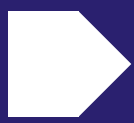
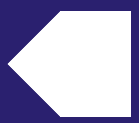


# CHAIR OF THE BOARD

## RECRUITMENT PACK







# WELCOME

**Thank you for your interest in the Chair of the Board role at Railway Housing Association. Railway is an organisation with a unique and proud history, established in 1919 as part of the Homes Fit for Heroes campaign, we are keen to recruit a Chair that will support Railway in delivering an even brighter future.**

We are very proud of our heritage and retain our charitable status whilst being committed to the future provision of accessible homes and services to meet housing need. This is an exciting time to take on a key leadership role at Railway as we set out to deliver our current plan “On the Right Track” which is focused on ensuring good governance arrangements, ongoing regulatory compliance and ensuring that we deliver an excellent resident experience. With a committed board and a new executive team, much progress has been made in the past twelve months and as our current Chair’s term of office comes to an end, we are looking for an individual who can support effective governance and develop a new strategy going forward that will deliver an even brighter future

More information about the role, the time commitment and our structure is available in this pack. As a starting point, it is vitally important that any candidate for the Chair role embodies values which align with our own. For Railway this means a genuinely collaborative, people focused style and approach. We also need a Chair who can bring regulatory awareness, ideally within the social housing sector, good governance skills and the ability to facilitate the board making sound, well evidenced strategic choices. It is important that candidates recognise the importance of smaller housing providers within the sector and are focused on real, meaningful and responsive community and customer engagement. We are keen that Railway continues to be a real voice in the sector and this will require the Chair to undertake some ambassadorial and networking activity. An understanding of older people’s housing provision and the North East region is desirable but not essential.



Our Chair role is more than simply chairing meetings, our successful candidate will lead the board collectively, bring some innovative thinking to the organisation and as part of our team, work in partnership with our Directors and our new executive team, providing the right balance of challenge and support with strong governance at the heart of everything.

The pack gives an overview of some of our key work and our “on the right track” plan goes into greater detail about this. We think now is a really exciting time to join us and we know the Chair position is a rewarding role, one where you can use your skills and experience and have a clear line of sight on the impact. I would like to wish you every success in your application.

**Anthony Bell**  
Chair of Remuneration  
and Governance Committee





# ABOUT RAILWAY HOUSING ASSOCIATION

Established as part of the Homes Fit for Heroes campaign in 1919, Railway Housing Association & Benefit Fund is a registered charity (reg.no.1188450) and Registered Social Landlord (reg.no. A1855); regulated by the Regulator of Social Housing (RSH) and the Charity Commission.

Railway owns over 1,620 homes for rent, lease and shared ownership, located in 20 local authority areas in the North East, Yorkshire and in Hereford. This wide geographic spread means that Railway's biggest challenges are ensuring that we provide an equitable service to all and establishing a presence within the local community. Aligned to our North Eastern Railway routes, the areas in which Railway has a significant presence are Doncaster, Hull, Leeds, York, Darlington & Durham County. We specialise in the provision of rented accommodation for older people. However, we also have general needs properties, mainly in Darlington and York.

Railway employs 35 colleagues. The majority of which, work from our Maple House office in Darlington, with our remaining colleagues being based in our communities providing local housing services.

We are currently working to our delivery plan "On the Right Track" which sets out a clear foundation for the development of a longer term strategy for Railway from 2025 onwards.



## OUR RESIDENT EXPERIENCE

To provide an outstanding resident experience, reflecting our residents needs and aspirations.



## OUR HOMES

To provide safe, affordable and energy efficient properties that residents are proud to call home.



## OUR ORGANISATION

To be a well governed, financially strong and digitally enabled organisation.



## OUR PEOPLE

To create a high performing, resident focused culture that attracts and retains talented colleagues.

## OUR MISSION

To be the country's best small housing provider

## OUR VALUES

- To be:
- ▲ Caring
  - ▲ Fair
  - ▲ Efficient
  - ▲ Open
  - ▲ Trustworthy

Our On the Right Track delivery plan incorporates a review of values and behaviours and we will be developing new values as a result of this work in 2024/25.

