

DERBY HOMES

GOVERNANCE ARRANGEMENTS

Part I

Summary and Explanation

Introduction

This document explains the rights of tenants and how Derby Homes is governed. All references to tenants mean tenants, leaseholders and mobile home park residents. Family member of a tenant means any person who is at least 18 years old and who is a parent, brother, sister or child of a tenant whether by blood, marriage or cohabitation, or a spouse or partner of a tenant.

Derby Homes is a non profit making registered company that is wholly owned by Derby City Council.

Its method of operation are as set out in

- Memorandum and Articles of Association
- Service agreement between the City Council and Derby Homes
- Tenancy agreements
- Tenants compact
- Tenants and Leaseholder handbooks
- Council housing allocations and lettings policies
- Derby Homes housing policies and procedures
- Derby Homes personnel and equalities policies
- This document, including standing orders and financial regulations
- Code of practice for Board members and staff of Derby Homes.

These documents are available on request.

Derby Homes' Board and Staff

Derby Homes Board is responsible for the overall strategy and direction, key policies, major decisions and the financial management of Derby Homes Limited. Derby Homes Limited has people working for it to support the Board, give advice, implement decisions and manage the day-to-day delivery of its services. Its

Board members and some officers have a specific duty to ensure that Derby Homes acts within the law. A scheme of delegated responsibilities and code of practice governs the relationships between officers and members of the Board of Directors.

Tenant's Rights

Tenants remain tenants of the Council. Their relationship with Derby Homes is that of a tenant who deals with an agent who is responsible for carrying out all day to day functions of their landlord. Tenants have a number of rights in their dealings with Derby Homes and the Council. These are set out in more detail in the Tenants Handbook. Some of these are legal rights, while others depend on Derby Homes and the Council's own policies and processes. The local Citizens' Advice Bureau can advise on an individual's legal rights.

Derby Homes welcomes participation by its tenants in its work. Tenants have the right to:

- ❑ stand for and vote at elections for tenant representatives to sit on the Board of Derby Homes
- ❑ contact their local councillor about any matters of concern to them
- ❑ obtain a copy of this document
- ❑ attend meetings of the Board of Derby Homes and its committees except where confidential matters are being discussed
- ❑ ask a question at meetings of the Board of Derby Homes
- ❑ petition to request a matter is considered by the Board of Derby Homes or petition to request a matter is considered by a committee of the Council
- ❑ contribute to the work of Community Panels
- ❑ find out, from the Board's priorities plan, what major decisions are to be discussed by the Board and when
- ❑ see reports and background papers, and any record of decisions made by the Board and its staff
- ❑ complain about any aspect of Derby Homes' services, under its Complaints Procedure
- ❑ complain to the Ombudsman if they think Derby Homes has not followed its procedures properly. However, they should only do this after using Derby Homes' own complaints process
- ❑ complain to the Director of Derby Homes if they have evidence which they think shows that a member of the Board or staff of Derby Homes has not followed Derby Homes' Code of Conduct
- ❑ inspect Derby Homes' accounts and make their views known to the external auditor.

Part II

Memorandum of Association

1. **NAME**

The name of the company is Derby Homes Limited ("the Organisation").

2. **REGISTERED OFFICE**

The Organisation's registered office is to be located in England.

3. **OBJECTS**

The objects of the Organisation shall be in the areas where the City Council owns or manages housing stock to:

provide, manage, maintain, improve, demolish or convert the housing stock owned or managed by the City Council from time to time together with any other amenities or facilities for the benefit of residents of such housing stock either exclusively or together with persons who are not residents of such housing stock;

provide amenities and services of any description for residents of housing stock owned or managed by the City Council from time to time either exclusively or together with persons who are not residents of such housing stock;

(3) provide advice and assistance to all tenants, leaseholders, and licensees, of the City Council and applicants for housing and applicants for housing advice in respect of City Council housing;

(4) carry out any activity which contributes to the regeneration or development in the area of the City Council (within the meaning of Section 126 of the Housing Grants Construction and Regeneration Act 1996) including but not limited to:-

(a) securing that land and buildings are brought into effective use;

(b) contributing to or encouraging economic development;

(c) creating an attractive and safe environment;

(d) preventing crime or reducing the fear of crime;

- (e) providing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said area or for the purpose of benefiting people who live there;
 - (f) providing employment for local people;
 - (g) providing or improving training, educational facilities or health services for local people;
 - (h) assisting local people to make use of opportunities for education, training or employment;
 - (i) meeting the special needs of local people which arise because of disability or because of their sex or the racial group to which they belong.
- (5) provide, construct, improve or manage housing to be kept available for letting or hostels;
 - (6) provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation;
 - (7) assess applicants for housing assistance;
 - (8) assess applications by residents of housing stock owned or managed by the City Council to exercise the right to buy under Part V of the Housing Act 1985;
 - (9) enabling or assisting any residents of the housing stock owned or managed by either the City Council or the Organisation to acquire, or to acquire and enter into occupation of, houses; and
 - (10) provide services of any description for the City Council.

4. **POWERS**

Subject to Clause 5, the Organisation may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum and in particular it has powers:

Property

- (1) to construct, alter, improve, maintain, equip, furnish and/or demolish any buildings, structures or property;

- (2) to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- (3) to sell, lease, licence, exchange, dispose of or otherwise deal with property;
- (4) to provide accommodation for any other organisation on such terms as the Board decides (including rent free or at nominal or non-commercial rents);

Staff and Volunteers

- (5) to employ staff or engage consultants and advisers on such terms as the Board may approve and to provide pensions to staff, their relatives and dependants;
- (6) to recruit or assist in recruiting and managing voluntary workers;

Fund Raising

- (7) to raise funds, to invite and receive contributions;

Trading

- (8) to trade in the course of carrying out its objects and to charge for services;

Publicity

- (9) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Organisation and other similar organisations;
- (10) to promote or carry out research and publish the results of it;

Contracts

- (11) to co-operate with and enter into contracts with any person, including the City Council;

Bank or Building Society Accounts

- (12) to draw, make, accept, endorse discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Organisation;

Borrowing and Loans

- (13) subject to the prior written consent of the City Council and to such consents as may be required by law to borrow money, to issue loan stock or raise money in such manner as the Organisation shall think fit and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall see fit (including by way of floating charge) upon the whole or any part of the Organisation's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance by the Organisation of any obligation or liability it may undertake or which may become binding on it;

Insurance

- (14) to insure the assets of the Organisation to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset);
- (15) to insure and indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- (16) to take out insurance to protect the Organisation and those who use premises owned by or let or hired to the Organisation;
- (17) to take out indemnity insurance to cover the liability of the Board Members and officers of the Organisation who are not Board Members but this insurance may not extend to:
 - a. any claim arising from any act or omission which a Board Member or officer knew was a breach of duty or breach of trust or which was

committed by a Board Member or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or

- b. the costs of an unsuccessful defence to a criminal prosecution brought against a Board Member or officer in his capacity as a Board Member or officer of the Organisation.

