



STANDING ORDERS & TERMS OF REFERENCE

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1. ABOUT STANDING ORDERS

1.1. Introduction

The Moat Housing Limited (Moat) **Board** has adopted these Standing Orders to govern the conduct of its own business and that of its **Committees** and to establish the principles for delegations of authority to the various committees, the **Chief Executive** and other **Executive Directors** to ensure sound management, efficiency of day to day operations and accountability throughout the **Group**.

Whilst Moat is the main operational Registered Provider entity in the group, and these standing orders have been prepared specifically for Moat, all Moat's **Subsidiaries** shall also adopt and be required to operate in accordance with them so far as they are relevant and applicable. These standing orders will be interpreted accordingly. If there is any conflict between their own Rules/ articles and this document, their Rules/ articles shall prevail.

This document supersedes any earlier delegations agreed. Any material changes to this document must be agreed by the Board. Minor changes such as job title changes can be made by the document owner, with changes noted at the end of this document.

1.2. Status and purpose of Standing Orders

The **Rules** of Moat are its constitution and contain its objects, which define the activities it is permitted to undertake. MHL is a Community Benefit Society, is the parent entity and a Registered Provider of Social Housing. The standing orders detail how the Rules will be operated in practice.

As well as defining the Board's powers, the Rules define the circumstances where the Board is permitted to delegate authority, details of which are contained in the Standing Orders.

The Standing Orders are supplementary to the Rules. Wherever possible, the Standing Orders do not duplicate the contents of the Rules but add detail to show how they will operate.

Standing Orders should be considered in conjunction with the [Rule]s, the National Housing Federation [**Code of Governance.**] and the [**Financial Operating Framework**]

The [**Financial Operating Framework**] is part of the Standing Orders, defining the key financial management and accounting arrangements of Moat. The [Delegated Financial Authorisation] Levels matrix is additional to the Financial Operating Framework.

The Standing Orders refer to and provide high level delegation to, but do not contain detailed policies and procedures. They stand above any policies and procedures that operate in Moat. To the extent that Moat has any policies and procedures, they must comply with the provisions of the Standing Orders. Where there is an inadvertent discrepancy, it is the Standing Orders that prevail.

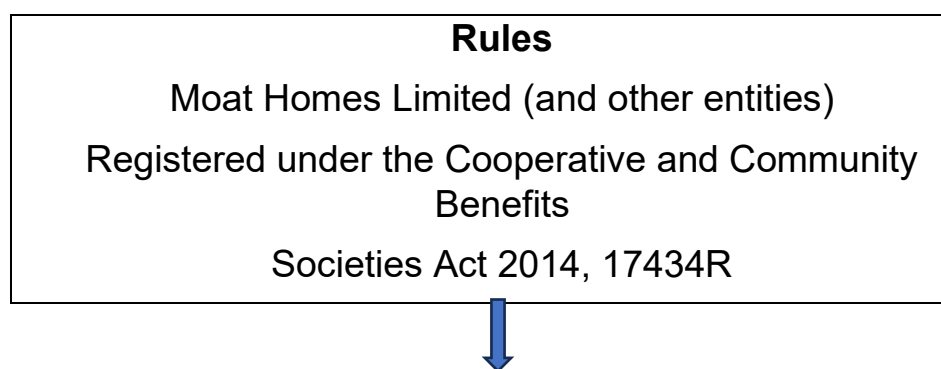
2. Scope

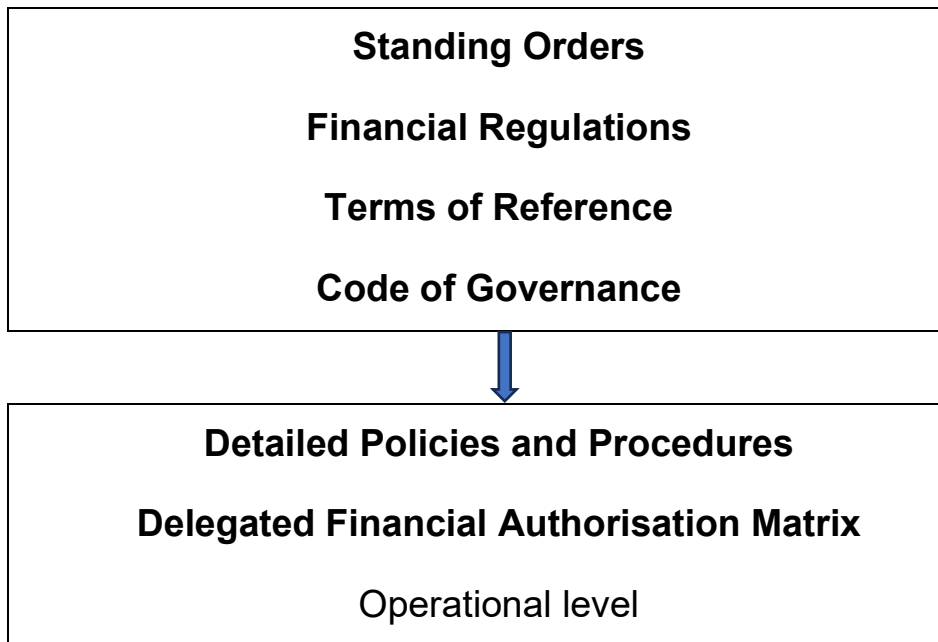
These Standing Orders apply to all parts of the Group and are mandatory for all Executive Directors, other staff members, temporary members of staff whether engaged directly or via an agency and Non-Executive Members.

2.1. Documentation used in the Delegation Process

The [Code of Governance] provides the framework within which the Board operates.