## OUR BEHAVIOURS

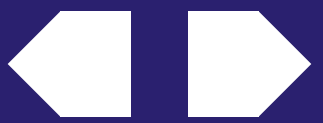
We will listen, be courteous, respectful, friendly, helpful, honest, patient, positive, and do what we say we will do to the best of our ability.

More details about what we are seeking to do and associated success measures can be found here:

 [VIEW: ON THE RIGHT TRACK](#)







# OUR GOVERNANCE ARRANGEMENTS

Railway currently has a board of nine Director members. We aim to have a balanced board which reflects a wide range of skills, knowledge, competency and experience to ensure appropriate oversight of the business.

Details of our current Directors can be found here:

 [VIEW: MEET THE BOARD](#)

The terms of reference for the board are set out at the end of this pack and this remit is supported by two committees within the governance structure:

- Audit Committee
- Remuneration and Governance Committee

Railway is also establishing a Resident's Committee which will join the governance structure over the coming months.

## EXECUTIVE TEAM

**Matt Sugden**  
Chief Executive

Matt is our Chief Executive Officer. He joined Railway Housing Association in April 2023 from Accent Housing, where he previously worked in a national role as executive director of governance and strategy, holding responsibility for a range of corporate services including strategy, organisational culture, communications, customer insight, governance, procurement, legal and regulatory services. Originally from Yorkshire, the former solicitor has held several executive and non-executive roles within the social housing sector. Matt is passionate about improving the services that Railway Housing Association delivers to our residents, a key commitment of our new On the Right Track delivery plan. Matt has overall responsibility for ensuring Railway Housing Association is legal, safe and compliant.



**Joanne Watson**  
Chief Finance Officer

Jo is our Chief Finance Officer, with responsibility for financial operations and strategic planning, as well as overseeing ICT, treasury management, risk management, value for money and procurement. Jo joined Railway Housing Association in February 2009 from Teesdale District Council, where she was Chief Finance Officer, having worked in a range of finance and accountancy roles there for 20 years.



A member of the Chartered Institute of Public Finance and Accountancy (CIPFA), Jo is deeply committed making the best use of our resources to improve performance and provide excellent services for residents, while ensuring the association's continued viability. Jo is also a board member for a small local housing association.

**Chris Marshall**  
Chief Operating Officer

Chris is our Chief Operating Officer. He joined Railway Housing Association in February 2024 from Thirteen Housing Group, where Chris had responsibility for the delivery and development of the housing management, income, anti-social behaviour, neighbourhood management, leasehold, student and market rented accommodation.



Chris has held several positions in housing associations across the North East, with his career originally starting 22 years ago as an apprentice within a resident involvement setting. Chris also holds a non-executive position as Chair of Governance and Remuneration for a North East based charitable organisation. He has a particular passion around diversity and inclusion and ensuring that residents' voices are heard across the organisation.

Chris leads the team managing our asset portfolio, repairs and maintenance, planned maintenance, housing management and customer services.





# ABOUT THE ROLE AND WHAT IT CAN OFFER YOU

On the following pages, you will find details of the role and the selection process to assist you in completing and tailoring your application. We encourage applications from a diverse range of people helping us to be representative of the communities we serve. Our board is currently underrepresented of our community base in relation to gender, age, sexuality and those who consider themselves to have a disability.

We encourage applications from a diverse range of people helping us to be representative of the communities we serve