Investments

- (18) to invest the money of the Organisation in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Board decides;
- (19) to delegate to an investment manager power at his discretion to buy and sell investments for the Organisation in accordance with the investments policy laid down by the Board;
- (20) to make such arrangements as the Board thinks fit for any investments of the Organisation or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Organisation's nominee and to pay remuneration to that corporate body;
- (21) subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators (if any) to purchase or otherwise acquire or encourage or promote and in any way support or aid the establishment and development of any subsidiary, or any other body established for the purposes of carrying on any trade or business either for the purpose of raising funds for the Organisation or for the furtherance of the objects of the Organisation;
- (22) subject to the prior written consent of the City Council to make donations, grants or loans or provide services or assistance to such persons and organisations and on such terms as the Board shall think fit to further the objects of the Organisation.

Other Organisations

- (23) to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of its objects;
- (24) to co-operate or join with any voluntary body or public or statutory authority in any location whatsoever in furthering its objects or allied purposes, to exchange information and advice and to undertake joint activities with them;
- (25) to amalgamate with any organisation which has objects similar to its objects;
- (26) to affiliate, register, subscribe to or join any relevant organisation;
- (27) to act as agent or trustee for any organisation;

Reserves

- (28) to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Formation expenses

- (29) to pay the costs of forming the Organisation and of complying with all relevant registration requirements;

General

- (30) to do anything else within the law which promotes or helps to promote its objects.

5. The Organisation shall not, without the prior written consent of the City Council, have the power to:

- (1) receive a sum which, if it were a local authority, would be a capital receipt;

- (2) receive consideration to which, if it were a local authority, Section 61 of the 1989 Act would apply;
- (3) receive a sum by way of grant from a European Union institution to which, if it were a local authority, Section 63(4) of the 1989 Act would apply;
- (4) enter into a credit transaction (as defined by Article 12(2) of the Order);
- (5) with respect to a credit transaction agree to a variation of terms which, if it were a local authority, would be a variation within the meaning of Section 51(1) of the 1989 Act;
- (6) incur additional liabilities within the meaning of Article 16 of the Order; or
- (7) reduce its liabilities within the meaning of Article 16 of the Order;
- (8) invest or make any arrangements to invest sums other than through the use of a building society or bank account.

6. **APPLICATION OF INCOME AND PROPERTY**

The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, save as provided below by way of dividend, bonus or otherwise howsoever by way of profit, to the City Council and no Board Member shall be appointed to any office of the Organisation paid by salary or fees or receive any remuneration or other benefit or money or money's worth from the Organisation PROVIDED THAT nothing herein shall prevent any payment in good faith by the Organisation:-

- (1) Of reasonable and proper remuneration (including pensions, contributory pension payments, payment of premiums to pension policies and terminal grants and gratuities) to any officer or employee of the Organisation (not being a Board Member) in return for any services rendered to the Organisation;
- (2) Of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member may be a member holding not more than 2% of the share capital of the company;

- (3) To any Board Member of reasonable out-of pocket expenses;
- (4) Of sums due in respect of indemnity insurance for Board Members under Clause 4(17);
- (5) Of reasonable and proper remuneration to the City Council or employees thereof (not being Board Members) in return for any services rendered to the Organisation;
- (6) Of reasonable and proper rent for premises demised or let by the City Council;
- (7) Of reasonable and proper interest on money lent by the City Council

PROVIDED FURTHER THAT nothing shall prevent the Organisation from managing a property in accordance with its objects (including the full range of activities it may undertake) notwithstanding the fact that the tenant, lessee or licensee (or prospective tenant, lessee or licensee) of such property may be a Board Member SUBJECT TO the proviso that any Board Member who is a beneficiary of the Organisation shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he is lessee, tenant or licensee and shall absent himself/herself from such proceedings but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties managed by the Organisation.

7. **EQUAL OPPORTUNITIES**

The Organisation shall at all times take into consideration the principles of equality of opportunity irrespective of age, gender, race, nationality, ethnic origin, religion, sexual orientation or disability.

8. **LIMITED LIABILITY**

The liability of the Members is limited.

9. **MEMBERS GUARANTEE**

Every Member undertakes to contribute to the assets of the Organisation, in the event of the same being wound up while he is a member of the Organisation, or within one year after he ceases to be a member of the Organisation, for payment of the debts and liabilities of the Organisation

contracted before he ceases to be a member of the Organisation, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. **WINDING UP**

If, upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid or transferred to the Housing Revenue Account (as defined in the 1989 Act) of the City Council.

11. **DEFINITIONS**

- (a) "Order" shall mean the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time;
- (b) "the 1989 Act" shall mean the Local Government and Housing Act 1989 as amended or re-enacted from time to time;
- (c) terms defined in the Articles of Association of the Organisation shall have the same meaning in this Memorandum of Association.

We, the subscribers to the Memorandum of Association, wish to be joined into a company in pursuance of the Memorandum.

**Names and Addresses
Witnessed
of Subscribers**

Authorised Representative

Derby City Council

The Council House

Corporation Street

Derby DE1 2FS

Dated

Part III

Articles of Association

Derby Homes Limited

DEFINITIONS AND INTERPRETATION

1. In the Articles unless the context otherwise requires:

"the Act"	Means the Companies Act 1985 (as amended by the Companies Act 1989) and any statutory modification or re-enactment thereof for the time being in force.
"Area"	Means any one of the four areas where the City Council owns or manages housing the boundaries of which at the date of incorporation of the Organisation are shown on the Plan and thereafter are to be determined by the Board.
"the Articles"	Means these Articles of Association as originally adopted or as altered from time to time.
"Board"	Means the Board of Directors of the Organisation from time to time.
"Board Members"	Means the directors for the time being of the Organisation.
"Chairman"	Means the Chairman of the Organisation appointed pursuant to Article 31(1) or in his absence any vice or deputy chairman appointed pursuant to Article 31(3).
"clear days"	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"Council Board Member"	Means a Board Member appointed by the City Council pursuant to Article 14.
"City Council"	Means Derby City Council or any successor body thereto who shall be the sole member of the Organisation.

