

Jigsaw Homes Group Ltd.

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Welcome from Chairs of Jigsaw Homes Group & Commercial Board

Dear Applicant,

Thank you for your interest in the position of Non-Executive Director on the Commercial Board of Jigsaw Homes Group.

The Commercial Board is responsible for the Group's non-landlord activities. This includes our charity Threshold, the Family Support Charity and supported housing projects managed by New Charter Homes and Adactus Housing Association. The Board also oversees the activities of New Charter Building Company.

Threshold is a charitable company limited by guarantee but, rebranded as Jigsaw Support, will convert to a community benefit society in 2019. More details of the work of the Commercial Board are provided in the Social Business Strategy provided as part of the recruitment pack and you can also find information on our website at www.jigsawhomes.org.uk.

As a Non-Executive Director, you have the opportunity to help shape the strategic direction of the Group's commercial activities and support the Executive Management team in helping to deliver the Group's vision. The Group's handbook for board members (available to download as part of this pack) explains the role of the Non-Executive Director.

We are looking for applicants with the following skills/expertise but particularly business/financial planning and contractual arrangements:

Asset Management

Governance and Regulation

Business / Financial Planning

Health and Safety

Contractual Arrangements

Housing Development

Customer Care

Housing Management

Data and IT

Human Resources

We particularly welcome applications from female and BAME applicants who are currently underrepresented at Non-Executive Director level across the Group.

We look forward to receiving your application.

Yours Sincerely

Handwritten signature of Fay Selvan in black ink.

Fay Selvan
Chair, Jigsaw Homes Group

Handwritten signature of Gill Brown in black ink.

Gill Brown
Chair, Commercial Board

Jigsaw Homes Group Ltd.

Regulated by the Regulator of Social Housing. Registered No. LH 4345.
Registered under the Co-operative and Community Benefit Societies Act 2014. Registered No. 29433R.
Registered Office: Cavendish 249, Cavendish Street, Ashton-under-Lyne OL6 7AT.





Jigsaw Homes Group

Commercial Board

Non-Executive Director Vacancy February 2019

Recruitment Process

To apply please download, complete and return the application form. We also request that you complete an Equal Opportunities Monitoring Form which is available to download. Completed application forms should be returned by:

5pm on Monday 18 February 2019

by post to: *Group Company Secretary, Cavendish 249, Cavendish Street, Ashton-under-Lyne, OL6 7AT*

or email: governance@jigsawhomes.org.uk with 'Non-Executive Director Recruitment' in the subject line.

Competency Profile

The Group believes Non-Executive Directors should demonstrate the following competencies:

Analysing and Scrutinising	Demonstrates the ability to analyse and scrutinise data to determine key issues.
Applying Specialist Knowledge	Applies specialist knowledge appropriately in a range of contexts.
Directing Strategy	Takes a strategic outlook and shows willingness to take calculated risks by identifying new opportunities and any associated long-term implications.
Group Decision Making	Makes reasoned appropriate, constructive contributions and listens to the views and contributions of others, ensuring decisions are taken with integrity and in good faith.
Leading and Motivating	Demonstrates commitment to the values of the organisation by setting and maintaining high standards and developing positive working relationships.
Personal Development	Demonstrates and retains learning and is in touch and up-to-date with relevant issues.
Representing	Creates or maintains a good image of the organisation both internally and externally when attending events and communicating with others.
Self-Management	Attends and prepares for meetings demonstrating enthusiasm and commitment to the work of the Group and shows respect for others.
Team Working	Supports the Board's aims and goals whilst developing respectful, constructive, relationships. Does not dominate discussion and debate.



Skills and Attributes

All Board Members are expected to have the following essential skills and abilities:

1. To work as part of an effective team.
2. An understanding of the needs and aspirations of our Customers and the wider community.
3. An understanding of the external factors which influence the Group's work; such as financial markets and political agendas.
4. Strategic business, finance and/or management skills.
5. In addition to those highlighted in the Welcome from the Chair, other relevant or specialist skills, such as commercial operations, specialist finance, investment, risk management, legal, change management, social services and/or business development; which may assist you in your role.
6. Effective communication skills and the ability to focus on the key issues facing the organisation.
7. The ability to foster a culture that enhances commitment, enthusiasm and excellent performance from those employees working on behalf of the Commercial Board.
8. A commitment to inclusion and diversity.

Board Members are also expected to uphold the following seven principles of public life, which underpin good governance:

Selflessness: You should make decisions based on the Group's best interests and not in order to gain financial or other benefits personally or for your family or friends.

Integrity: You should not place yourself or the Group under any obligation, financial or non-financial, to outside individuals or organisations that might seek to influence you or the Group in the performance of official duties.

Objectivity: You should ensure impartiality in the delivery of services including the appointment of staff, the awarding of benefits or the awarding of contracts. Choices should be made on merit alone.

Accountability: You must be accountable to the Group's stakeholders for the Board's decisions and actions.

Openness: You should be as open as possible about the decisions and actions you take and the reasons for your decisions. Information should only be restricted where commercially sensitive or where it may infringe on a person's right to confidentiality.

Honesty: You have a duty to declare any private interests relating to your duties and to take steps to resolve any conflicts arising in a way that protects the Group's reputation and values.

Leadership: You should promote and support these principles through leadership and example.



Assessment and Selection Process

All applications will be considered and assessed against the current skill requirements and competency profile in order to select an initial short list of candidates. If you have been successful at this stage, we will contact you via telephone / email.

If you don't hear from us it means that whilst we appreciated your interest, your application was unsuccessful. Unfortunately we are unable to give feedback on applications.

Recruitment Timetable





Stage	Date
Closing date for applications	5pm on 18 February 2019
Shortlisting	Week commencing 25 February 2019
Anticipated date for interviews	Week commencing 18 March 2019

Pay and Expenses

The Group compensates Non-Executive Directors for the services they provide and the time they commit to their role and reimburses Board Members for reasonable out of pocket expenses incurred in connection with their role. The current payment level for a subsidiary board member is £4,500 per annum.

Further Information

To access the contents of the recruitment pack, please follow the links below.

-  Board Member Handbook
-  Governance Structure
-  Social Business Strategy 2018 -2021
-  Terms of Reference

If you have any queries about the position or the selection process please contact the Group Company Secretary on 0300 111 1133 or via governance@jigsawhomes.org.uk



Non-Executives' Handbook

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1 Introduction

1. I would like to take this opportunity to welcome you as a non-executive board member, trustee, or director within Jigsaw Homes Group. I hope that this handbook will assist you in your role.
2. This handbook has been prepared to help you understand how governance within Jigsaw Homes Group works.
3. The word 'governance' has its origins in the Greek verb meaning to steer a ship. My role and by extension the role of our governance team, is to provide you with everything you will need to help steer our organisation well.
4. To extend the ship metaphor, we can consider some of the key aspects of the non-executive role to comprise:
 - Planning a route for the organisation, being mindful – and guarding against – potentially challenging waters.
 - Knowing where we are on our journey, regularly checking on the progress of our voyage.
 - Making sure that good relations with the crew are maintained and that they are set clear duties.
5. We believe that the constitutional and administrative arrangements set out in this handbook will achieve these objectives. You should only ever need a light hand on the tiller.
6. Throughout this document we signpost useful resources with light text, like this:

Please read our [Corporate Plan](#).
7. This highlights a document that can be accessed through your iPad by using the BoardPacks app and navigating to:

Knowledge>Library>Key documents
8. If you need any further help or advice on the information explained or signposted in this document please do not hesitate to contact either myself or any other member of the governance team. Our contact details are provided at the end of this document.
9. I look forward to working with you over the coming years.



