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| Item No. | Classification: Open | Date: 11 th January 2022 | Meeting Name: Leathermarket JMB Board |
| Report title: | | Board Standing Orders | |

RECOMMENDATIONS

1. That Board agrees to adopt the Standing Orders as set out in Appendix 1 to this report.
2. Meeting dates have been set as laid out in Appendix 2 to this report. The Board are asked to agree future Board meeting dates for 2023 and for each Sub-Committee to agree meeting dates as set out in the appendix.
3. That Board agrees to the creation of a Resident Engagement and Board Support Officer as per the Staffing Review Report

BACKGROUND INFORMATION

4. The Articles of Association of Leathermarket JMB were approved upon the incorporation of the company in 1994 and an amended Articles were agreed at a General Meeting on 28th November 2022.
5. The purpose of the Articles is to lay out the Rules by which the Company must abide and cover areas such as shareholders of the JMB, election of the Directors, frequency of meetings and the delegation of authority to Sub-Committees. It is, however, silent on the detail as to how many of these requirements are to be implemented.
6. The adoption of the Standing Orders (SO) as set out in Appendix 1 are to define how the JMB intends to meet its Rules and to ensure *“the proper conduct and management of the Company”* in accordance with the requirements of Rule 38 of the Articles of Association. The SO’s can be amended at any time by the Board and or by General Meeting.
7. The SO’s are binding upon all Company Members and Directors (38.3) and must be brought to the attention of all Company Members by whichever means is most appropriate (38.2).
8. SO’s are limited in their scope as they cannot repeal, affect or be inconsistent with anything in the Articles (38.4)

KEY ISSUES FOR CONSIDERATION

9. An area of complaint that has been voiced by Directors is the late receipt of agenda sets for Board Meetings and papers/reports being circulated late thereby giving Directors difficulty in preparing for the meeting.
10. In response to this it is proposed to set additional dates within the meeting calendar to ensure that agendas are agreed and dispatched in order to give meeting attendees sufficient time to consider the information being presented.

11. There has been some 'confusion' between the role of Sub-committees and the JMBs approach to participation and engagement. For many years sub-committees have been open to whoever wished to attend and, as a result, the JMB has found itself in the position of reacting in the moment to issues raised at the Sub-Committee meetings. This is both unsustainable and poor governance. There must be a recognition that the Board controls the Company and sets out areas for consideration rather than allowing Sub-Committees free reign in the areas they consider and the decisions they make. Steps have been taken to introduce Terms of Reference for each Sub-Committee and to require each meeting is chaired by a Director but there are further steps to be taken.
12. With the current arrangements any TRA or interest group can 'overload' a meeting and examples have arisen where the Company is being asked to agree to governance arrangements and decisions that are against the overall aims and objectives of the Company. Under company law Directors are responsible for the decisions taken by the company and any delegation must be within a framework agreed by Directors.
13. Wider consultation, engagement and participation will be agreed as part of the JMBs engagement strategy. This will set out how the JMB consults, engages and encourages participation both by members and the wider resident body. Any areas of concern raised by residents can then be properly considered by Directors or referred to an appropriate Sub-Committee to make recommendations.

Proposals

Board Meetings

14. In order to give as much support to Directors ability to attend meetings a calendar of all meetings dates for the following year shall be agreed at the first meeting of Directors following the AGM. This will enable all Directors, particularly any newly elected ones, as much notice as possible of dates on which they will be expected to attend. Each meeting date shall clearly set out the deadline for items to be submitted for discussion and the date on which papers will be sent to Directors.
15. No papers will be accepted for discussion after the dispatch of agendas as this fails to allow sufficient time for proper consideration of the issue. This will necessitate structured forward planning by officers to meet the required deadlines.
16. Recent meetings of the Board have found that the agenda can be too full to allow debate, challenge and discussion of issues and it is therefore being proposed to increase the number of Board meeting to six per annum. Consequently, each Sub-Committee is being asked to agree a similar number of meetings to better allow for issues to be referred up and down the governance structure. If a meeting has insufficient issues for consideration, it can be cancelled by agreement with participants, but it is better to set dates than to try and add dates part way through the year.
17. To better control the work of the Board it is proposed to create a forward plan whereby officers and Directors who wish to raise an issue for consideration

are able to see where this might best fit to allow for proper consideration. A number of items of business are reoccurring and these can be placed appropriately so that officers can understand the deadlines by which reports must be ready. There should be no last minute additions except in exceptional circumstances.

