

## Board Terms of Reference

### 1.0 Purpose

1.1 The Board of The Community Housing Group Limited (**the Board**) (**Community Housing**) determines the strategic context and environment for the organisation. It is responsible for the overall direction and strategy, the protection and promotion of the interests of the residents and communities it serves, whilst safeguarding public and investment in social housing, controlling risk and maintaining public trust in the sector, specifically:

- It sets and actively drives the organisation's social purpose, mission and values and through these embeds within the organisation resident focus, inclusion, integrity, openness and accountability.
- Sets ambitious plans and strategies to enable the organisation to fulfil its social purpose and remain viable and sustainable and exercises demonstrable and effective oversight of their delivery.
- Ensures its membership is skilled and diverse and undertakes regular reviews of its collective and individual performance and effectiveness and compliance with its chosen governance code.
- Actively manages the risks faced by the organisation and obtains assurance that controls are effective, plans and compliance obligations are being delivered and that the organisation is financially viable.

### 2.0 Responsibilities and Powers

#### Specific

#### 2.1 Mission

- Setting the organisations mission, vision and values and reviews and regularly reaffirming their relevance.

#### 2.2 Resident Focus

- Ensuring the needs and safety of current and future residents and other customers are placed at the heart of its decision making.
- Agreeing policies and frameworks to enable and encourage customer engagement and customer influence and contribution to decision making.



- Monitoring the views and needs of the organisation's residents and customers, including their concerns and complaints, and using this insight to inform decisions.
- Agreeing policies which reflect that the safety of residents and other customers (as well as that of the workforce and the wider public) and seeking regular assurance on their operation.

### **3.0 Equality Diversity and Inclusion**

- Demonstrating a clear and active commitment to achieving equality of opportunity, diversity and inclusion in all of the organisation's activities and its own composition and obtaining regular assurance that these commitments are being delivered.

### **4.0 Culture**

- Defining the culture and behaviours that best enable the organisation to deliver its mission and values and seeking regular assurance that the desired culture and behaviours are being enacted and are aligned to the mission and values.

### **5.0 Integrity**

- Ensuring high standards of probity and conduct.

### **6.0 Accountability**

- Operating openly and transparently and demonstrating accountability to stakeholders including residents, other customers, and partner and statutory bodies. In doing so have regard to the needs of the diverse groups and communities it serves.
- Enabling customers to independently scrutinise the work of Community Housing and hold it to account.
- Responding in a considered, open and transparent way to requests for information about its work and its decisions.
- Taking into account in its decision making, the importance of maintaining trust in the organisation and upholding its reputation.

### **7.0 Strategy, Resources and Plans**

- Setting the overall strategy in line with its charitable and community benefit purposes.
- Setting financially sustainable plans to deliver the strategy with specific reference to value for money, financial sustainability, carbon neutrality, environmental and social sustainability.



## **8.0 Structures**

- Ensuring organisational structures support the delivery of the organisations social purpose and support effective oversight of strategy and service delivery.
- Regularly reviewing structures and considering whether the organisation's purpose could be better served through changes in the organisational or staffing structures.

## **9.0 Working with Others**

- Considering whether and how active co-operation, collaboration and joint working or formal partnerships with others could enable it to deliver its social purpose and strategies more effectively.

## **10.0 Chair**

- Appointing an appropriately skilled Chair of the Board (**Chair**).

## **11.0 The Chief Executive**

- Appointing the Chief Executive with delegated authority to oversee and manage operational delivery of strategies set by the Board.
- Overseeing or delegating to an appropriate Committee oversight of the annual appraisal of the Chief Executive and Executive Team.

## **12.0 Workforce**

- Ensuring workforce policies and strategies support the success of the organisation and reflect its values and commitments to equality, diversity, and inclusion.
- Ensuring it has access to insight on the views and opinions of staff and their needs are understood and influence the decisions of the Board.
- Determining the strategy for remuneration of the workforce and ensuring it is aligned to the organisations size, complexity and values.
- Ensuring policies are in place for the safety and wellbeing of the workforce and their effectiveness is regularly reviewed.

## **13.0 Performance and compliance with relevant law**

- Ensuring active and regular oversight of the organisation's performance and assurance that the information it receives is accurate.



- Ensuring active and regular oversight of the organisation's compliance with relevant law and chosen Code of Governance.
- Monitor the operation and effectiveness of the organisation's corporate services, which are not covered by the remit of another committee and more specifically the Finance and IT departments.

#### **14.0 Health and Safety**

- Provide leadership on any matters related to the Health and Safety of Community Housing's customers and staff.
- Approving Community Housing's Health and Safety Policy and setting out the organisation's vision in relation to the Health and Safety of its staff and customers.