Brian Moran

Deputy Chief Executive and Group Company Secretary

2 Jigsaw Homes Group

10. Jigsaw Homes Group was formed in 2018 through the merger of two of the housing sector’s leading organisations: Adactus Housing Group and New Charter Housing Trust. Our new Group brings together 13 organisations working in unison to tackle inequality throughout the North West and East Midlands.
11. The principal members of the Group are shown in Table 1 on this page.

Company Name	Company Type	Principal Regulator
Jigsaw Homes Group Ltd.	Community Benefit Society	Regulator of Social Housing
Adactus Housing Association Ltd.	Community Benefit Society	Regulator of Social Housing
Aksa Housing Association Ltd.	Community Benefit Society	Regulator of Social Housing
Beech Housing Association Ltd.	Community Benefit Society	Regulator of Social Housing
Chorley Community Housing Ltd.	Community Benefit Society	Regulator of Social Housing
Gedling Homes	Company Limited by Guarantee	Regulator of Social Housing
New Charter Building Company Ltd.	Community Benefit Society	N/A
New Charter Homes Ltd.	Company Limited by Guarantee	Regulator of Social Housing
Threshold Housing Project Ltd.	Company Limited by Guarantee	Charities Commission

Table 1: Principal Group Members.

2.1. Governance Structure

12. The Group’s current corporate and governance structure is shown in Figure 1 on the current page. Figure 1 highlights how the Group uses overlapped boards to simplify its governance arrangements and to make the best use of the shared skill-set of our board members, trustees, and directors.



Figure 1: Corporate and governance structure — board meetings for organisations below the bold headings are held contemporaneously using overlapped meetings.

2.2. The Group's Activities

13. Our members build, renovate and manage low-cost housing for rent and sale. We work to help regenerate neighbourhoods and increase life opportunities for disadvantaged individuals and communities.
14. We also provide a range of charitable and supported housing services to help people live independently and to successfully maintain their tenancies. This work is often funded through external contracts awarded to the Group's members, and delivered on a commercial basis.
15. Our core work is supported by a prudent level of non-social housing commercial activity, undertaken by the New Charter Building Company.
16. Our largest members — and Jigsaw Homes Group itself — are housing associations, regulated by the Regulator of Social Housing (RSH) and legally known as Registered Providers. This gives the governance of our Group a distinctly housing association flavour: whether you serve on the board of a housing association, a charity, or a limited company within the Group you will find that our approach to governance is heavily influenced by both housing regulation and accepted good practice in the housing sector.
17. To underline this point, we subscribe to the 2015 edition of the National Housing Federation's *Code of Governance* and this has provided the framework for much of the information presented in this handbook.

2.3. Vision, Mission and Corporate Values

18. The following statements of Corporate Vision, Mission and Values, provide the bedrock for the Group's *Corporate Plan*.

Vision

19. Our Vision is:

"We want everyone to live successfully in a home they can afford."

Mission

20. We will do this by:

"Creating homes. Building lives."

Corporate Values

21. We will ensure that the following values are evident through our work:

- Empowerment

- Social Impact
- Efficiency
- Collaboration
- Innovation

2.4. Constitutional Documents

22. The following constitutional documents provide the foundation for the governance of our Group.

Rules / Memorandum and Articles of Association

23. Each company's *powers* are established within a constitutional document. For some members of the Group this is known as the *Memorandum and Articles of Association*, for others the key document is known as the *Rules*. The Group Company Secretary or their designate will provide advice to ensure that board activities and decisions are undertaken in accordance with the constitution.

Intragroup Agreement

24. The *Intragroup Agreement* defines the nature of the relationship between the parent and its subsidiaries. Crucially, it ensures that Jigsaw Homes Group, as the parent body, is able to set strategies and policies for the entire Group. Through the *Intragroup Agreement* the parent is also granted powers to step-in to control the other members of the Group in the very rare circumstances that this might prove necessary¹.

3 Sector Institutions

25. There are a number of key sector institutions that influence our activities and you should therefore be familiar with.

3.1. The Regulator of Social Housing

26. Housing associations are regulated by the Regulator of Social Housing (RSH).
27. The RSH sets out its approach to regulation and assessment in its publication, *Regulating the Standards*, and the standards that housing associations must comply with in a series of *Regulatory Standards*.
28. The latest *Regulatory Judgement* by the RSH confirms that our Group is fully compliant with the *Regulatory Standards* — our published ratings for governance and viability are 'G1' and 'V1' respectively.

¹The non-housing association members of the Group are not signatories to the *Intragroup Agreement*. This is because the parent has stronger rights over these organisations granted directly through their constitutions and through company law.

3.2. Charities Commission

29. Threshold, Great Neighbourhoods and Family Support Charity are regulated directly by the Charities Commission. The Commission's publication, *The essential trustee: what you need to know, what you need to do* is a useful supplementary resource for members of these organisations.

Exempt Charities

30. Some of the charitable housing associations in the Group are, by virtue of their legal form as Community Benefit Societies, *exempt charities*. This means that they are exempt from registration with and oversight by the Charities Commission.

31. **Exempt charitable housing associations**

- Adactus Housing Association
- Aksa
- Chorley Community Homes

32. **Non-exempt charitable housing associations**

- Gedling Homes
- New Charter Homes

33. The Charities Commission places additional requirements on the housing associations that fall under its remit. Most notably these relate to the disposal of land and property as reflected in the Group's *Disposal Policy*.

34.

3.3. Local Authorities

35. The Group is active in 25 local authority areas but has particularly large concentrations of housing in Tameside, Chorley and in Gedling. In these areas the local authorities transferred their council housing to members of our Group some years ago. The boards of Chorley Community Housing, Gedling Homes and New Charter Homes therefore each reserve a place on their boards for a nominated member from the local authority.
36. Local authorities are key partners in much of what we do. They are especially important in our work to provide new housing (particularly through their strategy and planning functions) and often provide funding for care and support services.

3.4. Homes England

37. Homes England provides grant funding to members of the Group to help support the development of new housing. In the last five years this funding has amounted to £61.4m, supporting the development of 2,934 homes across the Group.
38. Homes England place requirements on how grant monies are to be spent and audit the development process after schemes are completed.

3.5. Banks and Institutional Investors

39. The grants provided by Homes England fund a fraction of the cost of new development. The Group's members fund the remainder through their financial surpluses and loans from banks and institutional investors secured against their assets.
40. Loan agreements contain *covenants* which place a further series of checks and balances on a borrowing organisation, acting to restrict what it is able to do.

3.6. The National Housing Federation

41. The National Housing Federation (NHF) is the sector's trade association.
42. The NHF provides many useful resources to its members including model documents and good practice advice. It lobbies the government to ensure that the sector influences housing and social policy.
43. The Group is a member and actively participates in the NHF's activities.

