

1. Role and Purpose

- 1.1 The primary role of the Board of Adullam Homes Housing Association (Adullam) is to provide strategic leadership and direction to ensure that it is:
 - 1.1.1 Financially viable,
 - 1.1.2 Properly governed; and
 - 1.1.3 Properly managed.
- 1.2 In addition, the Board's role is to carry out functions as set out in the Association's Rules, but it may delegate any of its powers under written Terms of Reference to its Committees and/or Officers.
- 1.3 The purpose of the Board is to lead the Association innovatively within a framework of sound governance, continuous improvement and prudent control, which enables risks to be properly assessed and managed. The Board also has responsibility for the oversight of equality and performance.

2. Composition and Quorum

- 2.1 The Board shall comprise of a minimum of 5 and no more than 12 non-executive members (including co-optees).
- 2.2 Three (3) Board members or half of the Board (whichever is lower) shall form the quorum. Any urgent matters requiring a decision between Board meetings, or when quorum is not present, shall be dealt with under the Chair's Action Policy.
- 2.3 Board Members are expected to serve an initial term of 3 years with a further term for a maximum period not exceeding 6 years, including predecessor and subsidiary organisations. Re-appointment will be subject to an annual performance review and re-election. A member who has left the Board after serving the maximum tenure must not be reappointed for at least one full term of office. The membership of the Board will be reviewed annually and determined at the first meeting following the AGM.
- 2.4 One third of the Board will retire and shall be eligible for re-election at every Annual General Meeting (AGM). Members to retire will be those who have been the longest in office since standing for election. Where more than one Board member was appointed on the same day, those to retire shall be chosen by lot.
- 2.5 Where the number of retiring Board members together with members nominated for election to the Board does not exceed the number of vacancies to be filled, the Chair shall declare those nominated to be elected. There shall otherwise be a ballot held as directed by the Chair.

2.6 Any vacancy arising from retirement or removal may be filled by a decision of the Board. Any Board member appointed in this way shall retire at the next AGM.

2.7 The Board shall appoint the Chair, who will be a non-executive director.

3. Meetings

3.1 The Board shall meet at least six times per year including the AGM and typically for up to three hours.

3.2 A calendar of meetings for the financial year will be produced in advance of the year end of the preceding financial year. Meetings will be convened by giving seven days' notice in writing to all members, which will be accompanied by agenda and papers/reports. Any apologies should be notified to the Company Secretary or their nominated representative in advance.

3.3 The Company Secretary will summon all Board meetings and appoint a nominated representative to take the minutes on their behalf.

3.4 The Board may invite other persons to attend meetings as observers or to speak on specific subjects.

3.5 Any Board member may request a special leave of absence not exceeding four meetings in any one year, which shall be considered and monitored by the Board.

3.6 The chairing and conduct of meetings will be carried out as outlined in the Association's Standing Rules.

4. Responsibilities

4.1 The Board has adopted the NHF Code of Governance 2020 and is responsible for:

4.1.1 Setting and ensuring compliance with the values, vision, mission and strategic objectives of the Association, ensuring its long-term success.

4.1.2 Setting a positive culture, with strong customer focus.

4.1.3 Ensuring that the Association operates with a value for money approach that is effectively, efficiently and economically through regular reviews of self-performance of Board, Committees, subsidiaries, Executive functions, promoting a culture of continuous learning and development.

4.1.4 Providing oversight, direction and constructive challenge to the Association's Chief Executive and Executives.

- 4.1.5 Satisfying itself as to the integrity of financial information, approving each year's budget, Value for Money approach, Business Plan and Annual Accounts prior to publication.
- 4.1.6 Establishing, overseeing and reviewing a Framework of Delegation and Systems of Internal Control.
- 4.1.7 Establishing and overseeing a Risk Management Strategy Framework in order to ensure the protection of social housing assets, safeguarding of the assets, data protection and reputation of the Association and wider social housing sector.
- 4.1.8 Ensuring good equality and diversity practices are embedded in the policies, procedures and operation of the Association.
- 4.1.9 To review the Assets and Liabilities Register on an annual basis.
- 4.1.10 To approve any benefits to Board members or employees.

More specifically, the responsibilities of the Board include the following:

5. General

- 5.1 Consider any constitutional matters and keep under review the Association's Rules.
- 5.2 Set the tone and influence the culture of risk management within the Association, including the level of acceptable risk (risk appetite). Satisfy itself that the risks are being managed, with the appropriate controls in place and working effectively, and that it monitors the management of significant risks.
- 5.3 To approve loan financing within the confines of the Association's Rules of Governance.
- 5.4 Oversee any claims by or against the Association and make decisions on pursuing, settling or litigating claims.
- 5.5 Establish a framework for approving strategies, policies and plans to achieve business objectives.
- 5.6 Monitor the Association's performance in relation to its strategies, plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable organisations Set key objectives, accompanied by strategies and priorities that will enable those to be met, including ensuring that necessary financial, value for money and human resources are in place.
- 5.7 Establish and monitor a mechanism for communicating and receiving feedback from the Association's stakeholders including the Tenant

Satisfaction Measures, compliance with the Housing Ombudsman's complaint handling code and the Regulator's Consumer Standards Self-Assessment and annual reporting on complaints and compliments.

