

RHA

TERMS OF REFERENCE FOR BOARD, COMMITTEES AND EXECUTIVE MANAGEMENT TEAM

Document Control			
Applicable To:	Board and Committees	Date approved by Board:	24/02/2021
Responsible Officer/s:	Chief Executive	Next Review Date:	06/10/2021

BOARD TERMS OF REFERENCE

Purpose

The overall purpose of the Board is to provide strategic leadership and control of the organisation. It takes overall responsibility for decisions about the organisation's finances, health and safety, standards and policies. It monitors performance and holds management to account. Executive management responsibility including operational matters is delegated through the Chief Executive, and set out in the Scheme of Delegated Authority (SoDA).

Main Duties

- Champion the vision, values and behaviors of the organisation.
- Act as ambassadors for the Association.
- Ensuring that there is an effective framework in place for the involvement of tenants and that the voice of tenants is actively heard throughout the organisation
- Defining and ensuring compliance with the organisation's strategic objectives.
- Maintaining the financial viability of the organisation, meeting its business plan objectives and obligations to funders.
- Establishing a framework for approving strategies, policies and plans to achieve the organisations objectives.
- Identifying appropriate resources to put strategy and policy into practice.
- Satisfying itself as to the integrity of financial information and approving annual budgets and financial accounts, business plans and pension arrangements.
- Acting within the parameters set out in the SoDA.
- Ensuring that effective systems for evaluating the work of the organisation, internal control, risk management and communication and engagement with service users and stakeholders (including in relation to setting strategic direction) are in place, to ensure delivery of value for money.
- Establishing and monitoring a framework for delegation and systems of internal control which are reviewed annually.
- Taking decisions and agreeing policies on all matters that might create a significant financial or other risk to the organisation or that raise significant issues of principle.
- Establishing mechanisms for communication and receiving feedback from the organisation's stakeholders and shareholders.
- Monitoring the organisation's performance and taking timely corrective action if required.
- Having a role in promoting the success of the organisation.
- Taking overall responsibility for self-evaluation.
- Appointing, managing and dismissing the Chief Executive and the Company Secretary.
- Satisfying itself that the organisation's affairs are conducted lawfully and with probity and in accordance with regulatory requirements.
- Following the organisation's constitution in annually appointing the Chair and Vice-Chair of the Board and Chairs of its Committees and if necessary, removing them.
- Establishing and adhering to a code of conduct for the Board.
- Assuring the effectiveness of governance on a regular basis.

- Establishing and monitoring a framework for delegation and systems for Development and Acquisitions.

The following decisions are included in our rules and may not be delegated;

- Approving the shareholding membership and Non-Executive Board membership policy (Rule D29)
- Defining the use of the seal (Rule G5)
- Defining and ensuring delivery of strategic objectives (Rule D29)
- Establishing a framework for approving strategies, policies and plans to achieve the organisation's objectives
- To appoint (and if necessary, dismiss) the Chief Executive and Company Secretary and decide and fix the terms and conditions of their employment (Rule E7 and E8);
- Other certain significant matters (Rule D31)

Membership

The composition of the Board shall comprise;

- A maximum of 15 board members, which includes up to five co-optees.
- In the absence of both the Chair and the Vice Chair the remaining members present shall elect one of themselves to chair the meeting.

Authority

The Board has authority to:

- Appoint and dismiss the Chief Executive and Company Secretary, with appeals being heard through an independent process.
- The Chair will hear appeals against disciplinary action or dismissal of a member of the Executive Management Team, taking independent HR advice.

Decisions between Board Meetings

Where urgent decisions are required between meetings of the Board, matters will be referred to the Chair who will consult with other members as appropriate. For a decision to be made in this way, the Chair must obtain the written agreement of enough members to satisfy the quorum requirement. All decisions made through this method will be reported to the next meeting for ratification.