"DACP"	Means the Derby Association of Community Partners or any successor body thereto or such other body as the City Council shall from time to time resolve to be representative of the tenants of Derby City Council whose dwellings are managed by the Organisation.
"executed"	Means in relation to any contract, agreement or other document consent thereto and includes any mode of execution.
"Family Member of a Tenant"	Means any person who is a parent, brother, sister or child of a Tenant whether by blood or marriage, a spouse or a partner and who in every case is at least 18 years old and has lived with the Tenant for at least the previous 12 months and "Family Members of Tenants" shall be construed accordingly.
"Independent Board Member"	Means a Board Member appointed pursuant to Article 16.
"Local Authority Person"	Means any person: <ul style="list-style-type: none"> (i) who is a member of the City Council; or (ii) who is an officer of the City Council (which for these purposes shall not include employees without a supervisory or managerial role apart from employees responsible for monitoring the activities of or providing advice to the Organisation or who perform duties in relation to the City Council's housing functions).
"Office"	Means the registered office of the Organisation.
"the Organisation"	Means Derby Homes Limited.
"the Plan"	Means the plan annexed to the Memorandum
"the seal"	Means the common seal of the Organisation
"Secretary"	Means the secretary of the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint, assistant or deputy secretary.
"Tenant"	Means an individual who occupies a residential property belonging to the City Council under a secure tenancy agreement or a lease or who

occupies land belonging to the City Council under an agreement which he holds with the City Council to which the Mobile Homes Act 1983 applies.

"Tenant Board Member" Means a Board Member appointed pursuant to Article 15.

"the United Kingdom" Means Great Britain and Northern Ireland.

- (1) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.

ADMISSION OF MEMBERS

No person other than the City Council shall be admitted to membership of the Organisation.

The City Council shall nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the City Council to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the City Council. The City Council may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be in writing.

The rights of the City Council shall be personal and shall not be transferable.

GENERAL MEETINGS AND RESOLUTIONS

All general meetings other than annual general meetings shall be called extraordinary general meetings.

The Board Members may call general meetings and, on the requisition of the City Council pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a general meeting, any Board Member or the City Council may call a general meeting.

- (1) An annual general meeting and an extraordinary general meeting not called on the requisition of the City Council pursuant to Article 7 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by the City Council.
- (2) The notice shall specify the time and place of the meeting and, in the case of an annual general meeting, shall specify the meeting as such.

- (3) The notice shall be given to the City Council and to the Board Members and auditors.
- (4) The notice shall be posted in such place as the Board decides in order to bring it to the attention of the Tenants.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- (1) No business shall be transacted at any general meeting unless a quorum is present. The presence of a duly authorised representative of the City Council shall be a quorum.
- (2) Tenants and Board Members may attend a General Meeting and may speak but may not vote.

If the City Council makes a decision which is required to be taken in a general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in general meeting. Any decision taken by the City Council pursuant to this Article 11 shall be recorded in writing and delivered by the City Council to every Board Member and to the Organisation for entry in the Organisation's minute book.

An entry stating that a resolution has been carried or lost in the approved minutes of any meeting shall be conclusive evidence of the fact.

NUMBER OF BOARD MEMBERS

- (1) The number of Board Members shall be fifteen.
- (2) Five Board Members shall be Council Board Members.
- (3) Five Board Members shall be Tenant Board Members.
- (4) Five Board Members shall be Independent Board Members.
- (5) No more than seven Board Members shall be Tenants or Family Members of Tenants.
- (6) No more than seven Board Members shall be Local Authority Persons.
- (7) In the event that the number of Board Members shall be less than the numbers specified in this Article 13 the remaining Board Members shall use reasonable endeavours to appoint further Board Members but, for the avoidance of doubt, may act notwithstanding there are vacancies in their number.
- (8) The First Board Members shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to

have been appointed under the Articles. Future Board Members shall be appointed as provided in the Articles.

- (9) The First Tenant Board Members shall be those persons identified as Tenant Board Members in the statement referred to in Article 13(8).

APPOINTMENT OF COUNCIL BOARD MEMBERS BY THE CITY COUNCIL

- (1) Subject to Articles 13 and 18, the City Council shall from time to time appoint five persons as Council Board Members and shall have the power to remove from office any such Board Member.
- (2) Appointment or removal pursuant to Article 14(1) shall be effected by an instrument in writing signed by the City Council and shall take effect upon lodgement at the registered office of the Organisation or such date later than such lodgement as may be specified in the instrument. Notwithstanding any other provisions in these Articles the City Council shall have power at any time by notice in writing to the Secretary to remove any Board Member.

RETIREMENT AND ELECTION OF TENANT BOARD MEMBERS

- (1) Subject to Articles 13 and 18, there are to be five Tenant Board Members one representing each of the four Areas and one further Tenant Board Member appointed by DACP. The DACP is to decide which First Tenant Board Member is deemed appointed by DACP. The DACP is also to decide which Area each of the remaining First Tenant Board Members represent.
- (2) Prior to the first annual general meeting of the Organisation all the First Tenant Board Members shall retire from office. Thereafter the Tenant Board Members shall retire from office in the following rotation:
- (a) at the second annual general meeting, two Tenant Board Members shall retire;
 - (b) at the third annual general meeting, a further two Tenant Board Members, shall retire; and
 - (c) at the fourth annual general meeting, a further one Tenant Board Member shall retire

and so forth such that the Tenant Board Members shall subsequently retire in a rotation which mirrors that in sub-paragraphs (a) to (c). The decision as to which of the five Tenant Board Members are to serve for which of the periods set out in Article 15(2)(a) to (c) is to be determined by lot.

The Tenant Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Tenant Board Members, but as between persons who became Board Members on the same day those to retire shall be chosen by lot PROVIDED THAT where a Tenant Board Member is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another Tenant Board Member ("the Predecessor") under Articles 17(4) to 17(6) inclusive, the period of time for which the Tenant Board Member shall have held office shall, for the purposes only of this Article 15(3) be deemed to include the period since the appointment of the Predecessor.

Prior to every annual general meeting, direct elections shall be held among the Tenants in each Area where a Tenant Board Member is to be appointed to represent that Area. Only Tenants and Family Members of Tenants shall be eligible to be appointed as Tenant Board Members. Tenant Board Members that represent an Area should reside in that Area. Otherwise the mode and manner of such elections shall be as the Board may from time to time agree subject at all times to compliance with Article 13.

The company secretary shall announce the results of the elections referred to in Article 15(4) at each relevant annual general meeting and the Tenants (or Family Members of Tenants) so elected shall be duly appointed as Tenant Board Members.