18. It is proposed that the number of standing items on the agenda is increased to include regular reports from Sub-Committees on the work done and the decisions taken. This should include both a financial report and one on the performance of the JMB against agreed targets. Whilst both items are the concern of Sub-Committees, Directors should be aware of both areas of work.

General Meetings

19. It is proposed to increase the number of General Meetings to two per annum, one of which will be the Annual General Meeting. The additional meeting should be held every March/April and will enable the JMB to set out its agreed budget and its aims and objectives for the year. The meeting should rotate annually to different community halls across the JMB to enable as many members as possible to attend. If the JMB wishes to consider proposals from TRAs then the meeting should be restricted to members only.

Sub-Committee Meetings

20. In addition to the areas considered above, it is proposed that the Sub-Committee structure should be amended so that attendance is restricted to members of the JMB and moves to a stable membership rather than allowing anyone to attend. By doing so the Board will be able to exercise better oversight.

Directors

21. The SOs strengthen the commitment of the JMBs Directors to good governance and underlines the behaviours expected of them to meet the standards set out in the Companies Act 2006 and the Nolan committee. It also makes explicit the need to sign the agreed governance forms on an annual basis.

Articles of Association

22. The final area in the SOs commits the JMB to reviewing its Articles of Association on a regular basis. It is suggested that this is every 5 years but the Board may feel that a more regular review (3 years?) is appropriate.

Consultation

23. Should the Board agree this paper then each TRA will be contacted for their views/input into the proposals with the results being presented to the Communication and Participation SCommittebefore being referred to the Board for final approval.

Community impact statement

24. A Community Impact Assessment (CIA) is a process designed to ensure that a policy, project or service does not discriminate against any disadvantaged or vulnerable people or environment and promotes equality.
25. The consideration of the introduction of SOs to improve the governance of

the JMB will impact the services provided by the JMB through better decision making by Directors and will positively benefit all parts of the community the JMB serves.

Resource implications

26. In order to fully support the governance framework as set out within this paper recognition is made of the additional duties being placed upon the officers of the JMB. At present the servicing and support of the governance framework falls to the senior officers who report to the Board/Sub-Committees. This is unsustainable in the long term as has been demonstrated by the issues that this paper seeks to address.
27. It is therefore proposed to create an additional post of Resident engagement and Governance Officer for the JMB. This post will be responsible for servicing all meetings of the Board and Sub-Committees thereby freeing up officer time to provide the required reports and information for each meeting. The post is referenced in the staffing report being considered elsewhere on the agenda.

Financial implications

28. The paper proposes the creation of an additional post to the staffing compliment of the JMB. The full cost of this will not be known until a full job description/person specification has been drafted, agreed and a job evaluation undertaken.
29. A brief search for similar roles indicates that the post might attract a salary in the region of £30-35,000 per annum.

APPENDICES

| No. | Title |
|------------|-----------------------|
| Appendix 1 | Draft Standing Orders |

AUDIT TRAIL

| | |
|---------------|--------------------|
| Lead Officer | Lee Page, Director |
| Report Author | Lee Page, Director |
| Version | |
| Dated | December 2022 |

APPENDIX 1

Leathermarket JMB Board Standing Orders

Board Meetings

- 1.1 A timetable for future Board meetings shall be prepared annually following the Annual General Meeting (AGM) of Leathermarket JMB. The timetable shall include the Board meeting immediately following the AGM at which time the agenda shall include the election of Board officers and approval of the meeting timetable.
- 1.2 There is no requirement to hold a minimum number of Board meetings in any year (paragraph 25). The Board has agreed that it will meet a minimum of six times per annum. This number was agreed at the Board meeting of xx/xx/2022. Any change to this number will be recorded in the minutes of the company.
- 1.3 The company's Articles state that a minimum of 7 days' notice of each meeting will be given to Directors of the company (paragraph 25.3). Such notice period shall exclude the day of the meeting and the day of agenda dispatch. Any papers for Board consideration shall be dispatched at the same time as the notice calling the meeting. All Board papers will be sent at the same time.
- 1.4 Papers tabled at the meeting will only be considered in exceptional circumstances.
- 1.5 Any Other Business will only consider items of an urgent nature which have occurred since the dispatch of the agenda set for the meeting.
- 1.6 All papers will be taken as read at the meeting and will be succinct and to the point clearly setting out the issue under discussion and the recommended decision required of the Board.
- 1.7 All Board meetings shall have provision for Directors to attend remotely.
- 1.8 Every Agenda shall include the following standing items
 - Declaration of Interest
 - Approval of the minutes of the previous meeting
 - A report from each Sub-Committee which has met since the last Board meeting
 - A financial report showing expenditure against the agreed budget and any known commitments
 - Key Performance Information
- 1.6 The Board shall establish a forward plan setting out the items for consideration by the Board. The forward plan will be kept and administered by the Company Secretary.
- 1.7 Additional items for Board consideration may be requested by any Sub-Committee or recognised TRA within the company's Area of Benefit. The addition of any item to the Board's forward plan shall be at the discretion of the Chair and Secretary of the company.
- 1.8 All agenda sets will be published on the Company's website once agreed by the meeting Chair/Secretary and at the same time that papers are dispatched electronically to Directors/Sub-Committee Members