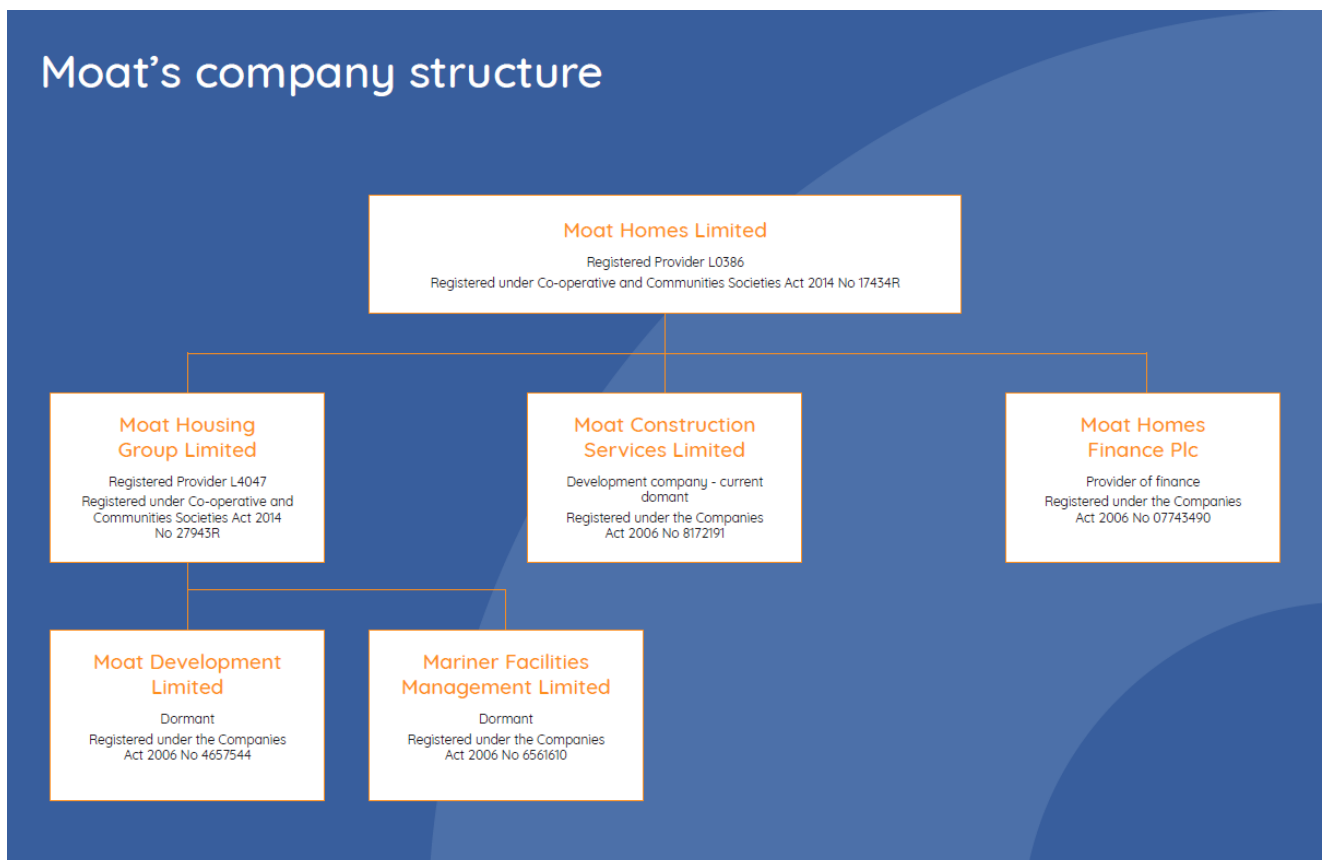
The following diagram provides an overview of the documentation used in delegating powers and responsibilities from the Board.





3. GOVERNANCE STRUCTURE AND ENTITY OVERVIEW

The Moat structure comprises:



Company	Registration Number	Legal Status	Description of primary activities	Board	Shareholders
Moat Homes Limited	FCA 17434R RSH L0386	Community Benefit Society Registered Provider of Social Housing	Parent entity for the Group, responsible for setting the strategic vision and framework within which the Group members operate	Recruited and appointed by the Board, on recommendation from its Governance & People Committee	Non-Executive Directors Closed membership
Moat Housing Group Limited	FCA 27943R RSH L4047	Community Benefit Society Registered Provider of Social Housing	Registered provider and related activities (including open market sales)	Recruited and appointed by the Parent	Moat Homes Limited and Non-Executive directors Closed membership
Moat Construction Services Limited	Companies House 8172191	Company limited by shares	Dormant entity	Appointed by members	Wholly owned by Moat Homes Limited
Moat Homes Finance Plc	Companies House 07743490	Public company limited by shares Provider of finance	Secures funding from capital markets and then lends to MHL	Appointed by members	Wholly owned by Moat Homes Limited
Moat Development Limited	Companies House 4657544	Company limited by shares	Dormant entity	Appointed by members	Wholly owned by Moat Housing Group
Mariner Facilities Management Limited	Companies House 6561610	Company limited by shares	Dormant entity	Appointed by members	Wholly owned by Moat Housing Group

4. COMMITTEES

There are four Group level Committees across Moat Homes Limited. They support the Board in discharging the responsibilities delegated by the Board.

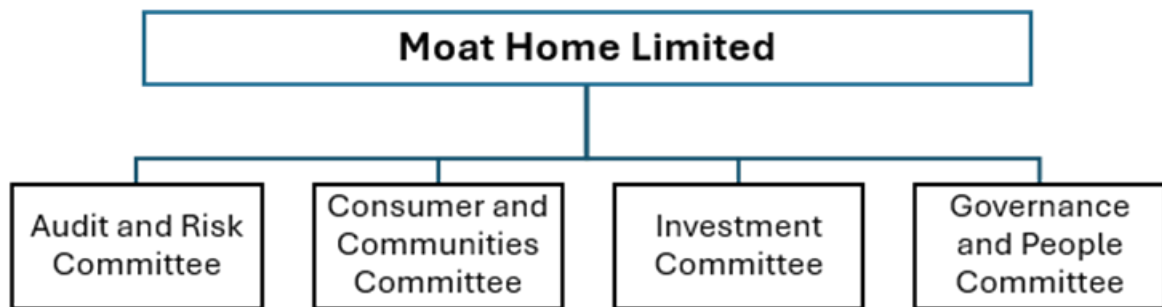


Table 1. A summary of each is provided below (full detail of responsibilities in appendix 1):

Committee	Purpose	Responsibilities	Membership
Audit and Risk Committee	To provide assurance to the Board on the systems of internal controls, internal and external audit and risk management functions	<ul style="list-style-type: none"> Review and recommend annual audited accounts Review annual report on compliance with Governance and Financial Viability Standard Appoint Internal Auditors Monitor External and Internal Auditors Scrutinise and monitor internal controls and risk management systems Approve the Annual Fraud Return to the RSH Approve policies and strategies delegated to the Committee Scrutinise delegated compliance mechanisms 	<ul style="list-style-type: none"> Up to five independent non-executive directors appointed by the Board At least one member shall have recent and relevant financial experience The Chair of the Board cannot be a member Executives cannot be members of the Committee
Customer and Communities Committee	To provide assurance and recommendations to the Board on: <ul style="list-style-type: none"> Moat's compliance with the RSH Consumer Standard The performance, quality and value for money services provided to all 	<ul style="list-style-type: none"> Monitor and recommend end of year processes Recommend and monitor delegated policies and Corporate Strategies Scrutinise reports on customer feedback including complaints, insight and Tenant Satisfaction Measures Monitor and recommend standing orders, financial 	<ul style="list-style-type: none"> Up to five independent non-executive directors appointed by the Board May include two customers one of which should be the Chair of Customer Scrutiny Panel