Where the Tenant Board Member retiring has been appointed by the DACP, the DACP shall, before the relevant annual general meeting, notify the company secretary in writing of the Tenant or Family Member of a Tenant who is to be appointed. The company secretary shall announce the appointment and the Tenant (or the Family Member of a Tenant) shall be duly appointed as a Tenant Board Member.

RETIREMENT AND ELECTION OF INDEPENDENT BOARD MEMBERS

- (1) The First Board Members who are Independent Board Members shall retire from office in the following rotation:
 - (a) at the first annual general meeting, one Independent Board Member shall retire;
 - (b) at the second annual general meeting, a further two Independent Board Members shall retire; and

- (c) at the third annual general meeting, a further two Independent Board Members shall retire

and so forth such that the Independent Board Members shall subsequently retire in a rotation which mirrors that in sub-paragraphs (a) to (c). The decision as to which of the five Independent Board Members who are First Board Members are to serve for which of these periods is to be determined by lot.

- (2) Subject to the retirement of an Independent Board Member appointed under Article 17(3), the Independent Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Independent Board Members but as between persons who became Board Members on the same day those to retire shall be chosen by lot PROVIDED THAT where an Independent Board Member is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another Independent Board Member ("the Predecessor") under Article 17(2), the period of time for which the Independent Board Member shall have held office shall, for the purposes only of this Article 16(2) be deemed to include the period since the last election or appointment of the Predecessor.
- (3) If, at the meeting at which an Independent Board Member retires in accordance with Article 16(1), there are no other candidates to fill the post the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless a resolution not to reappoint the Board Member is passed by the meeting.
- (4) No person other than an Independent Board Member retiring by rotation shall be appointed as an Independent Board Member at any general meeting unless he is recommended by the Board.
- (5) Subject to Articles 16(1) – (4) the City Council may by Ordinary Resolution in general meeting appoint any eligible person who is willing to act as an Independent Board Member.
- (6) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to the City Council of any person (other than a Board Member retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as an Independent Board Member at the meeting. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Organisation's register of Board Members.

CASUAL VACANCIES

17. Subject to Articles 13 and 18, vacancies on the Board may only be filled according to the following:-

For Council Board Members, by the City Council. If the City Council shall have failed within three months of a written request by the Board to make the appropriate appointments pursuant to Article 16(1), the Board may fill the vacancies solely until the next annual general meeting;

- (2) For Independent Board Members, by the City Council following a recommendation by the Board;
- (3) If the Board fails to make a recommendation within six months of a vacancy for an Independent Board Member, the City Council may appoint any person who is willing to act as an Independent Board Member to the vacancy solely until the next annual general meeting. If the City Council fails within three months of a written request by the Board to make the appropriate appointments to the Board of an Independent Board Member, the Board may fill the vacancies solely until the next annual general meeting;
- (4) For the Tenant Board Member appointed by the DACP, by the DACP;
- (5) For Tenant Board Members representing an Area where there remains more than one year until retirement, by direct election according to Article 15(4) among the Tenants in that Area; and
- (6) For Tenant Board Members representing an Area where there remains one year or less until retirement, by the DACP.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

18. A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:-

- (1) ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director ; or
- (2) is or becomes a person disqualified from elected membership of a local authority; or
- (3) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (4) is, or may be, suffering from mental disorder and either:-

- (a) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (5) resigns his office by notice to the Organisation; or
 - (6) is removed from office by a resolution of (or written notice signed by) at least three quarters of all the other Board Members from time to time provided that the Board Member concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Board Member; or
 - (7) shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
 - (8) in any period of 12 months, he shall have been absent (without the permission of the Board Members) from at least 60% of the meetings of Board Members held during that period and the Board Members resolve that his office be vacated; or
 - (9) in the case of a Tenant Board Member he ceases to be a Tenant or a Family Member of a Tenant PROVIDED THAT this Article 18(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant or a Family Member of a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home; or
 - (10) is a Tenant Board Member and is (in the reasonable opinion of at least three quarters of all the other Board Members) in serious breach of their obligations as a Tenant; or

- (11) is a Council Board Member and is or becomes a Tenant leading to a breach of the limit in Article 13(5); or
- (12) is a Tenant Board Member and is or becomes a Local Authority Person leading to a breach of the limit in Article 13(6); or
- (13) is an Independent Board Member and is or becomes a Tenant or a Family Member of a Tenant or a Local Authority Person; or
- (14) is removed by resolution of the City Council pursuant to Article 14(2).

POWERS OF THE BOARD

Subject to the provisions of the Act, directions of the City Council in general meeting and the Memorandum and the Articles, the business of the Organisation shall be managed by the Board who may exercise all the powers of the Organisation. No alteration of the Memorandum or Articles or directions of the City Council shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Organisation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

BORROWING POWERS

Subject to Clause 5 of the Memorandum the Board may exercise all the powers of the Organisation to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or other security over its undertaking and property, or any part thereof, and to issue any debenture, whether outright or as security for any debt, liability or obligation of the Organisation or of any third party.

DELEGATION OF BOARD MEMBERS' POWERS

- (1) The Board may delegate any of their powers to any committee consisting of two or more Board Members together with such other persons as the Board sees fit. They may also delegate to the Chairman/or any vice or deputy Chairman or to any executive officer such of their powers as they consider desirable to be exercised by him.

- (2) Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions and this Article, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

ALTERNATE BOARD MEMBERS

No Board Member shall be entitled to appoint any person as an alternate Board Member.

BOARD MEMBERS' EXPENSES

The Board Members may be paid all travelling, hotel, and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties.

BOARD MEMBERS' APPOINTMENTS AND INTERESTS

A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Clause 5 of the Memorandum.

Each Board Member shall ensure that the Secretary has at all times an up to date list of:-

- (1) all bodies trading in which he or she has an interest as:
 - (a) a director or senior employee,
 - (b) a member or partner of a firm,
 - (c) the owner or controller of more than 2% of the issued share capital in a company,
- (2) all interests as an official or elected member of any statutory body;
- (3) all interests as the occupier of any property owned or managed by the Organisation;
- (4) any other significant or material interest.

PROCEEDINGS OF BOARD MEETINGS

- (1) Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Section 10(1) of the

Local Authorities (Companies Order) 1995 the Board may regulate their proceedings as they think fit and the quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be four comprising no fewer than one Tenant Board Member, one Independent Board Member, one Council Board Member and one other Board Member PROVIDED THAT if either the number of Board Members in one or more category of Board Member falls below one or all the Board Members in one or more category are prevented from counting towards the quorum by Article 29 then the quorum requirement shall be reduced to none in respect of such category or categories.