- 5.8 Establish a strong working relationship between the Board, the Chief Executive and other senior staff and to deal with any disciplinary matters relating to the Chief Executive and senior staff.
- 5.9 Appoint (and if necessary, dismiss) the Chief Executive following agreed procedures, and approve his or her salary, benefits and terms of employment.
- 5.10 Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and regulatory requirements, as well as being within the Rules of the Association and in accordance with the Association's Christian Ethos.
- 5.11 Adopt and assess how the Association follows the recommendations of the adopted Code of Governance and state compliance and non-compliance in its annual review and accounts.
- 5.12 Establish and adhere to a code of conduct and expected behaviours for the Board and staff and assess compliance/non-compliance on a regular basis.
- 5.13 Receive and monitor the Register of Seals, receives the Chairs' report from respective Committee meetings, (minutes presented for information); Register of Benefits and Annual Returns made by the Association.
- 5.14 Approve and review Board remuneration and expenses.
- 5.15 Approve annual rents, service and support charge increases.
- 5.16 Ensure the Board and its Committees have the capacity, commitment and experience to control the Association.
- 5.17 Promote and seek to achieve high standards of corporate governance and compliance.
- 5.18 Establish and oversee a framework of internal control and effective delegation.
- 5.19 Review treasury and financial management matters e.g. Cashflow Forecasts, Business Development programmes, Value for Money Strategy, ICT Strategy, etc.
- 5.20 Follow the Association's rules in appointing (and, if necessary, removing) the Chair of the Board.

6. Budgeting and Business Planning

- 6.1 Review annually the Business/Corporate Plan and long-term financial (projections) model and scrutinise financial implications including value for money.
- 6.2 Consider the annual budget (together with amendments during the year).
- 6.3 Review and scrutinise the annual financial budget ensuring that value for money areas are identified and regularly reported upon thereafter.

7. Treasury

- 7.1 Review cashflow forecasts, business development programme and likely cash requirements.
- 7.2 Receive funding proposals from the Chief Executive and the Head of Finance.
- 7.3 Review the Annual Treasury Strategy.
- 7.4 Review quarterly treasury monitoring reports and an annual treasury outturn report.
- 7.5 Review and approve interest rate hedging transactions within agreed parameters.
- 7.6 Review report of loan covenant compliance on a quarterly basis.

8. Financial Management

- 8.1 Review the regular quarterly management accounts setting out the financial performance.
- 8.2 Review all financial regulations and schedule of delegation procedures and controls necessary for the effective operation of the Board.
- 8.3 Consider and implement changes in statute, regulation and accounting standards.
- 8.4 Review the value for money strategy and consider all value for money reports and the value for money metrics returns to the Regulator.
- 8.5 Receive and review the Annual Report for submission to the Regulator of Social Housing (RSH).
- 8.6 Receive and review reports on key developments, including any recommendation reports from the Operations Committee on any re-designation or disposals of schemes or individual properties.

9. Audit and Ofsted Inspection Arrangements

- 9.1 The Board will approve audit arrangements to receive reports of the Finance, Audit and Risk Management Committee meetings and take appropriate action.
- 9.2 The external auditors will issue a management letter following the audit and the Board will need to consider the recommendations and agree actions necessary, including those recommended by the Finance, Audit and Risk Management Committee.
- 9.3 In producing the Annual Report the Board will also have due consideration of matters arising from the Finance, Audit and Risk Management Committee and the audit work undertaken to ensure effective internal control.
- 9.4 Receive any inspection reports, regulatory requirements or recommendations from Ofsted and ensure appropriate action and mitigations are in place.

10. Boundaries

The following matters are specifically reserved for Board's decision and cannot be delegated to executive staff or Committees:

- 10.1 Expansion of the Association's operations into new activities or geographical areas.
- 10.2 Any decision to cease a material part of the Association's operations.
- 10.3 Changes to corporate structure including setting up of subsidiaries.
- 10.4 Changes to structure, size and composition of Board.
- 10.5 Approval of Committee Membership as recommended by nominations, including Chairs, and Committees' Terms of Reference.
- 10.6 Appointment or removal of any Board member and Executive Officer of the Board including the Company Secretary.
- 10.7 Appointments to and removal from the Boards of subsidiaries or other organisations following recommendations from the People Committee.
- 10.8 Appointment of Officers to service the Board: Chair, Vice-Chair, Company Secretary, Treasurer, whose term of office will be reviewed regularly by the Board.
- 10.9 Approval and monitoring major capital programmes.
- 10.10 Ensuring adequate succession planning for Board and senior management appointments.

- 10.11 Approval of key policies, include code of conduct and expected behaviour.
- 10.12 Any conflict of interest arising for individual Board members.
- 10.13 Changes to the schedule of matters reserved for Board decisions.
- 10.14 The Chair of the Board/Company Secretary to monitor attendance of Board members and write to any members who have missed three consecutive meetings. A final decision regarding membership is to be referred to the Board.

11. Review

These Terms of Reference will be reviewed periodically (at least every three years) to ensure best practice and relevance to the work of the Board of Management. The Board is the approval body for these terms of reference.