## CHAIR OF THE BOARD ROLE PROFILE

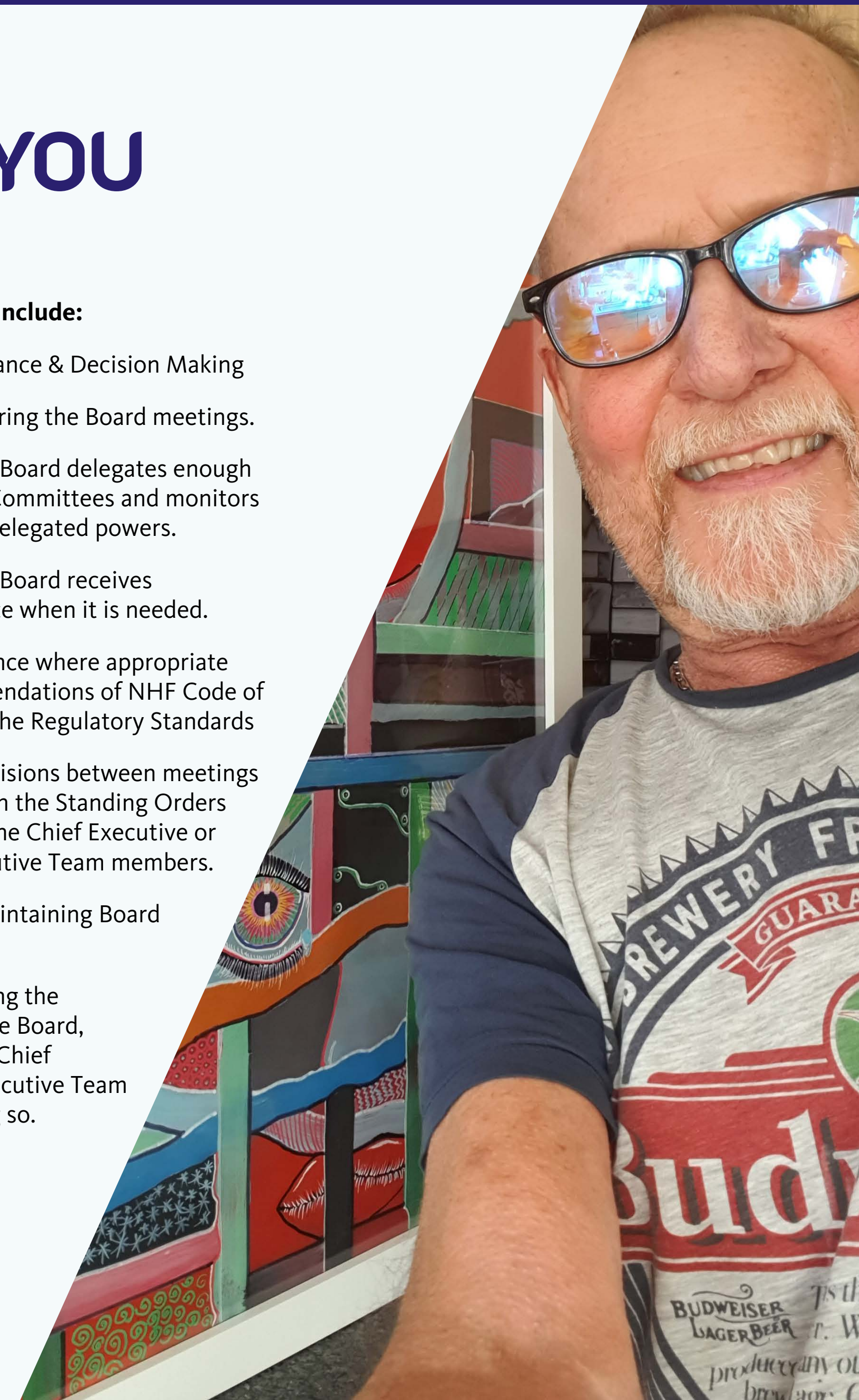
### The responsibilities of the Chair include:

- Lead the Board and be responsible for its overall effectiveness;
- Ensure the Association's statutory and regulatory obligations are being fulfilled;
- Ensure that the Board and Committees operate within their rules and objectives;
- Support the Board to take a strategic and generative approach to the Association's ambitions;
- Ensure that the governance arrangements are effective, and meetings are effectively chaired;
- Ensure the Association's commitment to diversity is reflected in its governance arrangements;
- Develop the knowledge and capability of the Board and plan for succession;

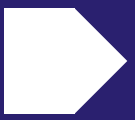
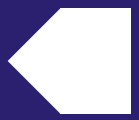
- Ensure regular reviews of the performance of each Board Member and the Board as a whole;
- Ensure mechanisms are in place for regular communication with and feedback from the Board;
- Ensure that there is appropriate accountability to the Board from the Executive Team;
- Provide support and guidance to the Chief Executive;
- Ensure that Board agendas, papers and work plans are clear and relevant;
- Establish and build an effective and constructive working relationship with Board Members, Executives and other stakeholders;
- Appraise the performance of the Chief Executive.

