



EAST MIDLANDS HOUSING GROUP BOARD

BOARD TERMS OF REFERENCE

Role of the Board

The Board of Management of the Group Board is responsible for the governance and strategic direction of the Association and its subsidiaries.

Members of the Board of Management are responsible to the Chair of the Board of Management.

These terms of reference should be read in conjunction with the Intra group agreements in place between emh Housing & Regeneration Ltd, emh Group and emh Care and Support Ltd; and emh Housing & Regeneration Ltd, emh Group and Midlands Rural Housing and Village Development Association Ltd.

The Board will actively promote Equality, Diversity and Inclusion to ensure that its work does not affect any groups unfavourably.

Membership

Membership will comprise of up to nine members (including co-optees) within those parameters, the size and composition of the Board shall be determined by the Board from time to time. The Chair and the Vice Chair position cannot be held by an employee of the Group.

Quorum

The quorum shall be 3 Members.

Frequency

The board shall meet at least ~~three~~ four times every calendar year and at least seven days written notice of the date and place of every meeting shall be given by the secretary to all board members and co-optees.

Core functions

1. To define and ensure compliance with the values, vision, mission and strategic objectives of the Group, ensuring its long-term success and ensuring these are set out in each annual report
2. To set long and short term strategic plans to achieve those objectives.
3. To set the culture of the Group ensuring that is positive, focussed on the needs of current and future residents, other customers, and key stakeholders, and embeds equality diversity and inclusion in the organisation
4. To hold to account the organisation's subsidiary boards, committees and senior staff for the exercise of any powers delegated to them.
5. To ensure compliance with ~~the~~ all Regulators' requirements and the Group's adopted Code of Governance
6. Ensure there are policies in place which reflect that the health and safety of residents and other customers, as well as that of the workforce and wider public is an overriding priority, seeking regular assurance on their operation

7. To approve each year's accounts prior to publication and to approve each year's budget
8. To control the overall effective operation of the Group in terms of its use of resources, financial viability and achievement of aims and objectives
9. To ensure the organisation operates effectively, efficiently and economically
10. To establish and oversee a risk management framework in order to safeguard the assets, compliance and reputation of the organisation.
11. To agree policies and make decisions on all matters that creates significant financial risk to the Group or affects the core business of the Group.
12. To monitor the Group's performance in relation to these plans, budget, controls and decisions and achievement of aims and objectives ensuring that value for money is achieved
13. To oversee a framework of delegation and systems of control, delegating powers to committees and the Group's staff.
14. To ensure the Group's affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety, and are in accordance with the Board Members Code of Conduct and Members' Deed of Agreement
15. To promote the Group's approach to Equality, Diversity and Inclusion strategies and policies and to have overall responsibility for its implementation and for monitoring its effectiveness throughout all its activities.
16. To promote corporate social responsibility including diversity, environmental and governance and issue assurance to stakeholders
17. To have responsibility and the power to direct the activities of the subsidiary associations and to satisfy itself and all group members are meeting statutory and regulatory requirements, and that their affairs are being conducted in accordance with generally accepted standards of performance, probity, financial prudence and good practice
18. To provide oversight, support, direction and constructive challenge to the organisation's chief executive and other executives
19. To establish a framework for and undertake an annual review of its effectiveness with all Members engaging in a full and rigorous annual board appraisal in a form approved by the Group Board
20. To take reasonable measures to assure themselves of compliance with all relevant law and in doing so take appropriate advice
21. To control the application of any recovery plan and ensure corrective action is appropriate and measurable

Reserved responsibilities of the Board

The Board retains the following responsibilities which will not be delegated to executive staff or committees:

1. Appointment or removal of any board member and executive officer of the Board including the company secretary.
2. Appointment and, if necessary, dismissing the chief executive
3. Expansion of the organisation's operations into new activities or geographic areas.
4. Any decision to cease a material part of the organisation's operations.
5. Changes to structure, size and composition of the Group, including the setting up of subsidiaries.
6. Approval of committee membership, chair appointments and responsibilities, Board, Committee and panel terms of reference.

7. Appointments to, and removal from, the Boards of subsidiaries or other organisations;
8. Consideration of any action leading to the removal of a Board Director;
9. Consideration and review of cases and policies in respect of conduct, standards, ethics or probity within the organisation;
10. Approval of the five year business plan and the monitoring of performance against business cases;
11. Approval of the annual financial budget
12. Approval of the annual accounts, including the formal statement about the Group's systems of internal financial control
13. Approval and review of the Group's standing orders including the framework of delegation to staff.
14. Approval and monitoring major capital programmes
15. Approval of the Group's development programme
16. Ensuring adequate succession planning for board and senior management appointments.
17. Approval of key policies, including a code of conduct and expected behaviour.
18. Any conflicts of interests arising for individual board members
19. Ensure the Group develops positive and constructive relationships with its key stakeholders including its funders and regulators.
20. Approval of authorised signatories for the Group
21. Approval of the use of the Group's seal; and
22. Changes to the schedule of matters reserved for board decisions.
23. To have oversight and approval to sign off the Value For Money Statement

Management and Delegation

The Board may delegate any of its powers under written terms of reference to Committees, Officers or Employees of the Association whose accounts must be consolidated with those of the Association. The membership of any sub-Committees shall be determined by the Board. Every Committee shall include one Board Member or co-optee to the Board of the Association. The Board may appoint the Chair of any sub-committee and shall specify the quorum. All acts and proceedings of any committee shall be reported to Board. No committee can incur expenditure on behalf of the association except in accordance with a budget for the relevant expenditure previously approved by the Board.

Reporting

The Board shall receive the standard reports contained in this schedule:

Activity	Jan – Mar	Apr - Jun	Jul - Sept	Oct - Dec
Annual Accounts and Management Letter				
Annual Budget				
Annual Rent and Service Charges				
Annual review of compliance with the Governance and Viability Standard				
Annual Review of compliance with Code of Governance				
Annual approval of the Strategic Business Plan				
Annual Review of Group Standing Orders, Terms of Reference, Financial Regulations and Delegated authorities				
Annual Review of Board effectiveness				
Annual Health and Safety Report				

Board Calendar				
Board appraisals and Learning and Development Plan				
Business Plan Metrics				
Gender Pay Gap Report				
Health and safety performance dashboard				
Key Strategic risks including dashboard				
Modern Slavery Statement				
Operational Performance Report				
Receive reports from: <ul style="list-style-type: none"> • Group Chief Executive • Group reports on Governance, Finance, Development and Corporate Services • Operational reports on emh Homes and emh Care and Support • Minutes from subsidiary Boards, Committee and Co-regulation groups 				
Use of the Seal and Probity approvals				
Value for Money Statement				

Approved by Group Board – 25 March 2022
Due for review – March 2025