Register will be reviewed and circulated annually and be open to inspection by any member at any time.

2.17.7. A Declaration of Interests register of senior staff is maintained by the Governance team and available at all reasonable times for inspection by any member. Any interest in a contract, or the like, by a senior staff must be declared to the appropriate Board before the acceptance of any tender or quotation. Detailed requirements are outlined in the Governance Strategy.

2.18. Committees and Management Arrangements

2.18.1. IronOak is supported by three functional committees - the Audit and Risk Committee, Governance Oversight Committee and the Resident Committee.

2.18.2. Membership of any standing Committee will consist of a minimum of three members.

2.18.3. Additionally, other committees may be constituted from time to time, which may be determined to be temporary by the Board, to fulfil functions or requirements of the organisation to further its objectives.

2.19. The Audit and Risk Committee

2.19.1. The Audit and Risk Committee has been given delegated authority by the Board to oversee compliance with the statutory duties. It provides assurance to the Board on the systems of internal control, risk management and the internal and external audit functions to ensure that they are effective and well-managed.

2.19.2. The Terms of Reference for the Audit and Risk Committee are set out at Appendix 8. and are reviewed annually and sooner if required by regulatory and/or legislative changes. The Committee's core responsibilities are:

- Risk management.
- Review and recommend to the Board for approval the risk management appetite, strategy and policy.
- Review and monitor the adequacy and effectiveness of the risk management systems with frequent updates to the Board.
- Ensure that the Executive Leadership Team embed risk management throughout the organisation.

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- Review the key strategic risks quarterly and recommend them to the Board for approval.
- Review and ensure insurance arrangements are adequate for the organisation.
- Scan and advise the Board on emerging and future risks that potentially impact on the organisation.

2.20. The Resident Committee

2.20.1. To support compliance with the RSH Standards and ensure that the customer/resident voice is heard and used to improve services, in 2024 IronOak is establishing a formal engagement structure in support of co-regulation.

2.20.2. The IronOak Resident Committee will be established comprising both Board members and resident/service users with the following core responsibilities:

- Monitor IronOak's compliance with the RSH Consumer standards.
- Influence delivery of operational services to meet the needs and expectations of those receiving them.
- Provide feedback on IronOak documents and communication that impacts customers/residents e.g. strategies, policies and the website.

2.20.3. The Committee will meet at least quarterly and comprise:

- Two Board Members - one acting as Chair.
- A Member who has lived experience as a resident.

2.20.4. The Terms of Reference for the Committee (see Appendix 9.) allow for a minimum of three members in total, up to a maximum of five. The quorum for the Committee will be two members, which must include the Chair. The resident Committee may co-opt one member, who may attend as an observer and speak at meetings, but is not able to vote.

3. SECTION C – GENERAL MATTERS

3.1. Chief Executive Officer

3.1.1. The Chief Executive Officer has ultimate responsibility for the management of the IronOak in accordance with its Objects and the decisions of the Board and is accountable to the Board.

3.1.2. The responsibilities of the Chief Executive Officer may be delegated to appropriate staff to ensure the effective running of IronOak.

3.1.3. The Chief Executive Officer may, without further reference to the Board or any Committee, take the action considered necessary to ensure the efficient and effective management and routine administration of IronOak's activities.

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3.2. Company Secretary

- 3.2.1. The Board must appoint a company secretary (or a person with that function) with a clear accountability to the Board. The role of the Company Secretary is to advise the Board on compliance with the organisation's constitution, and other statutory or regulatory requirements particularly as relating to their position as Board members, company directors, and/or charity trustees as applicable.
- 3.2.2. The Company Secretary is responsible for making all regulatory returns on behalf of the organisation.
- 3.2.3. The Company Secretary is responsible for ensuring the compliance of the organisation with the Rules set out, and for:
- Summoning and attending all meetings of the Board and for arranging for the minutes of the meetings to be kept.
 - Maintaining registers and other books determined by the Board; and
 - Having charge of the seal, if applicable.
 - Supporting the Board to ensure it can effectively discharge its' duties.

3.3. Gifts and Hospitality

- 3.3.1. Board Members, co-optees, or members of Committees and staff are required to take personal responsibility for all such decisions bearing in mind the reputational risk and potential for damage of public confidence in the organisation.
- 3.3.2. Gifts and hospitality will be recorded on the Gifts and Hospitality Register by the Governance team whether accepted or declined.

3.4. Code of Conduct

- 3.4.1. Members of the Board and Committee members are expected to formally acknowledge and abide by the NHF Code of Conduct adopted by IronOak.
- 3.4.2. The Code of Conduct is a key document signed up to on Board/Committee appointment. Members not abiding by the Code will be asked to resign or steps will be taken to remove them from office.

3.5. Signing and Sealing of documents

- 3.5.1. Deeds, contracts and documents to be entered into on behalf of the organisation must be signed appropriately by persons with delegated authority.
- 3.5.2. The Board has delegated use of the seal to the Company Secretary. Any IronOak seals, alongside a Seal Record Book, shall be kept by the Governance

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Team. The Company Secretary is responsible for keeping a report detailing the use of the seal which can be scrutinised by any member of request.

3.6. Monitoring and update of Standing orders

- 3.6.1. These Standing Orders will be reviewed annually, or sooner if organisational, legislative and/or regulatory changes occur that could impact on their content.
- 3.6.2. These Standing Orders may be added to, varied or revoked, by agreement of the Board.