Committee	Purpose	Responsibilities	Membership
	<p>tenures of Moat customers</p> <ul style="list-style-type: none"> • Improvements to customer experience that will drive continuous improvement • Effectiveness of complaint management • The consideration of the 'voice of the customer' in driving improvements 	<p>regulations and ToR for Committee</p> <ul style="list-style-type: none"> • Monitor and recommend scrutiny reports • Monitor and recommend impact of Scrutiny report actions • Scrutinise Moat's approach to anti-social behaviour (ASB) including compliance with ASB policy • Scrutinise performance of repairs against plans, targets and financial parameters 	<ul style="list-style-type: none"> • Executives cannot be members of the Committee
Investment Committee	<ul style="list-style-type: none"> • Manage current and future assets of the Group, including investments and development • Seek assurance on value for money, financial sustainability, carbon neutrality, and environmental and social sustainability 	<ul style="list-style-type: none"> • Oversight of Financial Operating Framework • Report on committee effectiveness • Monitor and recommend delegated policies and Corporate Strategies • Monitor and recommend standing orders, financial regulations and ToR for the Committee 	<ul style="list-style-type: none"> • Up to five independent non-executive directors appointed by the Board • May appoint independent committee members to supplement required skills. At least one member shall have current and relevant in development and/or asset management. • Executives cannot be members of the Committee
Governance and People Committee	<ul style="list-style-type: none"> • Adopted the governance code and seek assurance in delivering the Associations obligations under good governance principles • Ensuring that Moat practices consider colleagues wellbeing and engagement • Responsible for the remuneration and nomination arrangements for 	<ul style="list-style-type: none"> • Approve JDs for Board Members • Approve JDs for Executives • Approve remuneration of Executive Team members • Approve policies delegated to the Committee • Oversee the recruitment of Board Members and Co-optees • Recommend and monitor a range of delegated reports, policies and activities • Annual review of Moat's governance framework • Scrutinise KPIs relevant to the scope of the Committee 	<ul style="list-style-type: none"> • Up to five independent non-executive directors appointed by the Board including the Senior Independent Director • The Moat Chair may also be a member of the Committee • May co-opt an independent person who brings specialist skills and knowledge not available on the Committee • Executives cannot be members of the Committee

Committee	Purpose	Responsibilities	Membership
	the Board and its Committees		

5. BOARD MEMBER POLICIES

A suite of policies and documents lay out specific detail for the operation of the Board and subsidiaries within the Group. These include:

- Code of Conduct
- Board Remuneration Policy
- Board Recruitment, Induction, Succession and Appraisal Policy
- Conflict & Declaration of Interest policy
- Board Induction, Learning and Development and Appraisal policy
- Payments and Benefits policy
- Gift & Hospitality Policy

5.1 Code of Governance

Moat Homes Limited (and Moat Housing Group) has adopted the National Housing Federations [Code of Governance 2020] and assesses compliance against this code annually.

The assurances for the self-assessments will be undertaken quarterly through the Directors Assurance Statements and reported to each ARC meeting, and formally and in full after the year end. The outcomes will be considered by the Governance & People Committee as part of the [Statement of Internal Controls processes].

Where there are improvements to be implemented, actions will include a deadline for completion and the responsible officer. Where the entity does not, or chooses not to meet the Code, this will be clearly indicated within Moat's financial statements.

6. SHAREHOLDERS AND MATTERS RESERVED FOR SHAREHOLDERS

6.1. Moat Homes Limited (MHL)

Non-Executive Directors of MHL are the shareholders of MHL, and these shares have no rights or entitlements other than voting rights. Shareholding ends on cessation of Board membership, regardless of circumstances. Shareholding conditions are laid out in part C1 of the Rules, which allows for Non- Executive Directors to hold non equity shares.

In accordance with the Rules, Non-Executive Directors shall become Shareholders on appointment as Board Members and shall cease to be Shareholders when they cease to be Board Members.

In all cases, co-optees and employees may not be shareholders.

6.2. Moat Housing Group (MHG)

Non-Executive Directors of MHG are the shareholders of MHG. Board Members will be appointed by the Parent (MHL) in accordance with a policy relating to the recruitment and selection of Board Members adopted by the Parent. The Parent may remove any Board Member at any time on giving notice to the Company Secretary.

The parent, MHL, must be a shareholder of Moat Homes Group at all times.

Subject to Rule 5, the Parent and the Non-Executive Directors from time to time shall be the Shareholders. Non-Executive shall become Shareholders on appointment as Board Members and shall cease to be Shareholders when they cease to be Board Members.

6.3 Register of shareholders

All shareholding is recorded in the Register of Shareholders, and this is available to anyone on request from the Company Secretary.

Other entities shareholders are listed at section 3 and in all other cases are MHL or MHG.

No shares will be issued in any entity unless approved by the MHL Board.

7. ANNUAL GENERAL MEETINGS (AGM)

No entity within the Group requires an AGM, and therefore no AGM is held.

For MHL and MHG, General Meetings can be called under the following circumstances:

- Unless a shorter timescale is agreed by at least 75% of shareholders, all General Meetings shall be convened by at least 14 clear days' written notice to every shareholder providing all details of the meeting (C9-11).
- The quorum for a general meeting is three shareholders.
- The purpose is to receive the annual report, to appoint the external auditor, and to transact any other business as set out in the notice for the meeting that requires shareholder approval such as a change to the Rules.
- However, if required, Section F3 allows the auditors to be appointed by the Board or a resolution of the shareholders.
- The Board shall approve the annual accounts prior to publication.

8. THE BOARD

8.1. Overview

The Board of MHL is ultimately responsible for the control and conduct of Moat and its Subsidiaries. It will ensure that every proposed activity falls within the permitted objects as set out in its Rules. It will monitor and control the management of Moat's business in accordance with, but not limited to, the Rules, relevant statutes and the **[Housing Regulator's Standards.]**

8.2. Membership

Number of Members

Under the Rules, the Board of MHL shall consist of five persons or such greater number to a maximum of twelve members (in each case including co-optees and Executives) as determined by the Board from time to time.

Co-optee

This is a person who is appointed by the Board and not a Non-Executive Director, to serve on the Board or Committee to assist in discharging its statutory duties. Under the Rules, co-optees cannot be shareholders and serve on the Board on such terms as the Board resolves.