#### **15.0 Joint Ventures and Partnerships**

- Where these exist, ensuring that arrangements are in the best interests of Community Housing, properly documented and regularly reviewed.

#### **16.0 Essential Functions of the Board**

The essential functions and matters reserved for Board decision include:

- Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success.
- Establishing a culture that is positive, focused on the needs of current and future residents, other customers and other key stakeholders, and embeds equality, diversity and inclusion in the organisation.
- Ensuring the organisation operates effectively, efficiently and economically.
- Providing oversight, support, direction and constructive challenge to the organisation's chief executive and other executives.
- Appointing and, if necessary, dismissing the chief executive.
- Satisfying itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication.
- Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff.
- Establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance and reputation of the organisation.



- Holding to account the organisation's subsidiary boards, committees and senior staff for the exercise of any powers delegated to them.
- Overseeing the management and completion of any projects undertaken by the Community Housing which are considered by the Board as having major importance and impact on the delivery of the organisation's services and/or its direction of travel.
- Taking any other decisions as specifically detailed in Community Housing's Scheme of Delegations.

## **17.0 Board Composition**

- Ensuring Board Members have the attributes and time needed to govern effectively, and each Member exercises independent judgement in doing so.
- Regularly reviewing Board composition best suited to its needs.
- There is a dedicated senior Board Member (a Vice-Chair or senior independent director) with duties that include appraisal of the Chair and assisting the Chair to ensure the effectiveness of the Board.

## **18.0 Board Election, Selection and Succession**

- Ensuring the Board has a diverse membership with the collective skills and attributes needed to govern effectively.
- Prospective Board and Committee Members undergo an open and merit-based assessment process to establish their suitability.
- Ensuring the membership of Board and committees comprises people with diverse backgrounds and attributes, having regard to the diversity of the communities the organisation serves and in line with the organisation's stated commitments to equality, diversity and inclusion
- Ensuring people with direct lived experience of (or particular insight into) the communities served by the organisation
- Ensuring that Shareholders who are not Board Members are supported and informed to play their proper constitutional role in the organisation's governance and in particular in the election of Board Members.
- Annually publishing information about the appointment of new Board Members, and about the diversity, skills and attributes of all the Board Members.

## **19.0 Committees, Working Groups and Panels**

- Establishing Committees, Working Groups or Panels where it determines that they will enable it to exercise more effective scrutiny, control or oversight of particular areas of the organisation's activity.



- Ensuring each Committee has formally recorded terms of reference and reports regularly to the Board on its work and the exercise of any delegated authority.
- Determining Membership on the basis of the skills, attributes and diverse characteristics as determined by the Board.

## **20.0 Board Remuneration**

- Having an objective method for setting Board remuneration and that remuneration is in the best interests of the organisation and, permitted by law and aligned to the organisations size, complexity and purpose.
- Remuneration is regularly reviewed and disclosed in the accounts.

## **21.0 Tenure and Renewal**

- Ensuring Board tenure complies with the constitution and chosen Code of Governance and is managed to enable Community Housing to achieve an appropriately skilled, diverse and independent Board Membership.

## **22.0 Conduct of Business**

- Ensuring the business of the Board and its Committees is conducted efficiently

## **23.0 Board Performance, Review and Learning**

- The Board reviews and seeks to improve its performance

## **24.0 Member Appraisal**

- Agreeing and documenting a full, rigorous appraisal process for the Board and Committees and individual Members and ensuring that this is carried out at least every two years.

## **25.0 Audit and Risk**

- Ensuring that the Board has formal and transparent arrangements in place which enables the Board to ensure that the organisation is financially viable and has sound systems of control and an appropriate relationship with external auditors.
- Retaining ultimate responsibility for risk management, setting the risk appetite and ensuring appropriate arrangements are in place for its management.



## **26.0 Compliance**

- Retaining ultimate responsibility for compliance with legal, statutory, regulatory and constructional requirements
- Publishing an annual statement of compliance against its chosen governance code

## **27.0 Whistleblowing and Confidential Concerns**

- Ensuring there are clear and well published arrangements for Members and Staff and others associated with the organisation to raise confidential concerns

## **28.0 Appointment of Advisers**

- Appointing independent advisers as necessary to assist in the delivery of any duties within the Terms of Reference

## **29.0 General**

- All Board Members share collective responsibility for the decisions of the Board. Each Member shall act only in the interests of the Society.
- The Board must ensure it meets all statutory and regulatory obligations and that it conducts business within generally accepted standards of performance, probity and financial prudence.
- It must exercise its powers set out in the scheme of delegation within the Standing Orders
- The Board must ensure effective oversight of the work of any Subsidiary Boards, Committees, Working Groups and Panels and seek to engender positive working relationships.
- It shall review its performance and that of any Subsidiary Boards and Committees annually, identifying any skills gaps that require filling.
- It shall provide the Directors report in the annual accounts, comprising a review of operations in the year, an overall statement of accountability, an overview of its key responsibilities and statements covering its compliance with law and its regulatory bodies
- The Board has the right of access to all information it considers necessary to perform any of its functions.