- (2) $33\frac{1}{3}$ percent of the total number of Board Members (or such whole number of Board Members nearest to $33\frac{1}{3}$ percent) may call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.
- (3) If a quorum is not present within half an hour from the time appointed for a Board Meeting the Board Meeting shall, if requested by a majority of those Board Members present, be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members present may determine.
- (4) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 27(1) the Board Members present shall constitute a quorum.

Questions arising at a Board Meeting shall be decided by a majority of votes and each Board Member present in person shall be entitled to one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

- (1) Any Board Member having an interest in any arrangement between the Organisation and another person or body shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board. Unless the interest is of the type specified in Articles 29(2) or 29(3) the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 29(2) or 29(3) the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
- (2) Provided the interest has been properly disclosed pursuant to Article 29(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:

- (a) the Board Member is a Tenant or a Family Member of a Tenant so long as the matter in question affects all or a substantial group of Tenants; or
 - (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation; or
 - (c) the Board Member is an official or elected member of any statutory body.
- (3) A Board Member shall not be treated as having an interest:
- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge;
 - (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 24.

If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

- (1) At the first Board Meeting following each annual general meeting the Board Members shall appoint one of their number to be the chairman of the Board to hold office until the next annual general meeting and may at any time remove him from that office.
- (2) Unless he is unwilling to do so, the Board Member so appointed shall preside at every meeting of the Board at which he is present. But if there is no Board Member holding that office, or if the Board Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be chairman of the meeting.
- (3) The Board may appoint one or two vice or deputy chairmen to act in the absence of the Chairman on such terms as the Board shall think fit.

All acts done by a meeting of the Board, or of a committee of the Board or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

WRITTEN RESOLUTION

A resolution in writing signed by:

- (1) three quarters of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board; and
- (2) the Chairman of the Organisation or of the relevant committee; and

which satisfies the quorum requirements of Article 27(1) shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

SECRETARY

Subject to the provisions of the Act, the Secretary and any deputy or alternate Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

MINUTES

The Board shall cause minutes to be made in books kept for the purpose:-

- (1) of all appointments of officers made by the Board Members; and
- (2) of all proceedings at meetings of the Organisation and of the Board, and of committees of the Board and of the City Council in its capacity as the sole member of the Organisation, including the names of the Board Members present at each such meeting.

RECORDS ACCOUNTS AND RETURNS

The Organisation shall comply with the provisions of Part V of the Local Government and Housing Act 1989, the Local Authorities (Companies) Order 1995 and Part VII of the Act in respect of:-

- (1) the keeping and auditing of accounting records;
- (2) the provision of accounts and annual reports of the Board Members; and
- (3) in making an annual return.

THE SEAL

- (1) If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

- (2) The Organisation may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board Members.

NOTICES

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board or of a committee of the Board need not be in writing.

The Organisation may give any notice to the City Council either personally or by sending it by post in a prepaid envelope addressed to the City Council at their registered address or by leaving it at that address.

The City Council present by duly authorised representative at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

- (1) Every Board Member or other officer of the Organisation shall be indemnified out of the assets of the Organisation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of his office or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (2) The Board shall have power to purchase and maintain for any Board Member or officer of the Organisation insurance against any such liability as is referred to in Section 310(1) of the Act. –

**Names & Addresses
Of Subscribers**

Authorised Representative

Witnessed

**Derby City Council
The Council House
Corporation Street
Derby DE1 2FS**

Dated

DERBY HOMES LIMITED

Company No.

MEMORANDUM AND ARTICLES OF ASSOCIATION

**COMPANY LIMITED BY GUARANTEE
THE COMPANIES ACT 1985 AND 1989**

Date of Incorporation: []

Registration Number: []

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

**Anthony Collins Solicitors
St. Philip's Gate
5 Waterloo Street
Birmingham
B2 5PG**

Reference: PPFH-D922-21001

Part IV

Standing Orders for Conduct of Derby Homes Board Meetings

1. FIRST MEETING

At the first meeting following each Annual General Meeting of Derby Homes, the Board shall

- a. elect a person to preside if the Chair is not present
- b. receive apologies
- c. consider late items to be added to the agenda by the Chair
- d. receive any declarations of interest from members
- e. elect the Chair for the ensuing year
- f. elect the Vice Chairs for the ensuing year
- g. approve the minutes of the last meeting
- h. receive any announcements from the Chair
- i. decide which committees, to establish for the next year
- j. decide the size and terms of reference for those committees
- k. appoint to those committees, and outside bodies except where appointment to those bodies has been delegated to the Director
- l. agree a scheme of delegation or such part of it as it sees fit
- m. approve a programme of ordinary meetings of the Board for the year; to ensure that Derby Homes meets deadlines in respect of its AGM and reporting to Derby City Council, and
- n. consider any business set out in the notice convening the meeting.

2. ORDINARY MEETINGS

Ordinary meetings of the Board will take place in accordance with a programme decided at the Board's first meeting following each Annual General Meeting of Derby Homes. Ordinary meetings will:

- a. elect a person to preside if the Chair or a Vice Chair are not present
- b. receive apologies
- c. consider late items to be added to the agenda by the Chair
- d. receive any declarations of interest from members
- e. approve the minutes of the last meeting
- f. receive announcements from the Chair
- g. receive any statements from members of the Board
- h. receive questions from, and provide answers to tenants in relation to matters which in the opinion of the person presiding at the meeting are relevant to the business of the meeting

- i. receive minutes or reports from the Director and the Board's committees and receive questions and answers on any of those minutes or reports
- j. receive reports about and receive questions and answers on the business of joint arrangements and external organisations
- k. consider questions from members of the Board
- l. consider notices of motion in the order in which they have been received; and
- m. consider any other business specified in the summons to the meeting.

3. EXTRAORDINARY MEETINGS

Those listed below may request the Company Secretary to call extraordinary Board meetings to conduct the business specified in the notice of that meeting

- a. the Chair
- b. the Director of Derby Homes
- c. the City Council's Monitoring Officer
- d. any five members of the Board if they have signed a requisition presented to the Chair and he/she has refused to call a meeting or has failed to call a meeting within seven days of the presentation of the requisition.

4. OPEN AND PRIVATE MEETINGS OF THE BOARD

The Board will hold meetings open to tenants, family members and non tenant residents of council housing estates, subject to the access to information rules set out in Section 19.

The agenda for meetings of the Board will be divided as follows:

- ☐ the first part will list matters which will be considered in open session with tenants and the press present
- ☐ the second part will list matters to be considered in private session.