Dual Membership

Where MHL Board Members sit on more than one Board, for example, MHG, and therefore have overlapping responsibilities, their ultimate duty is to the charity parent MHL and in the event of any conflict of interest, MHL takes precedence. MHG Board Members shall make it clear when they are speaking on behalf of MHG and will manage conflicts accordingly. Guidance should be sought from the Company Secretary if in any doubt.

Executive Directors

Membership of the Board may include Executive Directors as determined by the MHL Board. In their capacity as Board Members, an Executive's principal responsibility shall be that of a Board Member and Executives will be expected to act in such capacity during meetings.

However, Executive Board Members may neither vote on the appointment nor removal of Non-Executive Board Members nor sit on any Committees of the Board nor take part in any discussion where there might arise a conflict of interest, for example, Executive remuneration. Executives may also be required to leave a meeting where their performance or another matter pertinent to one or more Executive is being discussed.

Executive Board Members cease to be Board Members upon termination of their contract of employment with Moat, unless otherwise agreed by the Board. They do not receive any fee for being a Board Member.

8.3. **Chairperson**

The Chairperson is appointed from among the members of the Board. The Chairperson must be one of the **Non-Executive Directors**.

8.4. **Senior Independent Director**

A Senior Independent Director shall also be appointed from, and by, the Non-Executive Directors and shall act as Chair in the Chair's absence.

8.5. **Frequency of Meetings**

The Board shall meet at least four times in every calendar year.

8.6. **Responsible Executive**

The Company Secretary is responsible for overseeing the production and distribution of papers for the Board and the provision of an agenda for each Board meeting as set by or agreed with the Chair.

9. **MEETINGS AND PROCEDURES**

MHL and MHG Board meetings shall be held in accordance with the provisions in the Rules and Terms of Reference. Requirements are as follows:

- The Moat Boards will call its meetings, and the Group Committee meetings, by receiving a 18-month programme in September each year.
- The frequency of meetings will vary but shall be held in accordance with the Terms of Reference and the compliance and workplans applicable to each Board or Committee.
- Once the schedule has been approved, individual meetings can be moved by the Chair, Company Secretary or as agreed at a meeting of the Board or relevant Committee.
- All other entities will call their Board meetings via the Company Secretary who will provide the required Notices.
- All Board and Committee meetings will be called by the Company Secretary, or by the Chair, or by two Board Members who give written notice to the Secretary specifying the business to be carried out.

- Board and Committee meetings will be convened by giving seven days clear notice in writing to all Board or Committee Members. The Board may meet on shorter notice where not less than seventy- five per cent of the Board Members agree.
- Board and Committee meetings are supported by the Company Secretary and the Executive Team. Lead officers to each Board and Committee are determined via the Chief Executive and these officers are also supported by the Governance Team.

9.1. Board and Committee Papers

The Company Secretary and/or Executive Lead will consult with the relevant Chair to prepare an agenda at five weeks before the papers are distributed to Members.

Board and Committee papers will be distributed no later than 7 days prior to the meeting, except where a special meeting is called at short notice, or where extenuating circumstances prevent it. Where possible, members should raise queries concerning both the accuracy and content of the papers with the relevant Executive Director before the meeting.

Members of the Board or Committee are required to consider papers provided in advance of the meeting and note any questions or matters to be raised in the meeting.

9.2. Apologies

Board Members are expected to attend meetings unless agreed otherwise by the Chair. Members unable to attend a meeting should email the Governance Team to give apologies. If there are points that they would like to raise on the papers they can be made through the Governance Team or Company Secretary or the relevant report author.

A record of members meeting attendance is kept and will be reviewed as part of the performance evaluation process.

9.3. Quorum for Board and Committee meetings

Five Members of the Board shall form a quorum. A meeting of the Board is not quorate unless more than half of the members present are Non-Executive Directors.

Should a meeting be inquorate, the meeting can continue however no approvals can be enacted and will be ratified after. The Company Secretary shall manage any ratification process. Should a Board or Committee's composition fall below that number required for a quorum, the relevant provisions in the Rules shall come into effect.

9.4. Observers

There is no right for observers to attend meetings, however, should any person attend a meeting as an observer, they are expected to maintain the same standard of conduct at meetings as required of other members.

9.5. Conduct in Meetings

Board and Committee Members are required to conduct themselves in a professional manner, providing constructive and supportive scrutiny, and refraining from raising personal issues or making inflammatory or discriminatory comments. Persistent obstruction of meeting business may be deemed negative conduct. Negative conduct shall be dealt with in accordance with the [Code of Conduct.]

Meeting Chairs should look to encourage professional debate and should seek to engage all members present at the meeting.

9.6. Minute of Meetings

Minutes of the meeting will be taken by the Governance Team and sent to the relevant Chair within 10 working days, the timeframe established by the Terms of Reference document. Approval of the minutes of the previous meeting, with any amendments, shall be recorded in the minutes of the following meeting. Meeting minutes will be signed by the Chair of the meeting following this meeting. An electronic signature is permitted. The approved minutes will be uploaded to BoardEffect.

9.7. Recording of Meetings

All meetings will be recorded, and an unedited copy of the audio recording will be held securely by the Governance Team until the minutes are approved. The recording shall be erased as per the [Recording Meetings Policy.]

9.8. Reporting

The MHL Board will retain overall responsibility for determining the strategic direction of the organisation. It will be a matter for decision by the Chair, on the advice of the Chief Executive, which strategic and policy matters should be brought to the attention of the Board. With this proviso, detailed consideration of matters of policy will be delegated to Committees. The Board will retain overall control of monitoring by means of:

- (i) regular reports from the Chief Executive and other Executive Directors,
- (ii) regular reports from the Chairs of Committees,

- (iii) regular reports of progress and performance against the Corporate Plan and the approved annual budget and key performance indicators,
- (iv) exception reports on any substantial deviation from anticipated budget or other corporate targets.
- (v) Strategic risk and assurance registers and associated exception reporting

10. NON-EXECUTIVE DIRECTOR RESPONSIBILITIES

10.1. Service Agreements

All Board and Committee Members must review and sign a services agreement, which lays out the responsibilities of Non-Executive Directors around confidentiality, attendance, and terms and conditions. The signed document should be returned to the Company Secretary within 1 month of appointment unless extenuating circumstances apply. Failure to sign and return the agreement will trigger Board's reconsideration of the appointment.

10.2. Board Member Code of Conduct

Refer to Code of Conduct – Transparency and Ethics below section 20 below

10.3. Declarations of Interest

Board and Committee Members must participate in the annual declarations of interest process, and a register will be available at every meeting. Board Members must ensure that they have considered and declared all aspects which could constitute a conflict.