General Meetings

- 2.1 Under the Articles of the JMB the requirement for General Meetings is one per annum to be known as the Annual General Meeting (paragraph 10 of the Articles of Association). The Agenda for the AGM is set out in paragraph 10.3).
- 2.2 As a matter of good practice the Board agreed at the meeting of 11/01/2023 that an additional General Meeting shall be held every year in the March preceding the AGM. The agenda for this meeting will be agreed by the Board prior to the distribution of the notice calling the meeting.

Sub-Committees

- 3.1 The JMB has agreed to delegate authority to a range of Sub-Committees. The agreed Sub-Committees are:
 - Staffing
 - Major Works
 - Home Ownership
 - Finance
 - Communication & Participation
 - Performance
- 3.2 Each Sub-Committee shall have Terms of Reference which are agreed by the Board. The Terms of Reference shall include details of the delegated authority, membership and the frequency of meetings.
- 3.3 Each Sub-Committee shall be chaired by a Director of the Company and membership will be by invitation only. Two Directors will be appointed to each Sub-Committee and each TRA shall be invited to nominate one person to each Sub-Committee.
- 3.4 Each Sub-Committee will report to Board on any decisions taken under their delegated authority

Directors

- 4.1 The JMB will work with all TRAs to try and ensure that the nominated Directors reflect the communities we serve with regard to:
 - Age
 - Gender
 - Ethnicity
- 4.2 All Directors are expected to
 - act in the best interests of the Company
 - be involved in the major decisions and to take decisions jointly with other Directors
 - not to benefit from their role as Company Directors
- 4.3 All Directors must sign the following documents on an annual basis
 - Directors Contract
 - Declaration of Interest

- Code of Confidentiality
 - Anti-Bribery policy
- 4.4 All Directors are expected to use their independent judgement, comply with the requirements of the Companies Act 2006 and to:
- Question intelligently
 - Debate constructively
 - Challenge rigorously
 - Decide dispassionately
- 4.5 All Directors must adhere to Nolan’s seven principles of public life and act with:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership

Articles of Association

- 5.1 The Board will formally review its Articles of Association at least once every five years to ensure that they remain fit for purpose and comply with current legislation.
- 5.2 Any review of the Articles will be undertaken through engagement with company members and recognised Tenants and residents Associations (TRAs) within the company’s Area of Benefit.

Appendix 2 Indicative to be revised.

Leathermarket JMB Meeting Dates 2023

| JMB Board Meeting – 6pm | | Chair: |
|---|------------------------------------|-----------------------------------|
| Date of Meeting | Agenda Dispatch | Agenda Setting |
| Wednesday 11 th January | Wednesday 4 th January | Wednesday 4 th January |
| Wednesday 16 th February | Tuesday 9 th February | Monday 8 th February |
| Wednesday 29 th March (budget setting) | Tuesday 21 st March | Monday 20 th March |
| Wednesday 24 th May | Tuesday 16 th May | Monday 15 th May |
| Wednesday 26 th July | Tuesday 25 th July | Monday 24 th July |
| Wednesday 27 th September (Audited Accounts) | Tuesday 19 th September | Monday 18 th September |
| Wednesday 22 nd November | Tuesday 14 th November | Monday 13 th November |