5. CONSULTATION

All reports to the Board will contain details of the nature, extent and outcome of consultation with tenants, the City Council and other stakeholders as appropriate. The level of consultation will be appropriate to the matter under consideration.

6. ITEMS ON THE BOARD AGENDA

6.1 Items from Officers

Items will be in the name of the Director with reference given to the name, position, and phone number of the person responsible for production of the report. All items will be included on the agenda with the agreement of the Chair.

6.2 Items from the Chair

The Chair may place on the agenda of any Board meeting any matter which s/he wishes. The Director will comply with the Chair's request in this respect.

6.3 Items from Board Members

Board members may place items on the agenda, with the assent of the Chair.

7. TIME AND PLACE OF MEETINGS

The time and place of meetings will be determined by the Board and the Director or the Company Secretary and be notified in the summons. The Board shall meet at Cardinal Square or another location to be agreed by the Chair.

8. NOTICE OF AND SUMMONS TO MEETINGS

The Company Secretary will give notice to tenants of the time and place of any meeting by placing notices at all Derby Homes offices. At least three clear days before a meeting, the Director will send an agenda by courier or post to every member of the Board or leave it at their usual place of residence. The agenda will give the date, time and place of each meeting and specify the business to be transacted, and will be accompanied by such reports as are available.

9. CHAIR OF MEETING

The person presiding at the meeting may exercise any power or duty of the Chair. Where these rules apply to committee and sub-committee meetings, references to the Chair also include the chairs of committees and sub-committees.

10. QUORUM

- 10.1 The quorum of a meeting will be four members, consisting of at least one Tenant Board Member, one Independent Board Member, and one Council Member.
- 10.2 If a quorum is not present within half an hour of the time appointed for a Board meeting, it shall be adjourned to a time agreed by those Board members who are present.
- 10.3 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting then notwithstanding section 10.1 the Board members present shall constitute a quorum.
- 10.4 During any meeting if the Chair counts the number of members present and declares there is not a quorum present, then the meeting will adjourn immediately. Remaining business will be considered at a time and date fixed by the Chair. If he/she does not fix a date, the remaining business will be considered at the next ordinary meeting.

11. DURATION OF MEETING

Unless the majority of members present vote for the meeting to continue, any meeting that has lasted for two hours will adjourn immediately. Members of the Board and staff are expected to help the Chair achieve this objective. Remaining business will be considered at a time and date fixed by the Chair. If he/she does not fix a date, the remaining business will be considered at the next ordinary meeting.

12. QUESTIONS BY TENANTS

12.1 General

Tenants of the Council may ask questions of members of the Board at ordinary meetings of the Board. The maximum period of time for questions by tenants at a Board meeting shall be fifteen minutes.

12.2 Order of questions

Questions will be asked in the order notice of them was received, except that the Chair may group together similar questions.

12.3 Notice of questions

A question may only be asked if notice has been given by delivering it in writing or by fax or electronic mail to the Director no later than midday three clear days before the day of the meeting. Each question must give the name and address of the questioner.

12.4 Number of questions

At any one meeting no person may submit more than two questions and no more than two such questions may be asked on behalf of one panel.

12.5 Scope of questions

The Director may reject a question if it:

- a. is not about a matter for which Derby Homes has a responsibility
- b. is defamatory, frivolous or offensive;
- c. is substantially the same as a question which has been put at a meeting of the Board in the past six months; or
- d. requires the disclosure of confidential information.

12.6 Record of questions

The Director will enter each question in a book open to inspection by tenants and will immediately send a copy of the question to the member of the Board to whom it is to be put. Rejected questions will include reasons for rejection. Copies of all questions will be circulated to all members and will be made available to the public attending the meeting.

12.7 Asking the question at the meeting

The Chair will invite the questioner to put the question to the member of the Board named in the notice. If a questioner who has submitted a written question is unable to be present, he/she may ask the Chair to put the question on his/her behalf. The Chair may ask the question on the questioner's behalf, indicate that a written reply will be given or decide, in the absence of the questioner, that the question will not be dealt with.

12.8 Supplementary question

A questioner who has put a question in person may also put one supplementary question without notice to the member who has replied to his or her original question. A supplementary question must arise directly out of the original question or the reply. The Chair may reject a supplementary question on any of the grounds in section 12.5 above.

12.9 Written answers

The time allocated for questions at each meeting will be 15 minutes; any questions not answered at the end of that time will be answered in writing. Any question that cannot be dealt with during public question time because of the non-attendance of the member of the Board or member of staff able to answer the question, will be dealt with by a written answer.

12.10 Reference of question to the Director or a committee

Unless the Chair decides otherwise, no discussion will take place on any question, but any member of the Board may move that a matter raised by a question be referred to the Director or the appropriate committee, Once seconded, such a motion will be voted on without discussion.

13. MINUTES

13.1 Signing the minutes

The Chair will sign the minutes of the proceedings at the next meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record.

13.2 Requirement to sign minutes of previous meeting at extraordinary meeting

Where in relation to any meeting, the next meeting for the purpose of signing the minutes is a extraordinary meeting, then the next following ordinary meeting will be treated as a suitable meeting for the signing of these minutes.

13.3 Form of minutes

Minutes will contain a summary of items discussed and all decisions made.

13.4 Submission of Minutes to the Board

All minutes of committees not falling within powers delegated to them must be submitted to the Board for approval. The minutes requiring approval will be moved in the case of a committee by the chair of the committee or, in their absence or with their consent, by the vice chair, or, in the absence of both the chair and vice chair, by some other member of the committee called on by the Chair.

14. DISTURBANCE

14.1 Removal

If a tenant, family member or resident interrupts proceedings, the Chair will warn the person concerned. If he/she continues to interrupt, the Chair will order his/her removal from the meeting room.

14.2 Clearance of part of meeting room

If there is a general disturbance in any part of the meeting room open to tenants, the Chair may call for that part to be cleared.

15. AMENDMENT

Any motion to add to, vary or revoke these rules will, when proposed and seconded, stand adjourned without discussion to the next ordinary meeting of the Board when the Board will receive a report of the Director on the proposal.

16. DECLARATION OF INTERESTS

When at a meeting of the Board or a committee of the Board, a member has declared a pecuniary interest or a non-pecuniary interest which precludes the member from voting and speaking, that member will leave the room in which the meeting is being held during the discussion and voting on the item of business concern except by agreement of the meeting.

17. ACCESS TO INFORMATION

17.1 Scope

These rules apply to all general meetings of Derby Homes and to meetings of the Board, and any of its committees.

17.2 Additional rights to information

These rules do not affect any more specific rights to information contained elsewhere in the Derby Homes Memorandum and Articles of Association or the Law.