Board Members must report any new appointments or changes in circumstances immediately.

Ongoing conflicts will be managed via the Chair and Company Secretary, and it may become necessary for the Board or Committee to approve an ongoing interest depending on the nature of the conflict and the risk assessment. Once approved, the ongoing risk assessment may be published depending on the nature of the interest but will be available to appropriate third parties upon application to the Company Secretary.

The Declarations of Interest Register is available upon request by any third party.

This provision is reflected in the Board and Committee Members' services agreements.

10.4. Confidentiality

All Board Members and co-optees shall respect the confidentiality of any papers presented and decisions made. Board and Committee meeting shall be closed;

however, with the agreement of the Board, representation or delegations may be received.

Breaches of confidentiality will be managed by the Chair of the relevant Board in consultation with the Company Secretary. Serious breaches will be reviewed by the Governance and People Committee and may be considered negative behaviour under the Code of Conduct.

Further provisions around confidentiality are included in the Board Member service agreement and Code of Conduct.

10.5. Authority of Board Members

No Non-Executive Director may, either orally or in writing, enter a contract on the organisation's behalf (apart from the Board obtaining legal advice on the authority of the Chair).

10.6. Raising Concerns

Concerns about wrongdoing should be raised with the appropriate person within Moat, in line with Speaking Up Policy and procedure. This includes potentially dishonest or fraudulent activity and material breaches of the Code of Conduct.

Where it is necessary to raise issues of colleagues, Board or contractor performance, these must be raised constructively and through the appropriate channels.

Any person who uses or intends to use the Speaking Up Policy and procedure to report actual or alleged wrongdoing should not be victimised or disadvantaged.

Further detail on dealing with issues of serious concern are outlined in the Code of Conduct. Further advice can be sought confidentially from both the SID and the Company Secretary.

10.7. Fiduciary Responsibility

All Board Members, irrespective of their background, have a duty of fiduciary responsibility to the organisation, including ensuring that they have taken appropriate levels of care and consideration in their discussion and dealings with the company. They must ensure that the interests of Moat are placed before any personal or other interests, that Moat and its related organisations keep within their objectives and powers, and that their actions are financially responsible.

Specifically, in line with the Companies Act 2006, the directors of the registered company subsidiaries within the group must:

“Act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to —

- the likely consequences of any decision in the long term,
- the interests of the company's employees,
- the need to foster the company's business relationships with suppliers, customers and others,
- the impact of the company's operations on the community and the environment,
- the desirability of the company maintaining a reputation for high standards of business conduct, and
- the need to act fairly as between members of the company.”

Board Members must also ensure they act within their powers (as laid out in the Rules/Articles); exercise independent judgement; exercise reasonable care, skill, and diligence; avoid conflicts of interest; do not accept benefits from third parties; and declare interests in proposed transactions or arrangements where applicable.

Executive Directors must also comply with these requirements alongside their employment contract.

11. MATTERS RESERVED FOR THE BOARD AND TERMS OF REFERENCE

11.1. Boards

The Terms of Reference (ToR) for all Boards and Committees are listed with appropriate links in the Reference section below and are reviewed annually to ensure they remain fit for purpose. ToRs may be reviewed more frequently, or out of cycle, depending on the risks and needs of the business.

The Terms of Reference set out the matters reserved, which are summarised below, as well as membership and quorum requirements, and should be consulted if there is a question of quorum or membership.

The Rules set out the requirements of Board Composition at Section D. The Board shall meet at least four times a year as set out in the Rules, and the Board may delegate any powers under written terms of reference to any Group member, its Committees, or to Officers or employees of the Society or any other Group Member.

The Terms of Reference contain the specifics in relation to reserved matters, board composition, and quoracy.

The matters reserved for the Board relate to the approvals of its key documents, adoption of the Code of Governance, the appointment of the external auditors, and relevant board memberships. The MHL Board also retains the authority to

approve any matters that would create a Group wide impact, such as any decision that may create significant financial or other risk to the organisation and its subsidiaries.

As the parent entity, MHL Board Members will want to ensure the success of its subsidiaries, whilst maintaining their overarching duty remains to MHL as a charity and ensuring that social housing assets in the group are protected.

The MHL Board retains step-in powers, as per its subsidiary's constitutions.

The MHL Board also retains the authority to approve, where legally permissible, any matters across the Group that would significantly impact its operations, social housing assets and investments. Details of authority levels are set out in the matrix in **appendix 1**.

11.2. Committees

The purpose of each Committee is set out in section 5 above, as per the Terms of Reference. The Terms of Reference for each Committee are reviewed at least annually to ensure that it conducts its business and discharge its responsibilities as set out within those terms in an efficient manner.

The Committees must consider their effectiveness annually and report back to the MHL Board to provide assurance of compliance with the Terms of Reference.

To ensure Committees can carry out their work, Committees may obtain sufficient resources including the commissioning of external or specialist advice where required and may seek information from officers that it deems necessary to perform its duties.

Committees should consider whether the items it has considered at each meeting should be escalated to the Board and may request further reports in areas of its responsibilities.

12. URGENCY PROCEDURES

12.1. Urgent Decision Making – By Board or Committee

The Boards and Committees are permitted to take urgent decisions and would most usually do so by written or electronic resolution. A written/electronic resolution must be sent to all members of the Board or Committee and approved by 75% or as per the provisions in the Rules.

12.2. Urgent Decision Making – By Chair

The 'Chair's Action' is to enable urgent matters to be actioned when it is not feasible or practical to summon a meeting of the Board or Committee or deal with the matter by circulating a resolution in writing together with the required information to Board Members and there are no other delegations covering the matter.

It is therefore a delegated authority from a Board or Committee to its Chair. It should be used rarely and only be used in circumstances where other forms of more inclusive decision making are not feasible.

Decisions on material banking matters are not to be dealt with under the Chair's urgent decision-making procedure.

One Non-Executive Director on the relevant Board, in addition to the Chair, must agree in writing to every Chair's Action. Therefore, although it is a delegated authority to the Chair, any action should be ratified by the Chair plus one other Non-Executive Director. This Board Member (who cannot be an executive member) will be a Board Member with experience in the issue to be decided.