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| Finance Sub-Committee – 5.30pm | | Chair: |
| Monday 23 rd January | Friday 13 th January | Thursday 12 th January |
| Monday 13 th March (draft budget) | Friday 3 rd March | Thursday 2 nd March |
| Monday 22 nd May | Friday 12 th May | Thursday 11 th May |
| Monday 10 th July | Friday 30 th June | Thursday 29 th June |
| Monday 4 th September (draft accounts) | Friday 25 th August | Thursday 24 th August |
| Monday 6 th November | Friday 27 th October | Thursday 26 th October |
| Performance Sub-Committee – 6.30pm | | Chair: |
| Wednesday 8 th February | Friday 20 th Jan | Monday 16 th January |
| Wednesday 22 nd March | Tuesday 14 th March | Monday 13 th March |
| Wednesday 17 th May | Tuesday 9 th March | Monday 8 th March |
| Wednesday 19 th July | Tuesday 11 th July | Monday 10 th July |
| Wednesday 20 th September | Tuesday 12 th September | Monday 11 th September |
| Wednesday 15 th November | Tuesday 7 th November | Monday 6 th November |
| Staffing Sub-Committee – 5.30pm | | Chair: |
| Tuesday 21 st February | Monday 13 th February | Friday 10 th February |
| Tuesday 18 th April | Monday 10 th April | Friday 7 th April |
| Tuesday 20 th June | Monday 12 th June | Friday 9 th June |
| Tuesday 15 th August | Monday 7 th August | Friday 4 th August |
| Tuesday 17 th October | Monday 9 th August | Friday 6 th August |
| Tuesday 12 th December | Monday 4 th December | Friday 1 st December |
| Major Works Sub-Committee – 5.30pm | | Chair: |
| Tuesday 7 th February | Monday 30 th January | Friday 27 th January |
| Tuesday 4 th April | Monday 27 th March | Friday 24 th March |
| Tuesday 6 th June | Monday 29 th May | Friday 26 th May |
| Tuesday 1 st August | Monday 24 th July | Friday 21 st July |
| Tuesday 3 rd October | Monday 25 th September | Friday 22 nd September |
| Tuesday 5 th December | Monday 27 th November | Friday 24 th November |
| Communications & Participation Sub-Committee - 5.30pm | | Chair: |
| Thursday 19 th January | Wednesday 11 th January | Tuesday 10 th January |
| Thursday 16 th March | Wednesday 8 th March | Tuesday 7 th March |
| Thursday 18 th May | Wednesday 10 th May | Tuesday 9 th May |
| Thursday 20 th July | Wednesday 12 th July | Tuesday 11 th July |
| Thursday 21 st September | Wednesday 13 th September | Tuesday 12 th September |
| Thursday 16 th November | Wednesday 8 th November | Tuesday 7 th February |
| Homeowner Sub-Committee – 5.30pm | | Chair: |
| Monday 16 th January | Friday 6 th January | Thursday 5 th January |
| Monday 20 th March | Friday 10 th March | Thursday 9 th March |
| Monday 15 th May | Friday 5 th May | Thursday 4 th May |
| Monday 17 th July | Friday 7 th July | Thursday 6 th July |
| Monday 18 th September | Friday 8 th September | Thursday 7 th September |
| Monday 20 th November | Friday 10 th November | Thursday 19 th November |
| General Meeting | | Annual General Meeting |
| Thursday 13 th April 2023 | | Thursday 5 th October 2023 |
| CBS – 6.30pm | | Director away day (s) |
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Forward Plan 2023

| Board Meeting | Item | Responsible Officer/Director |
|---------------------------------|-----------------------------------|------------------------------|
| 11 th January 2023 | | |
| | Staffing Review | Andy Bates |
| | Board Standing Orders | Lee Page |
| | TRA Accreditation | Lee Page |
| | Lawson Phase 2 works | Wayne McAllister |
| 16 th February 2023 | | |
| | Constitution and General meeting | Andy Bates |
| | Resident Engagement Strategy | Andy Bates |
| 15 th March 2023 | | |
| | Budget 2023/24 | Berni McEwan |
| | Major Works programme | Wayne McAllister |
| | Cleaning & planned communal works | Dan White |
| | Building Safety Update | Andy Bates |
| 17 th May 2023 | | |
| | Homeowner- service standards | Jennifer Dawn |
| | | |
| 12 th July 2023 | | |
| | Responsive Repairs | |
| | Technology to enhance services | Naz Hussain |
| | AGM arrangements | Andy bates |
| 27 th September 2023 | | |
| | Audited Accounts | Berni McEwan |
| | Surplus allocation | Berni McEwan |
| 22 nd November 2023 | | |
| | Meeting Dates 2024 | Andy Bates |
| | Election of Board Officers | Chair/TMI Officer |
| | Staffing Review Update | Andy Bates |
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