17.3 Rights to attend meetings

Tenants, family members and non tenant residents of council housing estates may attend all general meetings and meetings of the Board and its committees subject only to the exceptions in these rules.

17.4 Notices of meeting

The Company Secretary will give at least three clear days notice of any meeting of the Board or its committees by posting details of the meeting at Cardinal Square, 10 Nottingham Road, Derby and local housing offices.

17.5 Access to agenda and reports before the meeting

Derby Homes will make copies of the agenda and reports open to tenants and the press available for inspection at Cardinal Square at least three clear days before the meeting.

17.6 Supply of copies

Derby Homes will supply copies of:

- a. any agenda and reports that are open to inspection
- b. any further statements or particulars necessary to indicate the nature of
 - a. the items in the agenda; and
 - b. if the Director thinks fit, copies of any other documents supplied to in connection with an item to any person on payment of a charge for postage and copying costs.

17.7 Access to minutes etc after the meeting

Derby Homes will make available copies of the following for six years after a meeting:

- a. the minutes of the meeting or records of decisions taken, together with reasons, excluding any part of the minutes of proceedings when the meeting was not open or which disclose exempt or confidential information
- b. a summary of any proceedings not open where the minutes open to inspection would not provide a reasonably fair and coherent record
- c. the agenda for the meeting; and
- d. reports relating to items when the meeting was open.

17.8 Listing of background papers

Every report will set out a list of those documents (called background papers) relating to the subject matter of the report which:

- a. disclose any facts or matters on which the report or an important part of the report is based; and

- b. have been relied on to a material extent in preparing the report but does not include published works or those which disclose exempt or confidential information (as defined in sections 18.1 and 18.2).

17.9 Inspection of background papers

Derby Homes will make available for inspection for four years after the date of the meeting one copy of each of the documents on the list of background papers.

18. EXCLUSION OF ACCESS TO MEETINGS

18.1 Confidential information

Tenants, family members, non tenants resident on council housing estates and the press must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.

18.2 Meaning of confidential information

Confidential information means

- i. Information given to Derby Homes by another body on terms that forbid its public disclosure or information that cannot be publicly disclosed by Court Order.
- ii. Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office holder of Derby Homes.
- iii. Information relating to any particular occupier or former occupier of, or applicant for, accommodation managed by Derby Homes.
- iv. Information relating to any particular applicant for, or recipient or former recipient of any service provided by Derby Homes.
- v. Information relating to any particular applicant for, or recipient or former recipient of, any financial assistance provided by Derby Homes.
- vi. Information relating to the financial or business affairs of any particular person (other than Derby Homes).

- vii. The amount of any expenditure proposed to be incurred by Derby Homes under any particular contract for the acquisition of property or the supply of goods or services
- viii. Any terms proposed or to be proposed by or to Derby Homes in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services
- ix. The identity of Derby Homes (as well as of any other person, by virtue of paragraph 10 above) as the person offering any particular tender for a contract for the supply of goods or services.
- x. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, connection with any labour relations matters arising.
- xi. Any instructions to counsel and any opinion of counsel (whether or not in connection with any proceeds) and any advice received. Information obtained or action to be taken in connection with:
 - o any legal proceedings by or against Derby Homes; or
 - o the determination of any matter affecting Derby Homes whether, in either case, proceedings have been commenced or are in contemplation.
- xii. Any action taken or to be taken in connection with the prevention, investigation or prosecution of crime
- xiii. The identity of a protected informant . A "protected informant" means a person giving Derby Homes information which tends to show that:
 - xiv. a criminal offence;
 - xv. a breach of tenancy conditions; or
 - xvi. a nuisance, has been, or is being, or is about to be committed

19. EXCLUSION OF ACCESS BY TENANTS TO REPORTS

Derby Homes may exclude access by tenants, family members or non tenant residents of council housing estates to reports that relate to items during which, in accordance with Rule 18, the meeting is likely not to be open. Such reports will be marked "Not for publication" together with the category of information likely to be disclosed.

20. THE PRIORITIES PLAN

20.1 Period of Priorities Plan

Priorities Plans will be prepared by the Director to cover a period of six months, beginning with the first day of any month. They will be prepared on a monthly basis and subsequent plans will cover a period beginning with the first day of the second month covered in the preceding plan.

20.2 Contents of Priorities Plan

The Priorities Plan will contain matters which the Director has reason to believe will be subject of a major decision to be taken by the Board or a committee of the Board, or by staff during the period covered by the Plan. It will describe the following particulars in so far as the information is available or might reasonably be obtained:

- a. the matter to be considered by the Board
- b. the officer who is responsible for the matter
- c. the date on which, or the period within which, the decision will be taken.

20.3 Publication of Priorities Plan

The Priorities Plan will be brought to each Board meeting.

21. ADDITIONAL RIGHTS OF ACCESS FOR MEMBERS OF THE BOARD

21.1 Material relating to previous business

All members of the Board will be entitled to inspect any document which is in the possession or under the control of the Director and contains material relating to any decision taken at a meeting, including confidential information, unless the Director considers that the confidential information is of a nature that members of the Board be required to demonstrate a need to know.

21.2 Material relating to future decisions

All members of the Board will be entitled to inspect any document (except those available only in draft form) in the possession or under the control of the Director that relates to any matter to be considered at a meeting within the period of the current priorities plan, including confidential information unless the Director considers that the confidential information is of a

nature that members of the Board be required to demonstrate a need to know, unless Section 22.1 above applies.

21.3 Material in which board Members have professional or pecuniary interests

A member of the Board shall not knowingly inspect and shall not call for a copy of any document relating to a matter in which he/she is professionally interested, or in which he/she has directly or indirectly any pecuniary interest, within the meanings of Sections 94 to 97 of the Local Government Act 1972. This Rule shall not preclude the Director from declining to allow inspection of any document which is, or in the event of legal proceedings would be, protected by privilege arising from the relationship of solicitor and client.

22. BOARD DIARY

The Company Secretary will maintain a diary of all meetings involving Board members throughout the year including panels and working groups. Staff wishing to arrange or rearrange a meeting will be required to refer the proposed date to the Secretary to avoid a clash of dates or an overload on one particular member.

23. REPORTS

Reports to the Board will

- ☐ identify clearly the items for noting, discussion or approval
- ☐ be as brief as possible
- ☐ contain the name and contact details of the officer responsible for the item
- ☐ as far as possible, be spread evenly throughout the year
- ☐ wherever possible, have been the subject of a prior briefing with the Chair
- ☐ not be tabled at meetings unless there are exceptional circumstances and tabling is agreed by the Chair.