In order to maximise the efficiency of the Associations business, and achieve greater value for money, RHA promotes the use of virtual technology to conduct business where appropriate. This means that some routine business matters (e.g. agreement of non-urgent policies and strategies) will from time to time be shared via the Microsoft Teams platform. Decisions will be recorded appropriately, once the majority of Board Members have responded.

Administration

- The Board shall meet at least four times a year.
- The annual appointment of the Chair and Vice Chair of the Board and Committee Chairs shall be recorded in the minutes of the Board meeting following the AGM;
 - No person may simultaneously hold more than one sub-Committee Chair position;

- The Chair and Vice-Chair's term of office for Board and Chairs of sub-Committees is 3 years, plus renewal of up to a further two 3-year terms, subject to annual Board approval.
- Board Members will receive appraisals on an annual basis.
- Special meetings may be called as required and the annual cycle of business and agendas will be confirmed with the Chair prior to papers being issued.
- A quorum shall be half the number of voting members (which may include co-optees, however co-optees cannot vote on the election of officers of the association nor any matter directly affecting shareholders).
- Meeting will be called by the Company Secretary with notice of 7 days.
- Minutes must be signed by the Chair.
- The Chief Executive or the Company Secretary will confirm the annual cycle of business and Board agendas with the Chair prior to papers being issued.
- The Chief Executive, Company Secretary and or relevant director should normally attend meetings.

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

Purpose

The Committee has delegated responsibility for all matters relating to internal and external audit, internal control, insurance and risk, finance and treasury including those listed below, subject to those identified as requiring a recommendation to the Board.

The work of the Committee shall comply with the Wales Audit Office's Code of Audit Practice.

Main Duties

- Review and monitor the integrity of the annual financial statements, annual reports, management letters and any other statements relating to financial performance.
- Review and challenge where necessary the accounting policies, accounting treatments and compliance with legal and regulatory standards for financial reporting.
- Review and monitor the effectiveness of internal, including financial, controls and risk management systems including the risk map.
- Recommend to the Board the appointment, re-appointment and removal of Internal Auditors.
- Approve the remit of the Internal Auditors including the annual Internal Audit Programme.
- Review all reports received from the Internal Auditors and managements responses to the findings and recommendations of the Internal Auditors.
- Recommend to the Board the appointment, re-appointment and removal of external auditors including their remuneration and terms and conditions.
- Review the performance of the external auditor including their independence and objectivity, taking into consideration relevant UK professional and regulatory requirements.
- Receive the external auditors report, management letter and recommend the financial statements to the Board.
- Ensure the internal auditor has direct access to the Board and Committee Chairs, providing independence from the Executive Team and accountability to the Committee
- Meet regularly with the external auditor and, at least once a year, meet with the external auditor without the Executive Team being present, to discuss the auditor's remit and any issues arising from the audits.
- Approval of the risk management, controls and assurance framework and key audit and risk related policies and strategies where appropriate.
- Consider and lessons learned from any special investigations completed by the board

Membership

The Board determines membership of the Committee;

- A maximum of 6 members, including a nominated Chair, who shall be Non-Executive Board members or co-optees of the Board.
- The Chair of the Board is not eligible for membership
- The Chair will be appointed annually, by the Board, immediately following the Annual General Meeting.

- In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.
- A quorum shall be at least three members.

Authority

The Committee is authorised by the Board to;

- Seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Committee.
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary, subject to budget availability.

Accountability

The Committee:

- Is accountable to the Board.
- Ensures that the Board is made aware of any serious concerns either as part of the matters arising from the Committee minutes or in a separate report.