4 Roles and Responsibilities

4.1. Code of Conduct

44. The Companies Act 2006 places fundamental general duties on all non-executive board members, trustees and directors:
 - To act within powers.
 - To promote the success of the company.
 - To exercise independent judgement.
 - To exercise reasonable care, skill and diligence.
 - To avoid conflicts of interest.
 - To not accept benefits from third parties.
 - To declare interest in a proposed transaction or arrangement.
45. Our adopted code of conduct is the 2012 edition of the NHF Code of Conduct. This provides further amplification on many of these points and clarifies the Group's behavioural expectations. All non-executives are required to comply with the Code.

Whistleblowing

46. The Group is committed to the highest standards of probity, openness and accountability in all of our affairs. We take a zero tolerance approach to fraud in all its forms.
47. If you have a concern that has not or cannot be resolved at a board or committee meeting then you should raise the matter with the Group Company Secretary.
48. If you do not feel confident that the Group Company Secretary will address the issue then you should contact the Group Chair, Chair of Risk and Audit Committee or Group Chief Executive for support.
49. Should this prove unsatisfactory, please contact the Group's internal auditors:
50. KPMG, 1 St. Peter's Square, Manchester, M2 3AE / Telephone: 0161 246 4000.
51. Full details of the Group's approach is outlined in the [Probity and Anti-Fraud Policy](#).
- 52.

4.2. Non-Executive Responsibilities

53. As part of the work of your board you will have the following general responsibilities as a non-executive member:
 - Set a positive culture, with a strong customer focus.
 - Ensure that the organisation operates effectively, efficiently and economically.
 - Provide oversight, direction and constructive challenge to the Group Chief Executive and executives.
 - Contribute to setting the long-term strategic vision, objectives and values of the Group.
 - Ensure that your organisation helps to deliver Group-wide objectives established through the [Corporate Plan](#) and other group strategies and policies.
 - Approve each year the budget and financial plan for your organisation.
 - Approve each year the [Financial Statements](#) for your organisation and satisfy yourself of the integrity of financial monitoring information.
 - Oversee frameworks of delegation and risk management along with systems of internal control set by the Group Board which safeguard the assets of your organisation whilst allowing business to be effectively discharged.
 - Scrutinise and evaluate performance management information.
 - Be proactive, continually seeking to improve and develop your own skills, knowledge and performance and that of the board as a whole.

Attendance

54. You are expected to attend all scheduled board and committee meetings of which you are a member and board events which will be held from time to time.
55. If you are unable to attend a meeting you should submit apologies in advance and your reason for non-attendance to the governance team and to your Chair.
- 56.

4.3. The Chair

57. Each company within Jigsaw has a chair of its board. The Chair is responsible for leadership of the board, and ensuring its effectiveness. The specific responsibilities of the Chair are to ensure:
 - The board's business and meetings are conducted efficiently.
 - All board members are given the opportunity to express their views.
 - In the case of the Group Chair, a constructive working relationship is established with, and support provided to, the Group Chief Executive.
 - In the case of other Chairs, that a similar relationship is established with the *lead executive* for their meeting.
 - The board delegates sufficient authority to enable business to be carried on effectively between board meetings.
 - The board receives professional advice when needed.
 - The company is represented as required.
 - The company's affairs are conducted in accordance with generally accepted codes of performance and propriety.
 - There is a clear division of responsibilities between the board and paid staff.
 - In the case of the Group Chair, to appraise the Group Chief Executive.

Lead Executive

58. Some members of the Executive Team have a role to act as a key link with the Chair. The lead executives are as follows:
 - Group board — Hilary Roberts
 - Chair's Committee — Brian Moran
 - Risk & Audit Committee — Brian Moran

- Remuneration & Nominations Committee — Brian Moran
- Commercial board — Tony Powell
- Landlord boards — Emma Wilson

59.

4.4. The Group Chief Executive

60. Hilary Roberts is the Group Chief Executive, her essential duties are to:

- Act in the best interests of the organisation.
- Assist and advise the board in determining policies and strategy.
- Manage the affairs of the association in accordance with the values and objectives of the organisation, and the general policies and specific decisions of the board.
- Draw the board’s attention to matters that it should consider and decide.
- Ensure that the board is given the information necessary to perform its duties and, in particular, that it receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent.
- Ensure that proper systems of control, risk assessment and risk management are established and maintained, and that regular reports on these are provided, at least annually, to the board.
- Supervise, with the guidance of the chair, the preparation of documents for consideration by the board.
- Help the chair ensure that the business of the board is properly conducted.
- Lead and manage the Group’s staff and ensure that their performance is appraised.
- Represent the Group as appropriate.
- Act within the scope of the responsibilities delegated to them.

4.5. The Group Company Secretary

61. The Group board have appointed Brian Moran, Deputy Chief Executive as Group Company Secretary, acting as company secretary for all members of the Group.

62. The role of the Group Company Secretary is to:

- Summon and attend meetings of the company and the board and keep the minutes of those meetings.

- Keep the registers and other books determined by the board.
- Make regulatory returns on behalf of the company to the regulator and registrar.
- Have charge of company seals.
- Advise the board on compliance with the organisation's constitution, its code of governance and other statutory or regulatory requirements.
- Advise the board on matters arising from its *Intragroup Agreement* with other group members.
- Arrange for independent legal advice if requested by the board.

63. The Group board has appointed two deputy / alternate company secretaries to act in circumstances where the Group Company Secretary is unavailable:

- Richard Houghton, Director of Operations
- Chris Smith, Director of Corporate Services

64. Both members of staff report directly to the Group Company Secretary.

4.6. The Executive Management Team

65. Under the leadership of the Group Chief Executive, the Group's Executive Directors work together to deliver our *Corporate Plan* and ensure the smooth running of the Group. Details of each member of the Executive Management Team and their specific roles as executive board members and lead executives are provided in Figure 2 on page 12.

Officers of the Board

66. For the avoidance of doubt, the members of the Executive Team are considered to be the Officers of the Board and are authorised to act on behalf of the boards of all members of the Group.

Executive Members of the Board

67. Executive board members share the same legal status and responsibilities as non-executive members.

68. Executive board members are not permitted to chair the group board or the board of a subsidiary housing association.

69. Executive board members are not permitted to be members of, or chair, Risk & Audit Committee or Remuneration & Nominations Committee but may attend to advise the non-executive members of these committees.

70. Executive board members are not permitted to vote on the membership of Remuneration & Nominations Committee.

71.



4.7. Shareholders

72. The Group's shareholding policy is to limit new shares to current members of the board.



Hilary Roberts
Group Chief Executive

- Executive board member for
- Jigsaw Homes Group
 - Adactus Housing Association
- Lead executive for:
- Group board



Tony Powell
Deputy Chief Executive

- Executive board member for
- Jigsaw Homes Group
 - Commercial board
 - Great Neighbourhoods
- Lead executive for:
- Commercial board
 - Great Neighbourhoods



Brian Moran
Deputy Chief Executive and Group Company Secretary

- Executive board member for
- N/A
- Lead executive for:
- Chair's Committee
 - Risk & Audit Committee
 - Remuneration & Nominations Committee



Paul Chisnell
Executive Director Finance

- Executive board member for
- Jigsaw Homes Group
 - Beech Housing Association
- Lead executive for:
- N/A



Andy Marshall
Group Director of Asset Management

- Executive board member for
- N/A
- Lead executive for:
- N/A



Katie Marshall
Group Director of Development

- Executive board member for
- N/A
- Lead executive for:
- N/A



Emma Wilson
Group Director of Neighbourhoods

- Executive board member for
- Gedling Homes
- Lead executive for:
- East board
 - South board

Figure 2: The Executive Team and their membership of boards / lead executive roles.

