



Board Terms of Reference

St George Housing

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ST GEORGE HOUSING BOARD

TERMS OF REFERENCE

1 Introduction

- 1.1 This document sets out the terms of reference for the Board of St George Housing Limited (the Society).
- 1.2 These terms of reference may be varied by the Board from time to time.
- 1.3 Where there a conflict with these terms and the constitutional rules, the rules will take precedent.

2 Composition

- 2.1 The number of the Board shall be determined collectively by the Board from time to time. It is currently set at four.
- 2.2 The Board will comprise a majority of independent non-executive directors at all times, in accordance with the Society's constitution (the Articles).
- 2.3 The Chair shall be an independent non-executive director.

3 Functions of the Board

References to "Code" in these terms of reference mean the NHF Code of Governance 2020

- 3.1 The Board's functions include:
 - 3.1.1 Setting and ensuring compliance with the values, mission and strategic objectives of the organisation and ensuring its long-term success.
 - 3.1.2 Satisfying itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication.
 - 3.1.3 Establishing and overseeing a framework of delegation and systems of internal control.
 - 3.1.4 Establishing and overseeing a risk management framework in order to safeguard the assets of the organisation.

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- 3.1.5 Taking professional advice (tax, legal and other) where appropriate.
- 3.1.6 Ensuring at all times that the Society takes into account any obligation imposed by the social housing regulator in the exercise of its powers.
- 3.1.7 Satisfying itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety.
- 3.1.8 Establishing an operating a performance appraisal system for the Board, Chair, and individual Board members.
- 3.1.9 The Board shall direct the affairs of the Society in accordance with the Articles and ensure that its functions are properly performed. The ultimate responsibility for the direction and management of the Society rests with the Board.

4 Meetings

- 4.1 The Board shall meet at least 4 times every calendar year.
- 4.2 The quorum at meetings of the Board shall be two Board Members of which a majority must be an Independent Non-Executive Board Member.
- 4.3 The Secretary or his or her deputy shall be in attendance at each meeting of the Board and shall (unless any contrary direction is given by the Board) keep full Minutes of each meeting.
- 4.4 Meetings of the Board can take place by conference call or via an online platform.
- 4.5 Normally at least 7 days before a meeting of the Board, the following must be issued to every member of the Board:
 - 4.5.1 A notice calling the meeting and stating the time and place.
 - 4.5.2 A statement of the business to be transacted (the agenda).
 - 4.5.3 All reports and other documents referred to or to be read with the agenda.
 - 4.5.4 All paperwork will be sent via email or made accessible via a shared confidential drive.
- 4.6 Any report or document not sent with the agenda may, with the consent of a majority of the Board members present, be tabled and considered at the meeting if it relates to matters which are either:
 - 4.6.1 referred to in the agenda; or

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4.6.2 is of such urgency or importance that it is desirable that the report or document receives consideration at the meeting.

4.7 Members of the Board wishing to have items included on the agenda must give the Chief Executive at least 14 days' written notice of the item. The Chief Executive will consult the Chair of the Board as to the item's inclusion.

5 Conduct Of Meetings

5.1 Prescribed rules for the conduct of members at meetings are laid down in the articles of association and the Board Members' Code of Conduct. Board Members are expected to conduct themselves in a business-like and courteous manner and to observe the commonly accepted rules of debate and meetings.

5.2 Board Members of and executive staff working for the Society will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations of interest must be repeated at the time the item is discussed.

5.3 The Chair will ensure that all members are given adequate opportunity to debate all items on the agenda.

5.4 The order of business at the Board meetings will normally be:

5.4.1 To note apologies for non-attendance

5.4.2 To note declarations of interest (any declarations made will be repeated before the particular agenda item is discussed). Conflicts of interest will be dealt with in accordance with our policy.