The process for a Chairs Action is as follows:

1. If the Chief Executive should identify urgent matters requiring attention, this should be presented formally to the relevant Chair who will identify the other Board Member.
2. The Chief Executive in consultation with the Company Secretary should, where possible, first ensure that it would not be practical or appropriate to convene an emergency meeting of the Board including by conference call or circulate a resolution in writing.
3. The Chief Executive should ensure that any action is documented and should identify the authority required, course of action, and its financial, legal implications etc. The action should be laid before the Board at its next available meeting for noting in the minutes.
4. Under no circumstances may Chair's Action be used to set aside a previous Board decision unless there is a material change in circumstances which would render that decision manifestly inappropriate, risky, or perverse.
5. Broad circumstances which may require the use of Chair's Action will include events where inaction or delay could expose Moat to material financial loss or significant damage to reputation.
6. Where the Chair is unavailable and urgent action is required, the same procedure should be implemented by the Deputy Chair, or in their absence, any other member of the Board.
7. The Company Secretary will manage the urgency procedure on behalf of the Chief Executive and Board Members.

12.3. Urgent Decision Making – by the Chief Executive or the Executive Team

The Chief Executive or the Executive Team have delegated power to take urgent action in the event of an emergency, making every effort to comply with the urgency procedure, and only exercising such power to the extent absolutely necessary, and in all cases to inform the Chair(s) of the affected entity as soon as possible and report to the next available Board meeting.

13. USE OF THE SEAL

Deeds, contracts and documents to be entered into on behalf of any of the Group companies must be signed appropriately by persons with delegated authority.

The Common Seals of all entities together with a Seal Register shall be kept by the Governance Team. The Company Secretary is responsible for keeping a report detailing the use of the Group's seal which can be scrutinised by any Board Member on request.

Any individual requiring the seal must submit the Request for Signing and Sealing form detailing the request and confirming the relevant approvals. Failure to follow the procedure set out by the Company Secretary may result in disciplinary action.

The list of Board approved signatories for each of the entities is available via the Company Secretary.

Where Moat Housing Ltd, as a company, is party of a Managing Agent agreement, any member of the Executive may sign on behalf of MHL.

14. STATUTORY REGISTERS

The Company Secretary is responsible for the maintenance of a number of statutory registers as follows:

- Board Members
- Shareholders
- Interests
- Signing and Sealing
- Gifts and Hospitality
- Fraud
- Terms of Office
- Whistleblowing/Speaking up

15. GOVERNANCE ROLES AND RESPONSIBILITIES

15.1. **Chairs of the Boards**

Under the Rules, the MHL Board shall appoint a Chair while the Parent appoints the Chair of the MHG Board.

MHL has an appointed Senior Independent Director, who shall deputise for the Chair if unavailable.

The purpose of the Chair of any Board within the Moat is to provide leadership of the Board and governance for the strategic direction and control of the organisation. The Chair is to be accountable to the Board.

The Chairs should ensure each meeting is a professional environment, with constructive and relevant scrutiny and discussion. The Chair should also strive to engender good working relationships with the CEO, other Board Members, and key stakeholders both internally and externally to the organisation.

Key responsibilities of the Chair are:

- (i) providing strategic leadership and ensuring the interests of key stakeholders are appropriately reflected in strategic decision making.
- (ii) ensuring a robust business assurance and risk management framework that supports compliance with all legal, statutory and regulatory obligations.
- (iii) ensuring best practice in the Board's governance role, meeting the highest standards in conduct and probity and compliance with the Governance Framework.
- (iv) ensuring financial viability of the organisation through effective business planning, budgeting and value for money considerations.
- (v) conduct the business of the Board efficiently with high quality debate, seeking consensus, and encouraging all members are fully participate, and take collective ownership of decisions and necessary monitoring.
- (vi) set or agree the agenda for each meeting so that there is an appropriate balance between strategic, policy and performance matters.
- (vii) ensure that Board Members work as a team and are able to make their full contribution to Moat's work and reputation.
- (viii) role modelling people focused leadership principles that are committed to equity, diversity and inclusion, participating in corporate messaging and events as required.

- (ix) keep in regular contact and form a constructive working relationship with the Chief Executive to ensure that (s)he is kept informed of performance results, of significant changes or major activities for Moat.
- (x) developing effective relationships with members, senior **Executives**, and members of the Governance Team.
- (xi) (MHL Chair) see that Committees are properly formed, that business is delegated appropriately to them, and that they carry out their duties and report appropriately to the Board.
- (xii) undertake annual appraisals of all members of the Board and arrange for external evaluation of the Board, as and when required, serving as a reviewer and/or signatory for the annual accounts and other key documents as needed.
- (xiii) ensure that effective succession planning is in place for membership and leadership of the Board and its Committees.
- (xiv) be a member of the Governance & People Committee and any other Committee as required from time to time (except the Audit & Risk Committee).
- (xv) keep up to date on housing policy matters and issues facing housing associations.
- (xvi) represent Moat to external organisations.
- (xvii) ensure that the Board receives professional advice when it is needed.
- (xviii) take any decisions delegated to the Chair.
- (xix) fulfil any other responsibilities from time to time conferred on the Chair under the Rules of Moat or by the Board.

In addition, the MHL Chair retains responsibility for appraising the Chief Executive.

1. The person elected as Chair is entitled ex-officio to attend all the meetings of the Boards of Subsidiaries and Committees of the Group.
2. The Chair of the Board (or a Committee) may use the casting vote in the case of a tie occurring in any vote of the Board (or a Committee).

3. Executive Directors cannot Chair Committees. They can be appointed as Chair to purely functionary process Panels such as Investment and Development vehicles entities.

15.2. **Committee Chairs**

In the same way as Board Chairs, Committee Chairs have a responsibility to provide leadership to the relevant Committee and ensure that each body discharges its duties in line with its delegated authorities as per this document and its Terms of Reference.

The Committee Chair is accountable to the relevant Board and will not be a co-optee.

The Committee Chairs should also ensure each meeting is professional with constructive and relevant scrutiny and discussion, and engender good working relationships with the CEO, Senior Executives, other Committee members, and the Committee's key stakeholders both internally and externally to the organisation.

Key responsibilities for Committee Chairs are as follows:

- Ensure compliance with the Terms of Reference for the Committee.
- Guide, advise and assure the Board on all matters that fall under the delegated authorities of the Committee.
- Liaise with the Chair of the Board and Chief Executive or designated Senior Executive on matters of agenda setting, particularly strategy, finance, performance and directional review.
- Undertake fiduciary duties and responsibilities as a Committee Member.
- Monitor the tone, substance and dynamics of the Committee decision-making processes and advise, by taking soundings and co-ordinating the views of the membership.
- Bring any key decisions taken by the Committee to the attention of the Board and report to the Board on the effectiveness of the Committee annually.

