



EMH CARE & SUPPORT LTD

BOARD TERMS OF REFERENCE

Role of the Board

The emh Care & Support Ltd Board is responsible for the governance, operation and delivery of housing, care and support owned/managed by the Association including housing managed by others on its behalf.

The Board of emh Care and Support Ltd must acknowledge and accept the control of the Group Board in the governance of the Group. These terms of reference should be read in conjunction with the Intra group agreement between emh Care & Support Ltd, and its parent, emh Group.

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 eight Trustees and at least one third of the Board shall be appointed by the Parent. Additional independent Members may be co-opted from time to time to bring specific skills or expertise to the Board. The position of Chair cannot be held by an employee of the Group.

Quorum

The quorum shall be 3 Members (one of whom must be an EMH Group Board appointee).

Frequency

The Board shall meet at least four times every calendar year.

Essential functions:

1. To provide assurance of compliance and performance to the Group Board
2. To support the embedding of 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.
3. To ensure compliance with the culture, values, vision, mission and strategic objectives of the organisation and Group, ensuring its long-term success.
4. To set long and short term strategic plans to achieve those objectives.
5. To hold to account the organisation's senior staff for the exercise of any powers delegated to them
6. To satisfy itself as to the integrity of financial information, approving each year's financial plan, budget and annual accounts prior to publication

7. To receive and comment on the narrative business plan prepared by the Group for approval by the Group Board.
8. To establish, oversee and review a framework of delegation and systems of internal control
9. To oversee and operate within the Group's risk and assurance framework and risk appetite agreed by the Group Board in order to safeguard the assets, compliance and reputation of the organisation and wider Group.
10. To ensure at all times that the association takes account of any obligation imposed upon the organisation by its regulators in exercise of its powers.
11. To satisfy itself that affairs are conducted 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
12. To control the overall effective operation of the organisation in terms of its use of resources, financial viability and achievement of aims and objectives ensuring that value for money is achieved
13. To promote corporate social responsibility including diversity, environmental, social and governance environmental and issue assurance to stakeholders.
14. To take reasonable measures to assure themselves of compliance with all relevant law and in doing so to take appropriate advice.
15. To 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.
16. Review, recommend and approve policies and strategies in line with delegations

Regulatory

1. Review and approve the annual compliance with Charitable Status
2. Review compliance with the Group's adopted Code of Governance
3. Review compliance with the Regulator of Social Housing Governance and Viability Standard
4. Review compliance with the Care Quality Commission requirements
5. Review compliance with the Charity Commission

Health and safety

1. Ensure there are policies in place which reflect that the 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

Customer Voice

1. Ensure that customer priorities arising from any service user engagement and customer insight are reflected in strategy, supporting plans and policies
2. Review the day to day service performance of all landlord services, customer insight and complaints, ensuring that actions are in place to address any areas of serious under-performance or significant risk to ensuring Regulatory Standards are met.

Financial

1. Approval of the annual financial budget
2. Approval of the annual accounts, including the formal statement about the association's systems of internal financial control, prior to their presentation at the Group Board

Asset management

1. The approval of the disposals of any property assets, except those disposed of in line with the approved asset management strategy (subject to approval by the Charity Commission)

Development

1. Receive an update on the development programme performance on a quarterly basis

Reserved responsibilities of the Board

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

1. Consideration of any action leading to the removal of a Board member (not appointed by the Group Parent);
2. Consideration and review of cases and policies in respect of conduct, standards, ethics or probity within the organisation;
3. Approval of the care and support business plan and the monitoring of performance against business plans;
4. Approval of the annual financial budget
5. Approval of the annual accounts, including the formal statement about the association's systems of internal financial control, prior to their presentation at the Group Board
6. Establishment of the framework of delegation to staff;
7. Approval of the disposals of any property assets, except those disposed of in line with the approved asset management strategy; and
8. Approval of the use of the association's seal.

Management and Delegation

The Board may delegate any of its powers under written terms of reference to committees, officers or employees of the emh care and support Ltd or of any body whose accounts must be consolidated with those of the organisation.

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 emh care and support Ltd. 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 the Board

No Committee can incur expenditure on behalf of emh care and support Ltd except in accordance with a budget for the relevant expenditure previously approved by the Board.

Reporting:

To support the above Terms of Reference 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 Review of compliance with the adopted Code of Governance				
Annual compliance with Charitable Status				
Receive reports from: <ul style="list-style-type: none"> • Executive Directors - Care, Finance and Development • Heads of Service – Quality and Compliance, Governance, Specialist Housing, Care & Support and Safeguarding 				
Review of Corporate Risk & Assurance maps				
Performance indicators				
Health and safety performance dashboard				
Safeguarding				

Approved by emh Group Board – 16 June 2023