5.4.3 To approve as a correct record the minutes of the previous Board meeting.

5.4.4 To consider any matters arising from the minutes of the last meeting that are not on the agenda.

5.4.5 Items and reports for debate, decision or action.

5.4.6 Performance reports – covering Acquisition, housing management, repairs, health and safety and Finance.

5.4.7 Papers and reports that are for information.

5.4.8 To consider any other business at the discretion of the Board.

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6 Voting

- 6.1 The majority of the Board Members present at the meeting shall, except where otherwise required by statute or by the Society's Rules, determine every question. Each Board Member has one vote.
- 6.2 If there are an equal number of votes for and against a decision, the Chair will have a second and deciding vote.

7 Minutes

- 7.1 Minutes of the proceedings of the Board meeting shall be recorded and copies provided for Board members.
- 7.2 The Minutes of each Board Meeting will be circulated to the Board within a 5 working days of the Board Meeting.
- 7.3 The Minutes shall be submitted to the next meeting of the Board. If proposed, seconded and signed by the Chair of the meeting at which they are accepted, the Minutes shall be taken as a correct record with or without amendment. The Minutes shall then be conclusive evidence of any fact recorded in them.
- 7.4 The Minutes are not a verbatim record of discussions at the Board meeting. They will record the item under consideration, amendments and the decisions taken. Any member of the Board can ask for his or her dissenting view to be recorded in the minutes.

8. Urgent Matters

- 8.1. The Chair, with advice and support from the Chief Executive shall have delegated authority (where the nature of the circumstances require immediate or early action to exercise any of the responsibilities of the function of the Board.
- 8.2. Except in extreme circumstances, decisions under "Decisions by the Chair" should:
 - 8.2.1. Be taken in conjunction with at least one other non-executive Board Member.
 - 8.2.2. Only be used where the matter is sufficiently urgent, and falls between scheduled Board meetings.
 - 8.2.3. The facts and decisions taken should be communicated to all Board members as soon as possible in writing.
 - 8.2.4. Be reported to the next Board meeting and recorded in the Minutes thereof.
- 8.3. If the matter is routine and discussion is not necessary the approval of all the directors may be obtained by means of a written resolution, subject to the requirements of the Society's articles of association.
- 8.4. In all cases, however, the procedures should balance the need for urgency with the overriding principle that each director should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the Society.

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9. Matters Reserved for the Board

Strategy, Plans, Budget and Accounts

The St George Housing Board will:

- 9.1 Determine the organisation's vision, mission and values and the corporate objectives of the organisation so that the Senior Leadership Team (SLT) has clear parameters within which they can develop their operational plans.
- 9.2 Approve the annual business plans including the target financial surplus of St George. Agree the "golden rules" and review them in the light of the headroom within the Business Plan.
- 9.3 Approve major changes to staff terms and conditions of employment such as pension provision, determining where in the market pay at St George should be reflected (median or top quartile etc). Approve the annual pay increase.
- 9.4 Approve changes to the composition or role of the Senior Leadership Team.
- 9.5 Approve an annual statement of compliance to ensure that St George has complied with all its relevant statutory, and regulatory obligations.
- 9.6 Review annually the Governance Structure and Scheme of Delegations Handbook which includes terms of reference for the Board, financial regulations and framework of delegated authorities.
- 9.7 Approve entry into new loan or other borrowing arrangements.
- 9.8 Approve the annual accounts of St George.
- 9.9 Where applicable, appoint the external auditor; approve the fee; and approve the organisation's response to the external auditor's management letter.
- 9.10 Approve the assets development strategy.
- 9.11 Approve changes to governance arrangements and corporate structure.
- 9.12 Annually review the assets and liabilities register.
- 9.13 Approve SGH Risk Management Strategy and Risk Appetite.
- 9.14 Review, assess and evaluate the Boards effectiveness.
- 9.15 Be responsible for the removal/dismissal of the Chief Executive and the Company Secretary.

10. Standing Items for each Board Meeting

- 10.1 Conflicts of Interest
- 10.2 Minutes from the previous meeting
- 10.3 Matters arising
- 10.4 Chief Executive's Report
- 10.5 Finance report
- 10.6 AOB

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11. Review

- 11.1 These terms of reference may be varied by the Board from time to time.
- 11.2 These terms of reference shall be reviewed by the Board at least annually.

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