



EMH HOUSING & REGENERATION ASSOCIATION (EMH HOMES)

BOARD TERMS OF REFERENCE

Role of the Board

The emh homes Board is responsible for the governance, operation and delivery of housing owned/managed by the Association including housing managed by others on its behalf.

The Board of emh homes 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 homes 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 nine members 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 executive of the Group. Executive Board Members, if appointed, are in a minority on the Board and in the quorum.

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,
3. To ensure compliance with the culture, values, vision, mission and strategic objectives of the association and Group, ensuring its long-term success.
4. To set strategic plans to achieve those objectives.
5. To hold to account the organisation's subsidiary boards, committees and 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 where appropriate.
9. To oversee and operate within the risk and assurance framework and risk appetite agreed by the Group Board in order to safeguard the assets, compliance and reputation of the association and wider Group
10. To ensure at all times that the association takes account of any obligation imposed upon the association 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 association 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. In conjunction with the Group Board, to hold to account and have responsibility and the power to direct the activities of the subsidiary association, Midlands Rural Housing and Village Development Association Limited (MRH) and to satisfy itself that MRH is meeting statutory and regulatory requirements, and that its affairs are being conducted in accordance with generally accepted standards of performance, probity, financial prudence and good practice
15. To take reasonable measures to assure themselves of compliance with all relevant law and in doing so to take appropriate advice
16. 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

Regulatory

1. Review and approve the annual review of compliance with the Regulator of Social Housing Consumer Standards
2. Review and approve the annual compliance with Charitable Status
3. Review compliance with the adopted Code of Governance
4. Review compliance with the Regulator of Social Housing Governance and Viability Standard

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. Oversee the customer engagement framework that enables customers to influence decisions and scrutinise the performance of services and investment in homes across all tenures, regularly scrutinising its effectiveness.
2. Ensure that customer priorities arising from resident engagement and customer insight are reflected in strategy, supporting plans and policies.
3. 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.

4. Review and approve the Tenants' Annual Report

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
3. Review policies for setting rents and service charges annually, ensuring compliance with Regulatory requirements, recommending approval to the Group

Asset management

1. To approve and oversee the delivery of the Asset Management Strategy including plans to achieve carbon neutrality and environmental sustainability
2. Ensure adequate consideration of sustainability requirements and aspirations in all aspects of property investment activity. Regularly consider external policy and political changes and their impact on asset investment planning, including building safety.
3. Approval of the disposals of any property assets, except those disposed of in line with the approved asset management strategy

Development

1. Review the development and sales programme performance on a quarterly basis against business plan targets. Maintain a more detailed oversight of high-risk schemes as appropriate.
2. Review any development scheme that carries significant financial or other risk and/or are outside of the remit of the Development Monitoring Group or approved Development Strategy.

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. Monitoring of performance against business cases;
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;
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;
9. Consideration of any action leading to the removal of a Board Member (not appointed by the Group Parent);
10. Review, recommend and approve policies and strategies in line with delegations.

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 the 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

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 Rent and Service Charges				
Annual review of compliance with the Governance and Viability Standard				
Annual Review of compliance with the adopted Code of Governance				
Annual review of compliance with the Consumer Standards				
Annual Report on stock owned by emh housing and regeneration and managed by the Rural H.A's				
Approval of the Annual Tenants' report				
Annual compliance with Charitable Status				
Annual review of self-assessment of compliance with the Housing Ombudsman Complaints Handling Code				
Receive reports from: <ul style="list-style-type: none"> Executive Directors - Housing, Finance and Development Directors – Housing & Neighbourhoods and Property Services Heads of Service – Quality and Performance, Governance and Safeguarding Resident Influence Committee 				
Review of compliance with the adopted Code of Governance				
Review of Corporate Risk & Assurance maps				
Performance indicators and technical Tenant Satisfaction Measures				
Health and safety performance dashboard				
Customer insights and complaints				
Safeguarding				
Strategic Business Plan for comment				

Approved by emh Group Board – 16 June 2023