### Specific duties will include:

- Planning, Governance & Decision Making
- Planning and chairing the Board meetings.
- Ensuring that the Board delegates enough authority to any Committees and monitors the use of these delegated powers.
- Ensuring that the Board receives professional advice when it is needed.
- Ensuring compliance where appropriate with the recommendations of NHF Code of Governance and the Regulatory Standards
- Taking urgent decisions between meetings in accordance with the Standing Orders on the advice of the Chief Executive or appropriate Executive Team members.
- Establishing & Maintaining Board Performance
- Regularly reviewing the composition of the Board, working with the Chief Executive and Executive Team members in doing so.







# EXPECTATIONS

## WHAT RAILWAY EXPECTS FROM ALL DIRECTORS

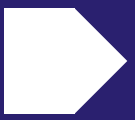
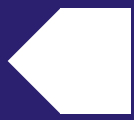
1. To uphold the values and objectives of the Association.
2. To uphold the Association's core policies including those for equality and diversity.
3. To prepare for and attend meetings as set out in the requirements of each role.
4. To participate in meetings, contributing expertise where applicable.
5. To contribute and share responsibility for the board's decisions.
6. To prepare for and attend training sessions or other events.
7. To attend and prepare for reviews linked to individual performance and that of the board and its committees.
8. To represent the Association as appropriate.
9. To ask for training where it is needed.
10. To declare any relevant interest.
11. To respect confidentiality of information, and
12. To uphold the Code of Governance and Code of Conduct.

## WHAT ALL DIRECTORS CAN EXPECT FROM RAILWAY

1. Induction and other specialist training, as appropriate, to enhance the skills of all members.
2. Support of the Directors and executive team.
3. Remuneration as set out below.
4. Access to the Directors portal 'virtual boardroom' which contains the key documents of our business.
5. Planned notification of the annual meeting schedule.
6. Agendas and meeting papers circulated in advance of meetings.
7. Access to publications and literature relating to the social housing sector and board membership.
8. Access to Chair forums through the National Housing Federation, Northern Housing Consortium and Placeshapers.







# REMUNERATION

The post will be remunerated at £4,500 per annum (which includes expenses). This is subject to Charity Commission approval which is currently in progress.

The successful candidate will be asked to sign an Agreement for Services.

## INDUCTION

The successful candidate will be supported through our induction process which takes place during the first six months of appointment. This will be tailored around the individual and will involve visits to Railway Housing schemes, engaging with residents and colleagues.

The time commitment for the role is around 2-3 days per month

## TIME COMMITMENT AND MEETING SCHEDULE

There are typically six board meetings each year and although the Chair is not a standing member of any of the committees they may be required to attend some meetings of the Remuneration & Governance Committee in certain circumstances to present the Chief Executive's appraisal or discuss succession planning for the board and committees. Board meetings are held in person at our Maple House office in Darlington, all committee meetings are held virtually.

There are also two, in person, board and committee strategy days annually and there are likely to be ad hoc events, training and working groups, as well as regular meetings and check-ins with the Chief Executive, the Regulator of Social Housing and other board members. In addition, there are annual board member appraisals, meetings with committee chairs from time to time, residents' events and networking events with key stakeholders. We also ask all our board members to spend time keeping up to date with what is going on within Railway and the wider housing sector and provide you access to information to help you do this.

We estimate that the time commitment for the role is around 2-3 days per month. This is likely to feel more intensive during the initial induction period, and during board member recruitment campaigns, and includes preparation time and pre meetings with the Chief Executive for board meetings.

Board meetings are generally held in person, at our office in Darlington starting at 9.30am, usually finishing no later than 12.30pm. Other commitments in relation to the Chair role can be undertaken flexibly, using a mix of in person, hybrid and virtual attendance.

