



Terms of Reference

Committee	Board
Effective Date:	July 2019
Date Last Reviewed:	July 2019
Scheduled Review Date:	July 2021 or when new Codes of Governance are published by the NHF
Supersedes:	
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Approved by:	Board

1. Constitution and Membership

- 12 members including 2 co-optees (Rule D2), with one-third retiring at each AGM.
- Members have the right to stand for re-election up to a maximum of 3 times.
- As agreed by the Board, quorum will be 5 members excluding co-optees (Rule D15).
- Any vacancies on the Board will be filled by election by the Board from approved 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 six times per year.
- In addition, the Board shall meet at least once annually to plan the future business of the Association.

2. Responsibilities

The board shall have the following responsibilities:

- Define and ensure compliance with the values, mission and strategic objectives of the Association, ensuring its long-term success.
- Establish a framework for approving strategies, policies and plans to achieve those objectives and delegate from time to time authorities to committees and the Chief Executive which shall not contravene reserved powers listed in 3 below.
- Approve the annual budget, business and corporate plans including annual KPI targets and development strategy.
- Establish and oversee systems of internal control, which are reviewed annually.
- Monitor the Association's performance in relation to these strategies, plans, budget, controls, KPIs and decisions.



- Ensure compliance with the HCA Governance and Viability Standards.
- Satisfy itself as to the integrity of financial information and approve each year's accounts prior to publication.
- Establish and oversee a framework for the identification, management and reporting of risk, in order to safeguard the assets of the Association.
- Agree or ratify policies and decisions on all matters that might create significant financial or other risk to the Association or which raise material issues of principle.
- 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 and terms and employment.
- Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and HCA regulatory requirements and standards.
- Satisfy itself that the Association is following the recommendations of the NHF Code of Governance and state compliance and non-compliance in its review and accounts.
- Follow the Association's Rules in appointing (and, if necessary, removing) the Chair of the board.
- Establish a code of conduct and monitor the behavior for the board in compliance with the code.
- 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 in more detail matters which it considers warrant such attention.
- Receive and review minutes of each Committee meeting
- Receive annual verbal reports from Committee Chairs on the work of their Committee.
- Take appropriate professional advice.

3. Reserved Powers



In addition to the above, the Board will have the following reserved powers which will not be delegated to Executive staff or Committees:

- Expansion of the Association's operations into new activities or geographic areas.
 - Cessation of any material part of the Association's operation.
 - Approval of any loan funding for the Association.
 - Approval of the Association's annual accounts.
 - Approval of major capital projects such as new housing developments.
 - Ensuring compliance with the Governance and Viability Standards published by the Regulator of Social Housing
 - Changes to corporate structure, including the setting up of subsidiaries.
 - Appointments to the Boards of any subsidiaries.
 - Changes to the structure, size and composition of the Board.
 - Appointment or removal of any member of the Board including the company secretary.
 - Ensuring adequate succession planning for Board and senior management appointments.
 - Changes to the reserved powers for Board decision.
 - Approval of identified key policies, including a code of conduct for Board members.
 - Approval of resolutions to be put forward by the Board at a general meeting.
 - Any decision regarding conflicts of interest arising for individual Board members.
 - Approval of the terms of reference, membership and the Chairs of committees and working parties.

4. The Committee Structure

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

- Audit and Risk Committee.
- Operations Committee.
- Governance and Remuneration Committee.
- Treasury Management Committee