5 Performance, Delegation and Control

73. This section outlines the key elements of the Group's performance, delegation and control mechanisms.

5.1. Corporate Plan

74. The Group's *Corporate Plan* sets out our medium term plans. It is reviewed annually by the Jigsaw Homes Group board and builds on the work of the executive and non-executive from across the Group which takes place at strategy events held twice each year.

Board Strategy Events

75. Two strategy events are held each year. These bring together non-executives from across the Group to consider together matters which may influence future group strategy – particularly relating to the *Corporate Plan*.
- 76.
77. By virtue of the *Intragroup Agreement*, the *Corporate Plan* applies to all of the Group's members and sets out the fundamental milestones and performance targets that should be achieved each year.
78. It provides the basis for much of the performance monitoring which is reported to the board and to committees.

5.2. Risk Management

79. A core element of the Group's governance arrangements is a robust approach to risk management and internal controls assurance.
80. This is outlined within the Group's *Risk Management Policy*, which is supported by the Group's approaches to business planning, treasury management, health and safety, business continuity and disaster recovery.
81. The Group's internal controls are regularly tested through a programme of internal audit and reported to Risk and Audit Committee. This is provided via a co-sourced service which draws upon the knowledge and skills of an in-house internal audit service, supported by KPMG.

5.3. Scheme of Delegation

82. The Group's *Scheme of Delegation* sets out which matters are reserved for board decision and which are delegated to committees or to the executive team. It applies to all members of the Group.

5.4. Terms of Reference

83. Terms of Reference clearly describe the remit of each board and committee in the Group's governance structure.

5.5. Financial Regulations

84. Financial control of the Group is achieved through Financial Regulations. This document applies to all members of the Group.

5.6. Forward Plan

85. A Forward Plan containing the dates of future meetings is published electronically and made available to all non-executives via BoardPacks. Meeting dates and their proposed content are updated on a rolling basis to provide at least twelve months advance notice to members of planned meetings.

5.7. Annual Governance Review

86. Each year your board or committee will set aside time to review its governance arrangements to ensure they remain fit for purpose. Outcomes of the review will be reported to Risk and Audit Committee, who will scrutinise common themes and report to the Group Board.

6 What You Can Expect

87. We look to provide a range of support which will enable you to conduct your role efficiently and effectively. Some key areas of support are detailed below.

6.1. Induction

88. Induction is an important step in helping you to quickly feel at home to maximise your contribution from your first day in the role.
89. This handbook and the documents it signposts are the key sources of information provided to new members. We will ensure that the following items are highlighted to new members:

- Relevant Rules or Memorandum and Articles of Association
- Previous board agendas and reports
- Corporate Plan
- Financial Regulations
- Scheme of Delegation

- Key Policies (e.g. Probity and Anti-Fraud)
- NHF publications:
 - Excellence in Governance
 - Code of Conduct

90. In addition, induction will include:

- Meeting with the relevant Chair/s and a member of the Executive Management Team to provide an overview of the Group, explain the role of non-executives and to establish any training needs.
- As required, observation of a board or committee meeting.
- Training in the use of the IT equipment used to distribute board agendas/papers (iPad / BoardPacks).
- The option of spending time with each member of the Executive Management Team, who will explain their role and the nature of their work.

6.2. Appraisal

91. The Regulator of Social Housing expects that the requisite skills and capabilities of a board should centre on them having the “right competencies, experience and technical knowledge appropriate to the size, scale and risk profile of the organisation”.
92. The Group’s assessment of board skills therefore focuses on the ability of members to adequately understand and contribute to the control of the risks faced by the body they govern.
93. All our non-executives are subject to annual appraisal. This provides opportunity to reflect back on your contribution during the year. Performance and training needs are also assessed.
94. The appraisal process is externally moderated and will provide you with an overall score. Of this:
- 60% will be based on your understanding and expertise relating to the Group’s key risks.
 - 40% will be based on your demonstrable behaviours. This focuses on *attendance, contribution and conduct*.
95. The Remuneration and Nominations Committee has oversight of the appraisal process. On completion of the appraisal process, the committee will consider the appraisal results and determine whether changes to board composition are required. Should the committee determine that a change in board composition is required, members may be asked to step down to enable new recruitment to take place.
96. Full details of the Group’s approach are outlined in the [Appraisal Policy](#).

6.3. Training

97. Output from the appraisal process will be used to develop an annual programme of non-executive training. Additional training may also be programmed from time to time to raise awareness and knowledge around key corporate objectives or where there are significant changes within the Group's operating environment.
98. To support the training programme, training events may be held and where appropriate presentations and videos will be provided electronically via BoardPacks.
99. You may also be asked to undertake online training from time to time to demonstrate your knowledge of a particular policy area or to confirm that you have read and understand a policy. Where non-executives consider that they already have the requisite knowledge in a subject, they may be required to provide documentary evidence to support this in order not to be required to undertake the training.

6.4. Equipment

100. In undertaking your role, you will be provided with an iPad which includes the BoardPacks app. Training will be provided so you can navigate BoardPacks; particularly with respect to accessing agendas / board reports and the Knowledge area of the app where key documents are stored.
101. Each iPad is 4G enabled and non-executives may use their iPads for non-Group use. Usage must be in accordance with the mobile device agreement which members sign when equipment is issued. This includes accepting liability to pay for any data usage in excess of the defined amounts so please be careful – particularly when traveling abroad.

6.5. Pay and Expenses

102. You will be compensated for your services as a non-executive. It is also the Group's policy to reimburse you for reasonable out of pocket expenses incurred in connection with your official duties.
103. Payment levels are set by the Remuneration and Nominations Committee. It is important to note that as the non-executive role is undertaken in a personal capacity, payment will only be made directly to individuals and not via companies or other bodies.
104. Receipt of payment in no way constitutes employment by the Group and you are not eligible for auto-enrolment in any of the Group's pension schemes.
105. It is your responsibility to ensure you declare any payment you receive or are entitled to receive to the relevant authorities / agencies.

6.6. Communication

106. It is important that we communicate with you on a regular basis. We use a variety of methods to ensure that you are well informed of the decisions and activities of the Group as a whole and of board and committee business.

107. Key elements are outlined below:

- Board agendas, reports and meeting minutes accessible through the BoardPacks app.
- Corporate policies and other key documents accessible through the BoardPacks app.
- Strategy events will be held each year to enable you to get together with members from across the Group and enter into joint discussion on key issues.
- You will be invited to occasional training events.
- We will keep you informed of significant developments within the Group via email.
- You can receive general news via the Group's website and social media feeds.
- The Group's Governance Team will support you with any ad hoc queries as they arise.

6.7. Production of Agendas

108. We will normally publish agendas onto BoardPacks two Fridays before the respective meeting date.
109. We will endeavour to always provide written reports where practicable so that verbal items will be an exception. If additional reports are added to the agenda post publication, members will be informed by email.
110. In reviewing board reports, you will be asked to submit any simple questions or points of clarification by email to the Governance Team no later than one week prior to the meeting. This will enable a response to be provided prior to the meeting to maximise the time available in the meeting to discuss more substantive issues.