24. NON ATTENDANCE

Members unable to attend a Board meeting are expected to notify the Director or Company Secretary as soon as they were aware that they will be unable to attend that meeting.

Members unable to attend will be encouraged to contact the Director or officer concerned to make their views and comments known on a particular report and ask that these are communicated to the meeting.

25. CONDUCT OF BUSINESS

- 25.1 At the beginning of the meeting, the Chair will ask if there are 'any late items to be added to the agenda', and will decide whether or not they can be considered within the time available. Members should refrain from using 'any late items' to raise issues of substance.
- 25.2 The approval of the minutes and 'matters arising' should be dealt with as briskly as possible unless there is a fundamental problem.
- 25.3 The meeting will be expected to adhere to the agenda order. Alteration to the sequence of the items is permissible, provided the Chair seeks members' agreement. Members will be expected to discuss and debate only those issues raised by the paper. The Chair will direct that diversions, side issues and the like will be referred to other occasions as appropriate.
- 25.4 The report will make it clear where decisions are delegated to committees or where a proper consideration of a topic has been held in other meetings. Members should not re-open old debates or decisions taken by committees, unless there has been a material change in the circumstances against which the decision was made.
- 25.5 Name plates will be provided at the meeting and members (and staff at the table) should ensure that they use these. Where there are new members or observers present or in attendance the Chair should invite members and staff to introduce themselves.
- 25.6 The Director, Secretary, Finance Manager and minute taker will sit at the meeting table. Other staff in attendance may sit at the table depending on the Board's business or accepted custom in this respect. Where staff do join members at the table, they will be expected to occupy those places furthest from the Chair and withdraw from the table quickly to accommodate any late arriving members.
- 25.7 Notwithstanding the above, a member of staff who is a 'lead officer' in respect of a paper under consideration will be expected to join members at the table to make introductory remarks and take questions on the paper. Therefore a space should be reserved for lead officers who may need to come to the table, albeit temporarily. The report will make it clear who is the 'lead officer' on an item being discussed. Depending on agreed custom and on whether other lead officers will need to come forward later in the meeting, the 'lead officer' will withdraw at the end of the item or

remain at the table for the duration of the meeting.

- 25.8 The role of staff at Board meetings is to support the members and assist in the decision-making process by presenting papers, providing information and advice and being available to respond to queries. Staff members are under a responsibility to draw to the Board's attention material matters or factual errors, however generally, staff contributions are usually at the invitation of the Chair. The contributions must be kept brief. The Director, relating directly to the Board, will provide the link between the members and staff in attendance.
- 25.9 Introductory remarks to the papers by staff (or by a member who may be leading on a topic) will be brief, as it is assumed that all members will have read the papers before the meeting.
- 25.10 Members will be expected to address their comments to the Chair who will encourage all members to participate. The meeting will then move on to consider the recommendation set out in the paper.
- 25.11 Only one member at a time will address the meeting, the Chair's ruling on who may or may not speak and on other 'points of order' shall be final.
- 25.12 The Chair will at the end of each item, remind the meeting of the decision that has been agreed.
- 25.13 Members are expected to respect the views of others and their right to speak, but the Chair (following a warning) can request that a member be silent if he or she is using intemperate, provocative or abusive language or if he or she persists in straying from the agenda.
- 25.14 Good practice suggests that individuals should be praised 'in public' and criticised 'in private' (in the case of staff this should be done through the Director).
- 25.15 Members should avoid raising issues concerning named individuals.
- 25.16 Where a matter is to be put to a vote, it shall be decided by a majority of votes and each Board member present in person will have one vote. In the event of an equality of votes, the Chair will have a second and casting vote.
- 25.17 Where a member is proposing to raise a 'major' issue or an issue of sensitivity the member will be expected to notify the Chair in advance of

the meeting.

- 25.18 The Chairs of other boards or committees (if present) will be expected to advise the meeting, where necessary on issues relating to or arising from their committee.
- 25.19 Presentations by staff (with the prior agreement of the Chair and the Director) are encouraged. Presentations will be directly relevant to the topic under consideration, be informative, jargon free and may be accompanied by 'visual aids'.

26. AFTER THE MEETING

- 26.1 An 'aide memoire' recording the decisions and action points arising (on no more than two sides of A4 paper) will be sent within five working days of the meeting by the Director to all members of the relevant board or committee. A copy will also be distributed to the relevant staff.
- 26.2 The minutes of the meeting will be submitted to the next meeting of the board or committee for approval. Before that time, 'advance copies' of the minutes will be issued to the Chair of the meeting and Vice Chairs as well as members of the Senior Management Team. 'Advance copies' will have been checked and where appropriate, amended following comments received by the Chair of the meeting and the Director. Members may see the 'advance copies' with the consent of the Chair.
- 26.3 Members may wish to take the meeting papers away with them at the end of the meeting. Members should be aware that the Secretary holds a master copy of all board and committee papers. Copies can always be made available to members. Members may if they wish leave their papers in the room at the end of the meeting and the Secretary will arrange for their disposal.

27. DECLARATION OF INTERESTS AT MEETINGS

- 27.1 All Board members have a duty to act in the best interests of the company when they make decisions at Board meetings.
- 27.2 Board members must not put themselves in a position where there is a conflict between their personal interests and the duty they owe to Derby Homes.
- 27.3 All Board members are expected to sign a declaration of interests which

will be held with the statutory books by the Company Secretary and are available for inspection at Cardinal Square.

27.4 Where a matter is being considered by the Board any member having a personal interest in the items whether pecuniary or non-pecuniary, must declare that interest, leave the room during the discussion and cannot vote on the matter except where section 27.5 applies.

27.5 There are some situations in which a Board member must declare an interest but need not leave the room and may vote on the matter. These are

- for Tenant Board members if the matter affects all, or a number of tenants
- if a board member is a director or other officer of a company which is a parent, subsidiary or associate of Derby Homes; and
- if a Board Member is an official or elected member of any statutory body, such as Derby City Council.

27.6 In case where section 27.4 applies the interest must be declared before discussions and voting takes place and must be recorded in the minutes.

27.7 Board members are not treated as having an interest where either

- they had no knowledge of the interest and could not have been reasonably expected to have that knowledge, or
- if the matter being discussed concerning formulating a policy on the payment of Board Members' expenses.

In these instances Members need not declare their interest and can vote on the matter.

27.8 Members of the Board who should have declared an interest and do not do so are liable to pay for any loss suffered by Derby Homes, to pay back any profit made from not declaring the interest and can be sued by the Council in certain circumstances. If in doubt Members of the Board should declare the interest and not vote on the matter.

