

TERMS OF REFERENCE	
Committee:	Board
Effective Date:	May 2022
Date Last Reviewed:	December 2021
Scheduled Review Date:	May 2024
Supersedes:	All previous Policies and/or Statements
Author:	CEO
Approved by:	Board

1. Membership and meetings

- The board will comprise twelve members including co-optees (Rule D2), with one-third retiring at each AGM.
- Members have the right to remain on the board for up to six years, comprising two terms of three years each. At the end of each term, board members are required to stand for re-election.
- Following a review of the NHF Code of Governance 2020, the board agreed on 25th March 2021 that after the end of the second term members have the right to be re-elected at the AGM for each consecutive year up to a maximum nine years.
- The board meetings are chaired by the Chair of the Association and, in the absence of the Chair, the meetings will be chaired by the Vice Chair.
- As agreed by the board, quorum will be five members, excluding co-optees (Rule D15).
- Any vacancies on the board will be filled by election at the AGM from candidates in line with its Rules.
- The Chief Executive and other Executives will normally be in attendance at meetings.
- Other officers can be requested to attend by the Chief Executive.
- The board shall formally meet at least five times per year.
- In addition, the board shall meet at least once annually separately to plan the future business of the Association, known as the 'away weekend'.

2. Responsibilities

The board shall have the following responsibilities:

- Set, regularly review and ensure compliance with the values, mission and strategic objectives of the Association, ensuring its long-term success.
- Review and set the Association's governance structures such as the role and terms of reference of committees, ensuring that they support the delivery of the Association's social purpose and strategic objectives.
- Seek regular assurance that the desired culture and behaviours are being enacted in practice in alignment with its mission and values.

- Establish a framework for approving strategies, policies and plans to achieve agreed corporate objectives and delegate from time to time authorities to committees and the Chief Executive, which shall not contravene reserved powers listed in section 3 below.
- Approve the annual budget, business and corporate plans, including annual KPI targets and the development strategy.
- Determine a strategy for remuneration of the workforce, with a recommendation from the People and Governance Committee if necessary, which is aligned to the Association's size and complexity and to its purpose and values.
- Approve any plans, strategies, policies and KPIs listed in the annual policies and procedures schedule, which are agreed upon as requiring approval by the board.
- Approve the Asset Management Strategy and seek assurance that the Association has up to date information about the housing stock condition, indicating that the condition meets agreed decent homes standards.
- Monitor the Association's performance in relation to agreed strategies, plans, the annual budget, policies, controls, KPIs and other decisions.
- Subject the Association's Business Plan to rigorous stress testing to understand how much stress the organisation can withstand and ensure plans are in place to deal with potential scenarios as they materialise.
- Establish and oversee systems of internal control, which are reviewed annually.
- Appoint (and, if necessary, remove) the External Auditor and Internal Auditor and approve the audit fee.
- Approve the annual Value for Money Strategy seeking assurance from the initial review carried out by the Audit & Risk Committee.
- Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity and good practice and obtain assurance that there is compliance with the Regulator of Social Housing's regulatory requirements and standards.
- Establish and oversee a framework for the identification, management and reporting of risk, in order to safeguard the assets of the Association, including risk appetites and tolerances and obtain assurance that where reviews of risk strategies are delegated to committees that these reviews are carried out and reported to the board via the Audit & Risk Committee.
- Seek assurance from the Audit and Risk Committee that the Risk Register reflects all the key risks faced by the Association and includes key controls and mitigations.
- Actively manage the risks faced by the Association and obtain robust assurance that controls are effective, that plans and compliance obligations are being delivered, and that the Association is financially viable.
- Make decisions on all matters which might create significant financial reputational or other risks to the Association, which raise material issues of principle.
- Satisfy itself with the integrity of financial information, review quarterly management accounts and approve each year's annual accounts prior to publication.
- Be responsible for managing significant financial risk and ensuring compliance with all loan and security covenants and financial requirements/golden rules.
- Approve the Asset and Liability Protocol/Policy and ensure that the Asset and Liability Register is maintained.
- Approve the appointment/use of contractors and consultants on an annual basis.
- To approve all Health and Safety policies and KPIs and, in so doing, obtain assurance that the Association complies with the requirements of all legislation relevant to ensuring the safety of the Association's residents and staff.
- To receive assurance at least four times a year that the Association complies with agreed Health and Safety policies and KPIs and relevant legislation.

- Establish and monitor a mechanism for communicating and receiving feedback from the Association's stakeholders and shareholders.
- Establish a strong working relationship with the Chief Executive and other senior staff.
- Appoint (and, if necessary, dismiss) the Chief Executive following agreed procedures and approve his or her salary, benefits, terms, and employment.
- At least once a year, have access to insight into staff views, such that their opinions and needs are understood and influence the board's decisions as appropriate.
- Satisfy itself that the Association is following the recommendations of the NHF Code of Governance and assess compliance each year and state as such in its review and accounts.
- Approve new housing developments as a result of receiving satisfactory assurance that the development meets the board's approval criteria.
- Receive development update reports that provide assurance that schemes are meeting the objectives agreed at the time of their approval and approve any subsequent changes to the scheme's nature, size, and financial cost.
- Follow the Association's Rules in appointing (and, if necessary, removing) the Chair of the board.
- Establish a code of conduct and monitor the behaviour of the board in compliance with the NHF Code of Conduct.
- Review the membership, performance and effectiveness of the Board and Committees on an annual basis.
- Approve applications for the shareholding membership of the Association.
- Establish ad hoc, time-limited Working Parties to examine matters that warrant such attention in more detail.
- Receive regular reports and the minutes of committee meetings from committee Chairs providing assurance arising from the monitoring and decisions taken at their committee meetings.
- Publish information annually about the Association's activities, performance and plans for future improvements, which is accessible to key stakeholders and covers the matters referred to in this code
- Take overall lead responsibility for implementing the Association's Environmental Sustainability Strategy.

3. Chair's delegated actions

- The Chair can take urgent decisions between meetings considering the advice of the Chief Executive and consulting with board members as appropriate.
- The Chair will report any urgent decisions taken to the next board meeting outlining the reason for the decision and those consulted.

4. The Committee Structure

The strategic governance activities of the board will be supported by a committee structure comprising:

- Audit and Risk Committee.
- Customer Experience Committee.
- People and Governance Committee.