6.8. Recruitment and Succession

111. We take great care to recruit members with the skills required and will endeavour to build a board composition that reflects the makeup of the communities in which we work.
112. The recruitment of new non-executives is overseen by the Remuneration and Nominations Committee.

Non-Executive Length of Service

113. The Group is working to implement a policy of fixing non-executive terms to rolling, one year periods up to a maximum of nine years.
114. Following cessation of service, an individual will not be reconsidered for a vacancy on any board within the Group for a period of three calendar years from their last

day in the role.

115.

7 Useful Contacts

116. A key role of the Group's Governance Team is to support our non-executives in carrying out their duties. Should you require any assistance, please do not hesitate to get in touch – one of the team will be happy to help you.

7.1. Key Contacts



Brian Moran
Deputy Chief Executive and Group Company Secretary

Email: brian.moran@jigsawhomes.org.uk

Mobile: 07793 186781

Board coverage: All boards and committees



Richard Houghton
Director of Operations

Email: richard.houghton@jigsawhomes.org.uk

Mobile: 07717 581435

Board coverage: All boards and committees



Matthew Selby
Group Head of Governance and Risk Management

Email: matthew.selby@jigsawhomes.org.uk

Mobile: 07718 783 355

Board coverage: All boards and committees



Rashida Bibi
Governance Officer

Email: rashida.bibi@jigsawhomes.org.uk

Direct Dial: 0161 331 2171

Board coverage: Group Board /
Remuneration and Nominations



Pauline Gresty
Group Administration Manager

Email: pauline.gresty@jigsawhomes.org.uk

Direct Dial: 01942 267 701

Board coverage: Group Board / Chairs
Committee / Landlords

Please note that Pauline works on
Wednesday and Friday only



Ceri Smith
Governance and Risk Coordinator

Email: ceri.smith@jigsawhomes.org.uk

Direct Dial: 0161 331 2378

Board coverage: Risk and Audit
Committee / Commercial Board / Great
Neighbourhoods

Figure 3: Governance team – key contacts.

7.2. General Enquiries

117. Should you have any general enquiries, these can be forwarded to the Governance Team's general email address:

governance@jigsawhomes.org.uk

118. This address is monitored on a daily basis and correspondence forwarded to the member of the team best placed to deal with the enquiry.

8 Document Control

Responsible Officer/s:	Brian Moran, Deputy Chief Executive and Group Company Secretary
Date of Approval:	12 September 2018
Approved by:	Jigsaw Homes Group Board
To be Reviewed Every:	Year



Creating homes. Building lives.

Jigsaw Homes Group Ltd.

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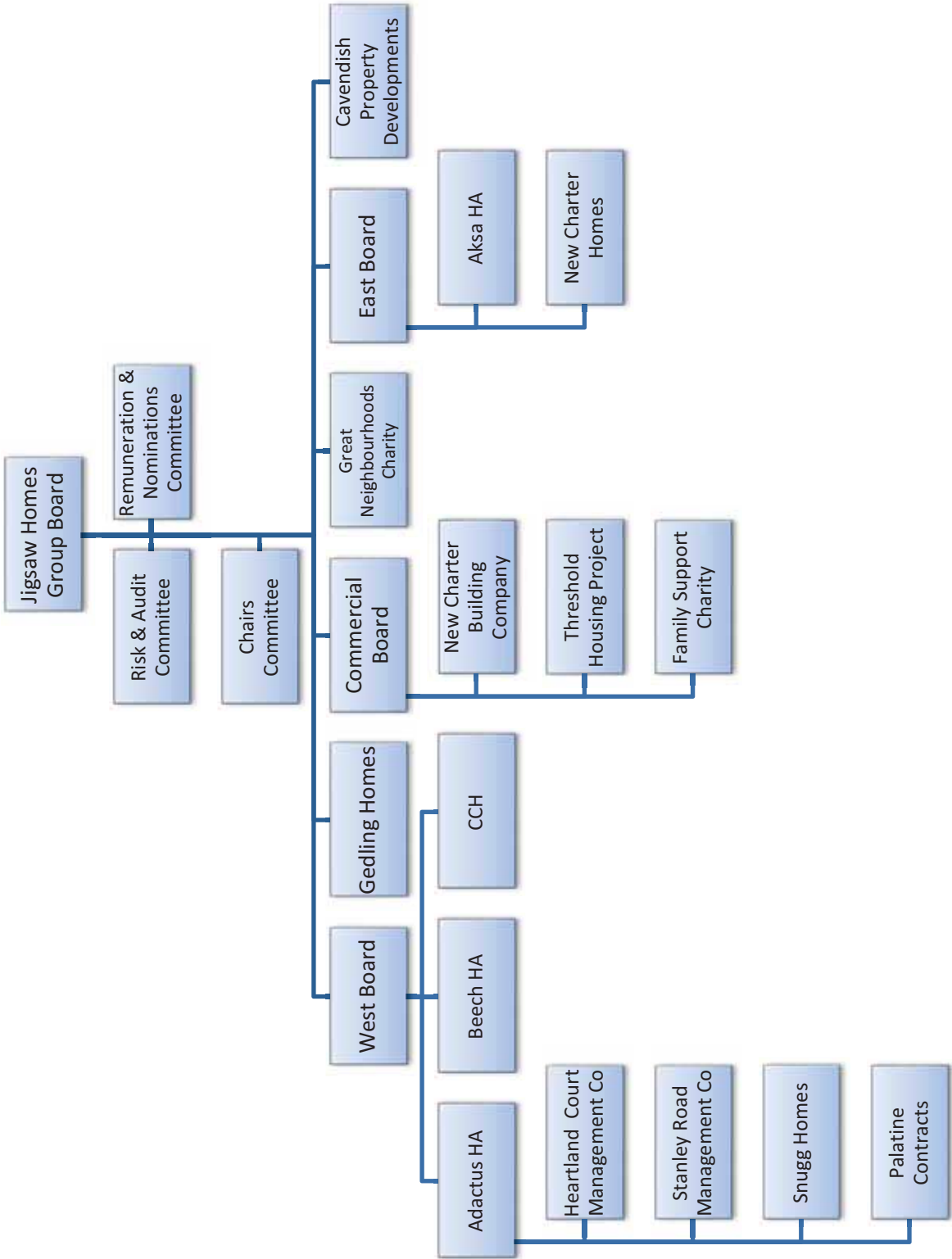
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Regulated by the Regulator of Social Housing Registration No. LH 4345

Registered under the Co-operative and Community Benefit Societies Act 2014 Registration No. 29433R

Document produced on 21 September 2018.

JIGSAW HOMES GROUP EXISTING STRUCTURE



Social Business Strategy 2018-21

Contents

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1 Aims

1. This document outlines the Social Business Strategy for the Jigsaw Homes Group to support delivery of the Corporate Plan. A key part of the Plan commits the Group to 'leverage external funding to deliver services to vulnerable groups'. The Group also wants to influence policy at a local and national level and grow as a business.
2. We want to be able to help meet the needs of vulnerable people, raise our profile and be add value to the landlord services we already provide. We thus want to consolidate and grow the Group's position in our local and regional markets by:
 - Ensuring that we have a sustainable set of services which are viable in the long-term
 - Expanding our offer outside Greater Manchester especially in the areas that we have a presence such as Lancashire, Cheshire and the Nottingham area
 - Adapting to the new commissioning landscape created by the devolution of funding to the regions, including the realignment of resources and the opportunities that this creates
 - Developing business opportunities within Group's geographic area of operation in line with our expertise and brand.