The board meeting schedule for 2024 is below, with dates for 2025 to be finalised:

Year (2024)	
7th February	Board Meeting
6th March	On The Right Track delivery plan launch away day with the Railway colleagues & the board
20th March	Board Meeting
12th June	Board Meeting
4th September	Board Meeting
18th September	Board and Exec Team Strategy Away Day
27th November	Board Meeting

## TENURE

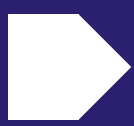
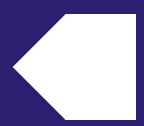
All appointments have a term of office in line with the National Housing Federation Code of Governance, 2020. This is subject to satisfactory performance which is evaluated through an annual non-executive appraisal process.

## INSURANCE

Director and Officer insurance cover is in place.







# HOW TO APPLY FOR THE POSITION

## TO APPLY YOU SHOULD SUBMIT

- An **up to date CV**
- Provide a **statement** that explains why you are interested in the role, details how you are a good candidate and how you fulfil the skills requirement. We recommend your statement is no longer than three pages. Please indicate on your supporting statement if you cannot attend the interview date.
- A fully completed **declarations & fit and proper person's** form – please ensure that you complete every page

It would help us if you would also complete an **equalities monitoring** form. This is not mandatory but will help us monitor our commitment to equality and diversity.

Application documents should be emailed to a.lomax@ntp.uk.com by **no later than 5pm on 8 July 2024**. Late applications will not be accepted. Your application will be acknowledged within 48 hours of receipt. Please contact Angela Lomax at DTP if you have not heard from us within that time.



**EMAIL: ANGELA LOMAX**

## WHAT HAPPENS NEXT?

All applications will be considered and assessed against the requirements of the role profile in order to shortlist candidates. If you have been successful at this stage, DTP will contact you to invite you to attend the selection day. If you are unsuccessful at this stage you will be offered feedback.

Successful shortlisted candidates will be invited to a section day to be held on **24 July 2024 in Darlington**. The selection day will comprise:

- You will be asked to prepare a **short verbal presentation** on a topic you will be advised on in advance and will present this ahead of a formal interview with a panel, comprising Matt Lewer, Member of the Remuneration and Governance Committee; Anthony Bell, Chair of the Remuneration and Governance Committee. In attendance as observers will be Matt Sugden, Chief Executive, and Angela Lomax, consultant.
- You will also have **two structured discussion sessions**; one with a small panel of Railway residents and the other with a small group of Railway colleagues.

## INFORMAL DISCUSSION

If you would like to know a bit more and would like an informal chat about these roles, please contact:

- **Angela Lomax** at DTP:  
Tel: **07702 213809**  
Email: a.lomax@ntp.uk.com



**EMAIL: ANGELA LOMAX**

- **Matt Sugden**, Chief Executive at Railway  
Tel: **07530 880723**  
Email: msugden@railwayha.co.uk



**EMAIL: MATT SUDGEN**

- **Chris Fawcett**, Chair of the Board, via Karen West (PA to the CEO at Railway)  
Tel: **07860 504085**  
Email: kwest@railwayha.co.uk



**EMAIL: KAREN WEST**

## APPLICANT CRITERIA

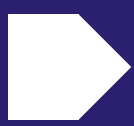
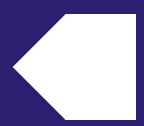
We are unable to accept applications from candidates who are ineligible to serve as a Director. This is detailed on the form we have sent to you and includes individuals who:

- Are disqualified from acting as a Director under the Sec 72 of the Charities Act 1993, by virtue of:
  - Having been convicted at any time of any offence involving deception or dishonesty
  - (unless the conviction is legally regarded as spent)
  - Being an un-discharged bankrupt
  - Having made composition with creditors and not been discharged.
  - Being at any time removed by the Commissioners or the court from being a trustee because of misconduct
  - Being disqualified from being a company director.
  - Being subject to an order under S429 (2) (b) of the Insolvency Act 1986.

- Are unable to comply with our Code of Conduct and/or have made a declaration of any actual or potential conflict of interest affecting them, members of their family and businesses or other companies which they are associated or closely connected. This includes any matters that could be perceived as a conflict of interest.