15.3. **Senior Independent Director (SID)**

The Senior Independent Director will act as Deputy Chair if required (in the absence of the Chair), with separate responsibilities to Board Members.

The principal responsibilities of the Senior Independent Director are follows:

- support the Chairs in their roles and serve as a "sounding board"
- act as Chair of the Board when matters concerning the Chair are considered
- be the conduit to the Board for the communication of **Stakeholder** concerns when other channels of communication are inappropriate

- to ensure that the annual performance evaluation of the Chair is effectively conducted and act as a member of the Governance & People Committee.
- i. The Senior Independent Board Member is appointed by the Board. In this capacity s/he reports to the Board.
- ii. In addition to the responsibilities as Non-Executive Board Member of Moat, the specific areas of responsibility of the Senior Independent Board Member are related to:

Leadership

- convene and chair a meeting of the Non-Executive Directors (without the Chair) at least once a year
- convene and chair any meeting of the Board or part of a Board meeting at which matters concerning the Chair are considered
- chair any meeting of the Governance & People Committee at which the appointment of Chair is to be considered

Performance Evaluation

- facilitate and oversee the performance evaluation of the Chair and ensure that the outcome of such evaluations is acted upon

Communication

- communicate the issues and concerns of major Stakeholders to the Chair and, where appropriate, the Board as a whole
- encourage open dialogue amongst the Board Members
- any other responsibilities from time to time conferred on the Senior Independent Board Member by the Board

15.4. Non-Executive Directors including co-optees

Non-Executive Directors (Board Members) and co-optees are accountable to the Chair of the Board. Their key responsibilities are to work with other Board Members and the Executive Team to discharge the responsibilities of their Board as per the relevant Terms of Reference.

15.5. Executive Director Board Members

Any of the Boards have the ability, within its Rules and with the approval of the Moat Board and upon recommendation of the Governance and People Committee, to appoint an Executive Director Board Member to support effective partnership working, strategic decision-making and communication between the Board and Executives. They are bound by the conditions of their contracts of employment and do not receive any additional remuneration for the post.

All members of the Board – non-executive and executive – have the same legal status and have equal responsibility for decisions taken. However, there are

some areas of decision-making where a distinction needs to be made between executive and non-executive members to ensure that no conflicts could arise between an executive's position as a Board Member and as a paid employee. The conflicts could be actual or perceived.

Where a potential conflict arises, the executive will remove themselves from the meeting. This would generally apply where matters of remuneration, personal contracts and performance are to be discussed by the Board.

In addition, executives cannot be appointed as a member of the committees responsible for nominations, remuneration or audit.

Executive Director Board Members cannot chair any Committee. They can be appointed to Board and Chair them when the Board has a purely process function for example development vehicle entities.

15.6. Chief Executive

There is one Chief Executive across the Group, employed by MHL

The purpose of the Chief Executive is to be responsible for the effective performance, overall direction and leadership of Moat at an operational level.

The key responsibilities of the Chief Executive are to ensure:

- The Board has at its disposal sufficient resources, information and professional advice to control the affairs of the business and its interests.
- The Board is able to define the needs that it is seeking to meet and develop a coherent, innovative and effective strategy for meeting its objectives within appropriate statutory and policy requirements.
- The work of the Board is planned, executed, controlled and monitored to meet the objectives and protect its resources.
- The Executive Team is effective in developing and implementing co-ordinated strategies and plans and that all parts of the business work together productively in pursuit of corporate goals set by the Board.
- The work of all business operations is promoted effectively.
- Report regularly to the Boards and Chairs.
- A robust Risk and Assurance Management Framework is in place to protect the social housing assets and the reputation of the Group and sector.

There are further legal requirements in the CEO's job description. The CEO will be accountable to the Chair of the Boards for ensuring that these have been and are being fully discharged.

15.7. Company Secretary

Moat will have a Company Secretary who will be appointed by the Board.

The purpose of the Company Secretary is to be the Officer to the Board and have primary responsibility for matters of corporate governance. The key responsibilities of the Company Secretary are to:

- Perform the role of Officer to the Board which includes supporting the Chairs of the Boards or of the various Committees with the conduct of the meeting.
- Ensure that agendas, papers and minutes are produced for all meetings.
- Liaise with Members of the Board and Executive Team on matters of company administration.
- Maintain the company's statutory registers and books.
- Act in good faith, in the best interests of the business and exercise powers for the proper purposes conferred and not place themselves in a position where there is a conflict between personal interests and those of the organisation.
- Advise directors on their duties and ensure that they comply with corporate legislation and the Articles of Association of the company.

All Board Members across all entities have access to the advice of the Company Secretary.

15.8. Servicing of the Board and Committees

1. Overall responsibility for servicing the Board and Committees lies formally with the Secretary, however, operational responsibility is delegated to the responsible executive as defined in the relevant terms of reference.
2. The servicing of the Board and Committees consists principally of:
 - i. agreeing forward programme of meetings,
 - ii. issuing notices of meetings, agenda and papers seven clear days in advance of the meetings,
 - iii. arranging presentation of papers at meetings,
 - iv. liaison between Board and Committees to ensure cross reference of items is effective,
 - v. preparing draft minutes for review by the Board or Committee Chair within seven days of the meeting, distribution of minutes to Board/Committee members and confirming approval of the minutes and the next meeting of the Board/Committee.
3. The Executive Team will normally be in attendance at meetings of the Board and Committees to which they need to contribute and for which

they have responsibilities. It will be at the discretion of the Chair of the Board or Committee to request attendance of additional staff. Such requests should be made via the appropriate Executive Director.

16. COMPLIANCE WITH REGULATORY AND LEGAL OBLIGATIONS

It is important that as decisions are made across the Group, the status of Moat as a charity and registered housing provider is considered when relevant. Moat is required to comply with standards set by the Housing Regulator, including an obligation to comply with "all law". Whilst there is a significant body of law that Moat as a Group needs to comply with, charity law must be regarded as key. The control framework set out in these Standing Orders is intended to help Moat achieve that, in particular through our systems of audit, security and group controls (set out in Section 8) and our adoption of Group policies (Section 9), some of which have been designated as "key policies" to ensure compliance.

Where appropriate, all reports, and in particular Board reports, should have regard to any relevant law and/ or regulation, clearly explaining this within the body of the report. In terms of charity law, this will be particularly relevant within the context of certain decisions such as those relating to: property acquisitions, disposals and development, financial investments, the use of our assets and asset management strategies, and decisions relating to remuneration of staff and Board Members. These are some of the areas (but not the only ones) where charity law issues will be most relevant.