2 Scope

3. It is important at the outset to agree a broad area of activity which will form the core of our work during the lifetime of the strategy. The list below details areas of work that we will concentrate on:
 - Homelessness and housing advice services
 - Supported Accommodation
 - Housing First
 - Women's Services
 - Domestic abuse support
 - Complex families
 - Employment support
 - Health services (including social prescribing)
4. In the main these services add value to our current landlord offer, and build upon existing expertise and infrastructure. They are also in areas where we share the ambitions of the commissioners. The scope of these services does not determine exactly what should be done, as there will be room for experimentation and initiative,

and the need to make connections with other work in the organisation. We are looking to improve our offer in the criminal justice and young persons' services areas for example.

5. We are also looking to increase the number of products that we can offer to commissioners without having to go through a tender process. A number of previous contracts have been awarded through dialogue, based on innovative new services, track record and ability to deliver.
6. At present we are not looking to provide any services which are regulated by the Care Quality Commission.
7. In terms of geography the Group social business activities centre on Greater Manchester and Lancashire although even here there is a concentration of services in Tameside, Wigan and Oldham.
8. In looking for new work the Group will prioritise:
 - Greater Manchester and areas where the organisation has a footprint in terms of existing residential accommodation and services
 - The Nottingham area to build upon our presence in Gedling
 - Merseyside to build upon on existing services in Knowsley
 - Lancashire and Cheshire especially where existing relationships can be built upon
9. We will also look outside these areas where we feel that we have a product which can be bought to a wider audience in the form of partnership arrangements or where we can provide services on a consultancy basis.

3 Strategy Statement

Current Business

10. Currently the Commercial and Partnerships Directorate has a turnover of £13m pa and employs 260 staff. The Group runs contracts in two spheres.
11. Firstly there are a range of contracts which are based on encouraging independent living and the provision of support services and housing to vulnerable clients. Much of this work is grant but is at a relatively greater risk because of funding restrictions (as they are local authority commissioned services) and changes to the commissioning environment.
12. The second set of contracts are paid for on a 'payment by results' basis and provide a complementary platform for new services or supporting existing tenants.

Drivers for Change

13. We recognise that the current economic climate and the funding restrictions placed on both local and national government mean that tender opportunities are very challenging. However, our experience of winning and delivering social business services has matured and our success rate in achieving contract requirements is high. We have a strong reputation for being a customer-focused provider and we are increasingly becoming the partner of choice in consortia.
14. Nevertheless there are a number of key drivers which require the Group to work more commercially to enable it to respond effectively in the market:

Financial Imperatives

15. Proposed changes in the funding regime for supported accommodation mean that the Group needs to attract extra income to improve its financial position and widen its income base. Less funding across the board means that other organisations will enter the market, so the Group needs to be efficient and ensure it gains new profitable business.

Public Sector Reform

16. There is an ongoing programme to fundamentally change service delivery models across the public sector towards supporting more people to become independent and self-reliant, and reducing dependency on public services.

Integration of Health and Social Care

17. This aims to improve services for people who use health and social care services. Integration will ensure that health and social care provision is joined-up and seamless, especially for people with long term conditions and disabilities. It offers new opportunities in the areas of health and well-being, community-based services and mental health.

Worklessness and Training

18. The prevalence of worklessness and labour market disadvantage among social housing tenants is well established. There are also major changes to welfare provision which are designed to enhance motivations to work and give tenants more financial responsibility. There is therefore a clear imperative for the Group to be at the forefront of local and regional activity in welfare to work provision, and training initiatives in the area.

Greater Manchester Devolution

19. The region has an ambition to become a self-sustaining city region. The devolution of funding will provide opportunities in the areas outlined above, but more importantly the Group must be seen as an integral part of the regional architecture in terms of service delivery.

Complexity

20. We are increasingly finding that we are working with service users who require additional support on a journey towards independence and a successful and fulfilling life. This requires a different set of skills amongst our workforce.

Innovation

21. The Group is entering a period where competition for services has never been greater. We know that commissioners are using market testing as a way of reducing costs and those funds are sometimes reduced mid-contract. There is also increasing competition from the voluntary sector, other not-for-profit organisations and from the private sector. Innovation is key to success in a rapidly changing world, where the Group needs to create new service models, form creative solutions and develop a new 'offer'.
22. The Group has a number of advantages and defined strengths over other potential providers which it needs to take advantage of in this area, including:
 - Strong history of contract delivery especially in terms of homelessness, domestic abuse services, supported housing, troubled families and worklessness
 - An evidence base (including examples of social impact and value) which highlights the transformative effects of our work
 - Improved and close trusting working relationship with commissioners
 - Access into local multi-agency planning processes for health economy transformation
 - Trusted relationships with, and access to, cohorts of citizens and to communities that potential partners could describe as 'hard to reach or engage'
 - Excellent frameworks for determining costs (and outcomes) and assessing risk
 - A committed and flexible workforce experienced in managing contracts and performance
23. We increasingly use Asset Based Community Development techniques to build on the assets that are found in the community and mobilise individuals, associations, and institutions to come together to realise and develop their strengths, and use the knowledge and lived expertise of current and former service users as leaders of change.

Governance and Organisational Development

24. The Group social business activities are overseen by the Commercial Board. The remit of the Board includes:
 - Identifying appropriate new business opportunities and the return on investment
 - How we generate profits for reinvestment in our social purpose
 - Monitoring performance in current contracts
 - Promoting innovation and service improvement
 - Ensuring that new business is in accordance with our overall vision and values
 - Connecting workstreams and collaborative ventures in adjacent markets
25. The Commercial Board is a common board which oversees contracts which are procured through a mixture of Threshold, New Charter Homes and Adactus Housing Association. Each of these are separate legal entities but their work is under the remit of the Commercial Board.
26. Going forward contracts will be managed through a single entity - Jigsaw Support, which it is proposed be established as a community benefit society as part of a wider governance review by the Jigsaw Homes Group and which is able to provide services for public benefit. The advantages of this approach centre on the ability to integrate management and service delivery consolidate support services and enable a united offer to commissioners. The name will also help to promote the Jigsaw brand and be part of our influencing strategy.
27. The move towards a single contracting organisation will be accompanied by a branding and marketing exercise so that commissioners and partners are aware of the new organisation and brand. We will aim to showcase our innovative and or award-winning projects.
28. As we move towards a one single entity there is a need for a change in the directorate structure. A service review will further strengthen the leadership and decision-making process, as well as fully integrate services. As part of the move towards Jigsaw Support we will be setting up an internal Business Development Team which works in area such as networking, relationship management, marketing and communication, tender writing and evaluating social impact. This will enable us to move from an opportunistic bidding organisation to one which influences and shapes the form of future commissions.

Securing Business

29. For the Group to deliver against the corporate plan ambitions, it is very important that it uses every opportunity to demonstrate its willingness, flexibility and appetite to work with commissioners.
30. We will work on the following principles for future work.