## **30.0 Membership**

30.1 Membership of the Board will comprise of:

- Between 5 and 12 Board Members, appointed by the Board
- Maximum of 2 co-optees for a Board consisting of 12 members

30.2 The Chair will be a Board Member appointed by the Board

30.3 The following Members/Officers may attend by invitation:

- the Chief Executive of Community Housing
- Any Executive Directors of Community Housing
- Any Heads of Service of Community Housing
- Any other Officers whose attendance may be required by the Board from time to time.

## **31.0 Meetings**

- There will be a minimum of 4 Board meetings a year.
- Additional meetings may be called by the Chair, the Secretary or two Board Members writing to the Secretary detailing the business to be transacted.
- Meetings shall be convened by written notice together with the agenda for the meeting sent by post or e-mail to all Board Members not less than 7 working days before the date of the meeting. Only Members of the Board have the right to attend meetings and others who have been specifically invited to attend all or part of any meeting.
- Agendas and associated papers will be circulated to all Members electronically unless they have a medical exemption.
- The quorum will be a minimum of 3 Members.
- Meetings will be serviced by the Secretary.
- Draft Minutes will be produced by the designated minute secretary and agreed by the Chair within 7 working days of the meeting
- Apologies for absence should be notified to the Secretary in advance of the meeting. In the event of a Board Member being absent for two consecutive meetings, without prior agreement with the Chair, they will be deemed to have vacated their office and will be notified in writing by the Secretary.





- Any Board Member may request special leave of absence, not exceeding three meetings, over a two-year period. Special leave of absence may be agreed by the Chair and reported to the next meeting of the Board. Member's attendance at meetings will be reported annually to the Board as part of the annual review of Board effectiveness.
- The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.
- In the absence of the Chair of any particular meeting, the role of the Chair will be taken by any other Member elected from those present at the meeting.
- The Chair of the Board will attend the Community Housing's AGM to answer any questions that may be raised by shareholders.

### 32.0 Urgency Procedures

- Where urgent decisions are needed between scheduled meetings, these will be dealt with by an Urgency Board comprising of the Chair and at least two Members of the Board, on the basis of a written report from the Secretary or, in their absence, one of the other Directors.
- The business of the Urgency Board may be dealt with at a meeting or electronically
- The report should clearly state, amongst other things, why the item concerned could not be brought to a scheduled Committee meeting.
- Any Urgency Board business should be reported to the Board at the next meeting and any consequent decision minuted accordingly.

### 33.0 Chair's Action

- Where it is essential for the effective operation of the Board, the Chair will have delegated authority to make decisions and commit expenditure on urgent matters between Board Meetings and outside of the Urgency Procedures (**Chair's Action**). The following process will operate when making decisions under the Chair's Action:
  - The Lead Director or most senior Executive available, will alert the Chair, or in their absence the Acting Chair, that an urgent matter has arisen on which a decision under Chair's Action must be taken. They will decide whether the matter requires an urgent decision under Chair's Action, or whether the Urgency Procedures should be used or by reference to the Committee as a whole, whether a full Board Meeting should be called.
  - The Chair, or in their absence the acting Chair, in consultation with the Lead Director or most senior Executive available will take all necessary decisions under the Chair's Action to fulfil the Boards responsibilities.



- The business conducted under Chair's Action may be conducted by way of meetings or electronically.
- Matters to be decided by Chair's Action will be set out in writing, with a clear recommendation, to be signed as approved and dated by the Chair or Acting Chair and be added to the Chair's Action register.
- All decisions made under Chair's Action must be reported at the next meeting of the Board. The report should clearly state, amongst other things, why the item concerned could not be brought to a scheduled Board meeting or dealt with under the Urgency Procedures. Any consequent decision of the Committee should be minuted accordingly. The use of Chair's Actions should also be reported by the Chair to the next Board Meeting.

### **34.0 Other Matters**

Board Members shall:

- Have access to sufficient resources and information necessary to enable them to carry out their duties.
- Be provided with appropriate and timely training and development necessary for the proper performance their duties.

### **35.0 Terms of Reference Review**

- The Terms of Reference will be reviewed by the Board annually as part of the annual Board self-evaluation or as and when amendments are required.

Approved by the Community Housing Board on 21<sup>st</sup> June 2023