The Moat Board is required to make an annual compliance statement each year within its annual report and accounts confirming that Moat has complied with the Regulator's Governance & Financial Viability Standard, and that includes compliance with all relevant law. The Board is therefore reliant on staff and Executive Team members to have regard to relevant legal issues and ensure that these are appropriately documented in internal reports and Board reports.

17. CODE OF CONDUCT - TRANSPARENCY AND ETHICS

17.1. Introduction

Board and Committee Members are required to review and adhere to the Code of Conduct which lays out acceptable standards of conduct, responsibilities, and professionalism. Contravening the Code of Conduct is grounds for an investigation and/or subsequent disciplinary action, depending on the severity of the breach.

Please refer to this document and all associated policies in **Section 5** above

17.2. Grievances & disputes

It is hoped that Board and Committee Member disputes and grievances can be handled through candid discussions informally, outside of Board and Committee meetings.

If a Board Member has a dispute with another Board/Committee Member that they cannot resolve informally or would like to raise a grievance, they may do so by contacting the Deputy Chair/Senior Independent Director (SID). If the grievance is regarding the Deputy Chair/SID, the Chair shall be contacted directly.

The Deputy Chair/SID will arrange a formal meeting with the Member to discuss the matter. The Deputy Chair/SID will be supported by the Chair, or the Chair of Audit & Risk Committee if the grievance relates to the Chair. The Company Secretary and/or Chief Executive will provide governance advice, as appropriate.

Following the meeting, a letter outlining the concerns and actions agreed will be provided by the Deputy Chair/SID to the Member raising the grievance.

If the matter is not successfully resolved, the Deputy Chair/SID will refer the matter to the Governance & People Committee (GPC). The GPC will hear from both the Deputy Chair/SID and the Member concerned. Following the meeting, the Chair of Governance & People Committee or an alternative Chair (Committee Member), if the matter involved the Chair of Governance & People Committee, will send a letter to the Member raising the grievance outlining the concerns and the actions agreed. This action plan will be final with no further appeals or review.

Should the recommendation of Governance & People Committee be the removal of any Member(s) concerned, the Board shall approve the recommendation subject to there being at least two-thirds of the Board agreeing, excluding the Member(s) concerned. Removal of office shall be immediate following Board's resolution.

Note that Non-Executive Board Members are not employees of Moat and as such Moat's employment related grievance policies do not apply to Board Member grievances.

18. TRAINING

All member listed in roles and responsibilities Section 5 should be sufficiently trained in this document.

19. IMPACT ASSESSMENTS

No data protection assessment has been completed as there are no data processing activities. An equality, diversity and inclusion impact assessment

has not been completed as the document is the delegations of the Board from the Rules. Policies required as a result of these delegations will be require an EDIA.

20. REVIEW

The Board has delegated to the Governance & People Committee authority and responsibility to carry out the annual review of the Standing Orders. Any amendment of the delegation of powers from the Board to Committees or the Chief Executive requires the approval of the Board.

Very rarely it may be necessary to over-ride the Standing Orders. Such an event must be approved by the Board or treated as an urgent action as specified in Section 6.6 of these Standing Orders. All Moat staff are bound by the Standing Orders. A deliberate breach of Standing Orders is a disciplinary offence that may be dealt with under Moat's Disciplinary Procedure.

21. DEFINITIONS AND INTERPRETATIONS

“Board” shall apply to the Board of Moat Homes Limited

“Moat” means Moat Homes Limited

“Group” means Moat Homes Limited and its **Subsidiaries**

“Committees” means the committees established by the Board in accordance with the Rules and Code of Governance.

“Executive Directors” and **“Executive Team”** means the:

- | | |
|---|---------|
| • Chief Executive | “CE” |
| • Executive Director: Finance | “ED:F” |
| • Executive Director: Customer Experience | “ED:CE” |
| • Executive Director: Growth | “ED:G” |
| • Executive Director: Corporate Services | “ED:CS” |
| • Executive Director: Governance & Compliance | “ED:GC” |
| • Executive Director: Existing Homes | “ED:EH” |

“Housing Regulator” means the Regulator of Social Housing established by the Housing and Regeneration Act 2008 (as amended) and any statutory successor carrying on substantially the same regulatory or supervisory functions.

“Code of Governance” means the Code of Governance which Moat has adopted in line with the requirements of the Housing Regulator’s Governance and Viability Standard.

“Non-Executive Board Members” means Board Members who are not Executive Directors.

“Rules” means the governing instrument of the legal entity.

“Secretary” means the person appointed by the Board to be the Secretary of Moat, including any deputy appointed to act as Secretary.

“Shareholder/s” means a person or body whose name is entered in the register of shareholders.

“Stakeholder/s” means the Housing Regulator and other relevant regulators; grant funding providers; Local Authorities in Moat’s operational areas; Moat Homes Limited Shareholders.

“Subsidiaries” and **“Subsidiary”** means future and existing wholly controlled subsidiary organisations including Moat Housing Group Limited (MHG), Moat Development Limited, Moat Homes Finance plc, Moat Construction Services Limited, and Mariner Facilities Management Limited. The Subsidiaries have independent legal and financial status, but operate within Moat’s Corporate Plan, Policies and these Standing Orders under the management of Moat’s Chief Executive and Executive Team as agreed by the Board.

Defined terms are shown in **bold** the first time that they are used.

22. REFERENCES

Rules of Moat Homes Limited
Rules of Moat Housing Group Ltd
MOAT Delegated Authorities Matrix
Code of Governance
Code of Conduct
Board Recruitment, Induction, Succession and Appraisal Policy
Board Remuneration Policy
Disposals Policy
Policy on Payment and Benefits to Staff and Non-Executive Directors
Risk Management Framework
Whistleblowing Policy
Health & Safety Management Policy
Anti-Fraud Tax Evasion and Bribery Policy

Anti-Money Laundering Policy and Procedure
Disciplinary Procedure
Gift & Hospitality Policy
Declaration (Conflict) of Interest Policy
Treasury Policy
Data Protection Policy

23. APPENDICES

1. Board and Committee Delegated Authority Matrix (appendix 1)
2. Terms of Reference of the MHL Board
3. Terms of Reference of the MHG Board
4. Terms of Reference of the Audit & Risk Committee
5. Terms of Reference of the Customer & Communities Committee
6. Terms of Reference of the Governance & People Committee
7. Terms of Reference of the Investments Committee
8. Terms of Reference for the Executive Team- Strategy
9. Terms of refence for Executive Team – Investment
10. Board and Committee Meeting Planner
11. Finance Operating Framework
12. Delegated Financial Authorisation Matrix
13. Moat Signatory List