Retenders

31. As a minimum we need to meet our contract obligations and make sure that we are in a position (subject to financial and contract conditions) to win current contracts on retender.
32. Commissioners also from time to time look to renegotiate contract terms mostly because of funding cuts but also owing to changing business or service user needs, better technology, market developments or legislative changes. Good relationships with commissioners based on trust will help when they seek to renegotiate terms and conditions. There are a number of formal and informal meetings that take place between local commissioners and Group employees and these provide a useful opportunity to understand in more detail commissioners' ideas and plans.

Responding to New Bids/Tenders

33. Bid and tender opportunities will continue to be evaluated against a contract assessment tool to ensure strategic and operational fit, benefit to the organisation and to prevent inappropriate tender work. This process includes strategic and financial implications (including financial viability of service across each year of contract, plus the time it is likely to take for the Group to secure a surplus on the contract), service and operational implications (including capacity).
34. It's becoming increasingly important, where tenders are to be made with specific local authority areas to recognise that any bid will need to demonstrate and/or evidence the social impact/social value.

Prime and Lead Contractor

35. There are a growing number of bids and tenders that are being advertised using a prime/lead contractor model. This approach is where commissioners seek to reduce the burden of contract management in which they directly manage a number of separate contractors providing elements of a service or pathway.
36. Currently the Group is developing its expertise in this area, and there is a need to further explore with third sector and private sector organisations where there may be opportunities for joint working. This will enable the Group to determine whether the benefits warrant it being a future potential lead contractor.
37. It is worth noting that in some parts of the City Region, commissioners are also developing 'Alliance Contracting' models and it is clear that this will be further tested through possible devolution procurement proposals.

Competitors

38. The Group faces different competition in different areas of its activities. We want to be pro-active in understanding what competitors are doing.

39. The Group therefore will enhance its competitor analysis process to aid our understanding of the other organisations, particularly relating to their market share and service innovations. We will also produce an overview of the key players in the market and maintain an accurate analysis of each organisation.

Partnerships

40. We recognise the importance of networking as a source of competitive advantage. The Group will therefore look to building positive targeted relationships as a springboard to further collaboration. We also know that networking can promote innovation and that this will be a critical area in the emerging competitive environment.
41. We know that the external environment is evolving and there may be a move away from traditional contract tendering models towards 'smart' organisations helping to shape the market. We need therefore to embrace innovation (see above) and trying out new ways of working. Ideas can be generated from our customers, workforce, and partners. Building new relationships with key funders and others to jointly bring new products and services to the market will also be key.
42. The Group will also wish to seek partnerships (and strategic and operational alliances) to develop more robust commercial business cases.

Risk

43. We know that in any social business venture there will always be an inherent element of risk. The presence of risk is not always entirely negative as it can be a driver of innovation and a motivator to staff. Given the potential risks involved it would be easy to take a risk adverse approach, however this approach would hinder potentially highly beneficial opportunities or innovation. We will look to identify risks early in the strategic planning phase and implement approaches to mitigate or manage these risks where possible.
44. Risk management is embedded in all of the decision making processes within the Group. Effective risk management requires an informed understanding of relevant risks, an assessment of their relative priority and rigorous approach to monitoring and controlling them. All risks associated with any social business activity will be managed through our risk management framework and will reflect the Group's current risk appetite.
45. In addition, we will enter into partnership or alliance arrangements where this is a way of mitigating risk, and ensure that high value contracts are signed off by the Board.

Pricing

46. The Group will ensure that there is an agreed approach to pricing which balances the need to deliver a margin for the organisation, value for money for commissioners and any longer term value (such as extended term, more significant contracts) when it considers any opportunity. As a general rule we will seek a minimum financial return

of 5% on all our contracts ensuring that all direct delivery costs and overheads are built into the financial model. This will ensure that there is a large enough surplus built up to cover any risks which have been identified in the initial options appraisal.

47. This will also enable the differentiation between services which are a good strategic fit, and those which are inherently riskier and that may as a result take up more management time. The level of risk in a specification will also determine price as the Group seeks to mitigate risk. Pricing strategies need to be agreed, within the requirement to deliver a continuity of services.

Marketing

48. Our web presence and social media need to support the work described in this strategy. As websites are often the first point of call for people to find out more about an organisation we need to ensure that more information on services is provided in an accessible way, for commissioners and ensure that we create a positive first impression.
49. We will develop appropriate marketing campaigns where new services are being launched or there is competitor activity which threatens the Group's market share. It will be important that we develop a more proactive approach to marketing services so that there is a coherent message across our services.

4 Monitoring Delivery and Resourcing

50. To ensure that progress is made against milestones in delivering this Strategy, a quarterly Balanced Scorecard will be prepared for the Commercial Partnerships Board. This will contain both financial and non-financial measures. Contracts held in the name of subsidiaries will also be reported to the relevant board on a timely basis, and overall reports will be provided to the Group Board.
51. Social business activities are designed to be self-sustaining, with activity generating enough revenue to cover expenses and make corporate contributions. Any surplus will be used for innovation projects or to grow the business through providing seed investment.
52. We will agree a three year growth target with the Commercial Board at the commencement of this strategy.

5 Document Control

Responsible Officer: Mushtaq Khan

Date of Approval: 14 November 2018

Approved by: Jigsaw Homes Group Board/Commercial Board

To be Reviewed: Every three years

Table 1



Creating homes. Building lives.

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Regulated by the Regulator of Social Housing Registration No. LH 4345

Registered under the Co-operative and Community Benefit Societies Act 2014 Registration No. 29433R

Document produced on 21 November 2018.

Terms of Reference for: Commercial Board



Key 103



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1 Constitution and Essential Functions

1. The Commercial Board is a strategic alliance between three subsidiaries of the Jigsaw Group (“the Group”), namely New Charter Building Company, Threshold Housing Project and Family Support Charity and acts as:
 - the Board of Directors of New Charter Building Company;
 - Directors/Trustees of Threshold Housing Project and
 - Directors/Trustees of the Family Support Charity.
2. For the avoidance of doubt New Charter Building Company, Threshold and the Family Support Charity are separate legal entities and are referred to within this document as “Organisation/s”.
3. In addition to the above the commercial board will also have management and oversight of specific contracts on behalf of other members of the Jigsaw Homes Group.
4. The Commercial Board will ensure that as appropriate formal contractual and other arrangements (e.g. Strategic Alliances, Service Level Agreements etc.) will be in place between the relevant Organisations, and with respect to contracts managed on behalf of other Group Companies.
5. The Commercial Board will consider any potential for joint working arrangements between the relevant Organisations and will look to examine any synergies and efficiencies between the Organisations which may provide mutual benefit.
6. These Terms of Reference should be read in conjunction with each Organisation’s Articles of Association, the Intra-Group Agreement, the Group’s Financial Regulations and the Group’s Scheme of Delegation. You must familiarise yourself with the contents of these documents and act in accordance with their provisions at all times.
7. The essential functions of the Commercial Board and its Board Members are as a minimum, to:
 - uphold the values and objectives of each Organisation;
 - uphold each Organisation’s core policies, including the code of conduct and financial regulations;
 - ensure they understand the constitutional and legislative framework as it applies to each Organisation, and act within its powers;
 - contribute to and share responsibility for the board’s decisions, including its duty to exercise reasonable care, skill and independent judgement;
 - prepare for and attend meetings, training sessions and other events;
 - attend and participate in reviews linked to individual performance or that of the whole board;
 - represent the Organisations as appropriate and where authorised;

- declare any relevant interests and avoid conflicts of interest;
- respect confidentiality of information; and
- uphold the National Housing Federation’s Code of governance (as applicable) or any other code of governance as may be adopted and the Group’s code of conduct for Board Members.