# THE BOARD TERMS OF REFERENCE

## PURPOSE

- To play an active leadership and governance role within the Association setting the strategic direction of the business to support the overall Association mission.
- To make best use of the Association's resources to provide good quality, desirable and affordable homes for residents in need of housing.
- Doing so in a way which is consistent with the Association's values, ensuring that risk is managed and obligations to residents, regulators and stakeholders are understood and met.

## SCOPE

The Board will be the governing board for the Association.

## MAIN DUTIES

- Lead the Association in pursuit of its social mission, setting, reviewing and reaffirming the Association's mission and values.
- Ensure that the needs and safety of the organisation's current and future residents are placed at the heart of the board's decision-making
- Demonstrate a clear and active commitment to achieve equality of opportunity, diversity and inclusion in all of the Association's activities, as well as in its own composition.
- Regularly review and reaffirm the culture and behaviours of the Association that will best enable the Association to deliver its mission and values.
- Ensure the Association's statutory and regulatory obligations are being fulfilled;
- Ensure that the Association operates within its Constitution and objectives;
- Safeguard the Association's long-term financial viability and going concern status;
- Set the strategic plans and ambitions for the Association and monitor performance against them;
- Approve the Association's Financial Statements and Annual Report;
- Approve benefit structures and colleague terms and conditions;
- Set the Association's risk appetite levels;
- Ensure external and internal risk factors that impact the Association are identified and ensure strategies are in place to manage those risks;
- Ensure that appropriate controls are in place to protect the organisation, colleagues and customers;
- Ensure that there are effective accountability and delegation structures in place;
- Ensure that any conflicts of interest are appropriately managed as set out in the Standing Orders;
- Promote the highest standards of governance for the Association, including compliance with the NHF Code of Governance where applicable;
- Receive information on and monitor health and safety performance
- Receive information and act upon resident insight, scrutiny and feedback;
- Ensure there are performance monitoring structures in place;
- Appoint and remove the Chief Executive;
- Create task and finish groups to look at specialist areas;
- Appoint Internal and External Auditors; and
- Appoint specialist advisors when required.

## COMPOSITION

The Board will have a membership of between 5 and 12 which reflects a range of skills, expertise and diversity. Board Members will be remunerated and will sign a contract for services. The Board will co-opt members as necessary to fill any gaps of skill or expertise.

## OFFICE HOLDERS

The Board will appoint a Chair and a Vice Chair and other officers.

## CONFLICTS OF INTEREST

Board Member must not put themselves in a position where their duties as a Board Member conflict with personal interests they may have.

All Board Members are expected to comply with the conflicts of interest protocols outlined in the Standing Orders.

## QUORUM

The quorum for the Board will be not be less than four Board Members or half of the total number of Board Members, whichever is lower. In the absence of the Chair the Vice Chair or another Board Member will chair the meeting.

## FREQUENCY OF MEETINGS

The Board will meet formally at least 4 times a year or more often if required, as well as meeting for discussion and away days as required.

## ADMINISTRATION

The agenda for meetings together with written reports will be distributed 7 days before the meeting.

All papers, minutes and decisions will make clear if any conflicts of interest are relevant or evident.

Meetings of the Board can be held digitally.

Minutes of the meeting shall be presented to the next Board.

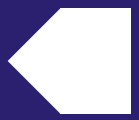
## REVIEW

The Board is responsible for improvements and amendments to its terms of reference and for reviewing its effectiveness / performance every year.

There will be a formal review every two years.







# CONTACT US

Railway Housing Association, Maple House, 11 Tillage Green, Westpark Village, DL2 2GL

Tel: 0800 0287428

Email: [info@railwayha.co.uk](mailto:info@railwayha.co.uk)



VISIT: WEBSITE

✉ [www.x.com/railwayha](http://www.x.com/railwayha)

f [www.facebook.com/railwayhousingassociation](http://www.facebook.com/railwayhousingassociation)

in [www.linkedin.com/company/railway-housing-association/](http://www.linkedin.com/company/railway-housing-association/)

Registered Social Landlord: A1855

Registered Charity: 1188450

Member of the Housing Ombudsman Service