2 Membership, Meetings and Quorum

8. Membership of the Commercial Board will comprise of up to nine Board Members (two Executive Board Members and seven Non-Executive Board Members).
9. The Board may also have the ability to appoint Co-opted Board Members, subject to each Organisation’s Articles of Association. Co-opted Members do not have a vote.
10. Any vacancies shall be filled in accordance with each Organisation’s Articles of Association and the Group’s Board Membership, Recruitment & Succession Policy.
11. The Commercial Board will meet a minimum of four times per year.
12. Board Members may also be required to attend additional meetings arranged during the course of the year, including training events, workshops and board strategy events.
13. The quorum for the Commercial Board meetings will be a minimum of three Board Members to include two Non-Executive Board Members. Co-opted Board Members do not count towards the quorum.

3 Roles & Responsibilities

14. In respect of each legal entity the Commercial Board is responsible for:

3.1. Vision and Leadership

15. Providing leadership to each Organisation by:
 - Setting the strategic direction to guide and direct the activities of the Organisations in a manner consistent with the Group’s Corporate Plan;
 - Agreeing a Commercial Strategy and recommending this for approval by the board of Jigsaw Homes Group.
 - Setting a clear plan for business development and growth;
 - Ensuring the effective management of the Organisations and their activities;
 - Monitoring the activities of the Organisations to ensure they are in keeping with the agreed principles, objectives and values set by the Group;

- Monitoring risk and ensuring that the board takes any decisions which carry a major¹ financial risk

3.2. Accountability

16. Assuming accountability for the strategy, business plans and activities of each Organisation and being responsible for actions taken or not taken. The Commercial Board will ensure it has:
- Effective systems for monitoring the performance of each Organisation against agreed KPIs and external benchmarking;
 - Effective systems for monitoring the performance of contracts delivered on behalf of other Group Companies;
 - Provide regular exception reports to other Group Companies ;
 - A framework for ensuring compliance with Group policies (and the recommendation of variances as required) and for developing, reviewing and implementing local policies;
 - A framework for the identification and management of risk;
 - Effective and demonstrable ways to communicate with stakeholders;
 - Systems and procedures in place for managing change.

3.3. Legal Compliance

17. Ensure each Organisation:
- develops, promotes and embeds it's Articles of Association and objects;
 - understands and complies with its Articles of Association, relevant legislation, contracts and the requirements of any regulatory body;
 - Fulfills all statutory requirements;
 - Particularly, in respect of Threshold and the Family Support Charity, complies with charity law and charity regulatory requirements.

3.4. Financial Oversight

18. Ensure each Organisation has effective financial stewardship in place and can demonstrate it complies with all relevant legislation and accepted good practice. In particular to ensure:

¹'Major' risk as defined in the Jigsaw Group's Risk Management Policy as carrying a financial impact of >3% of the Organisation's turnover.

- each Organisation operates in a viable and sustainable manner;
- assets are used to deliver the objectives of the Organisation;
- the Organisations operate in an accountable and transparent manner;
- the Organisations deliver value for money through the effective and efficient use of available resources ;
- the Board is provided with accurate financial information that is of quality, relevance and timely;
- each Organisations' accounts are approved prior to publication;
- the Board approves the entry into all contracts which present a major financial risk.

3.5. Delivery of Services

19. Ensure each Organisation as relevant:
- provides quality services² to the Group;
 - provides quality services to third parties as provided for in its business plan;
 - considers workforce planning.

4 Role of the Chair

20. The Group Board shall, following consultation with the Board, appoint a Chair for the Commercial Board to serve for a term of three years subject to satisfactory performance and unless determined otherwise by the Group Board.
21. The position of Chair must not be held by an Executive Board Member.
22. The Chair will be expected to commit adequate time to their role above and beyond that required through attendance at Board Meetings.

4.1. General Responsibilities

23. The Chair is responsible for:
- ensuring the efficient conduct of each Organisations business and of the Organisations' general meetings as applicable;
 - ensuring that all board members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with the Group's code of conduct;

²services may also include the management/oversight of contracts on behalf of another Group company.

- establishing a constructive working relationship with, and providing support for, the lead executive and ensuring that the Board acts in partnership with executive staff;
- ensuring that the Board delegates sufficient authority to the chair, the chief executive or lead executive and others to enable the business of each Organisation to be carried on effectively between meetings of the board; and also to ensure that the board monitors the use of these delegated powers, as appropriate;
- ensuring that the Board receives professional advice when it is needed, either from its senior staff or from external sources;
- ensuring that the Board follows the recommendations of the NHF Code of Governance (as applicable) and Code of Conduct;
- representing each Organisation as appropriate;
- taking decisions delegated to the chair;
- leading on the appraisal process to ensure proper and appropriate arrangements for the overall board appraisal and that of individual board members;
- implementing a succession plan for future board membership.

4.2. Conduct of Meetings

24. In ensuring the efficient conduct of each Organisations business, the Chair has responsibility for the smooth running of meetings ensuring that:

- meetings are well balanced, agendas are of reasonable length and items are prioritised;
- the right level of formality is achieved to aid business efficacy;
- board members work cohesively while challenging to get the best results;
- board members are encouraged to make a unique and important contribution to the Board's work;
- the main points of discussion are summarised and recommendations are clarified prior to any decision being taken.

4.3. Miscellaneous Duties

25. The Chair is responsible for addressing any failings by the Board Members in consultation with the Lead Executive/Group Company Secretary.

26. Where a vacancy arises on the Board, the Chair is responsible for working with the Lead Executive and the Group Company Secretary to ensure such vacancies are filled expediently.

27. In the absence of the Chair, the Board shall elect a chair from those Board Members present who shall take on the responsibilities of the Chair for the purpose of the meeting.

5 Emergency Procedures

28. Occasionally Board decisions will be required urgently between meetings necessitating the use of emergency procedures. The purpose of this is to enable such action to be taken properly demonstrating that the highest standards of governance, accountability and probity are followed whilst responding to an environment of change and risk.
29. Reports which are to be presented under the Emergency Procedures shall be prepared in the standard format and passed to the Group Company Secretary for processing. Decisions shall be presented to the first available meeting of the relevant Board for ratification.
30. Emergency decisions shall be taken by the Chair of the Board. In the event that the Chair is unavailable, then two Board Members (one of whom must be a Non-executive Board Member) are authorised to take the emergency decision.
31. Where the decision to be taken under the Emergency Procedures carries a financial risk then it is essential that the authorisations required by the Financial Regulations are obtained. If decisions have any reputational associations for the Group then the Chair of the Group Board must also be informed.

6 Document Control

Responsible Officer/s:	Brian Moran, Group Company Secretary
Date of Approval:	04/04/2018
Approved by:	Jigsaw Homes Group Board
To be Reviewed Every:	Year



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Document produced on 6 April 2018.