Administration

- The Committee shall meet at least four times a year and at such other times as they shall require.
- The Director of Resources will confirm the annual cycle of business and Committee agendas with the Chair prior to papers being issued.
- The Chief Executive, Company Secretary and Director of Resources shall normally attend meetings. Other Executive Directors shall be invited to attend if required.
- A representative of the internal and external auditors shall attend as required. The Committee will make arrangements to annually meet with external auditors without any officer or the internal auditors being present and meet with the internal auditors without any officer being present.
- Minutes from the meeting shall be approved at the subsequent Committee meeting. Minutes from the meeting shall be ratified at the subsequent Board meeting

REMUNERATION AND PEOPLE COMMITTEE TERMS OF REFERENCE

Purpose

The Committee has delegated responsibility for considering and making s this recommendations to Board for the approval of all matters relating to establishing and reviewing the remuneration package, terms and conditions and severance conditions in relation to the Executive Management Team, the core terms and conditions of other staff and the annual cost of living award and Board member pay. The Committee has delegated responsibility for all matters relating to approval of the use of exemptions under Schedule 1 of the Housing Act 1996.

Main Duties

Consider and recommend to the Board:

- the annual review and other proposals from the Chief Executive concerning the remuneration of the Executive Management Team.
- the proposal of the Chair of the Board for the remuneration of the Chief Executive.
- proposals from the Chief Executive concerning any annual cost of living award for staff.
- changes to the core terms and conditions of staff i.e. salary and main benefits, hours of work, notice periods, pension, life insurance and income protection.
- the remuneration for Non-Executive Board members taking into account all factors which it deems necessary e.g. benchmarking data.
- The 5 year people and Equality, Diversity and Inclusion strategies

To approve:

- the 5-year People and Equality, Diversity & Inclusion strategies.
- the use of exemptions under Schedule 1 of the Housing Act 1996.
- the Register of Hospitality and the Register of Interests. These documents to be made available to the Chair prior to all Committee meetings with an Annual Review provided to the Committee.

Membership

The Board determines membership of the Committee;

- A maximum of six members, including a nominated Chair, who shall be Non-Executive Board members or co-optees of the Board.
- A quorum shall be at least three members
- In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.

Authority

The Committee is authorised by the Board to;

- Seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Committee.
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

Accountability

The Committee:

- Is accountable to the Board.
- Ensures that the Board is made aware of any serious concerns either as part of the matters arising from the Committee minutes or in a separate report.

Administration

- The Chair will be appointed annually by board immediately following the Annual General Meeting
- The Committee shall meet at least twice a year and at such other times as they shall require.
- Other meetings will be as and when required, either by face to face or via virtual platforms.
- The Chief Executive will confirm the Committee agenda with the Chair prior to papers being issued.
- The Chief Executive and/or relevant Directors shall normally attend meetings.
- Minutes from the meeting shall be approved at the subsequent Committee meeting.

DEVELOPMENT AND ASSET MANAGEMENT COMMITTEE TERMS OF REFERENCE

Purpose

The Committee has delegated responsibility for considering and where necessary reporting to Board for approval all matters relating to the development, acquisitions, asset management and disposal programme. The limits included in the main duties below are aligned to the limits included in the Financial Regulations and Schedule of Delegated Authority (SODA).

Main Duties

New development:

- Consider and recommend to the Board the Development Strategy, including development related policies.
- Consider and recommend to the Board the Development and Acquisition Programmes and receive reports on the Approved Programmes.
- Approve variations, in accordance with SoDA, on proposed developments outside the approved programmes with the Chair or Vice-Chair of the Board providing Board approval and notification to be provided to Board at the next meeting.
- To approve acquisition and new development opportunities outside of the Approved Programme but with funding contained within the Business Plan.
- Agree an approval framework and viability approach for new developments and acquisitions and receive exception reports.

Asset management:

- Consider and recommend to the Board the Asset Management Strategy, any asset related policies, and Asset Management Plan (linked with Asset Management Database) and oversee their management.
- Oversee the management of the Stock and Held Properties reconciliation
- To approve the valuations of non-residential asset sales to the value set out in the SODA.
- To approve the disposal of assets, to the value set out in the SODA.

Membership

The Board determines membership of the Committee;

- A maximum of six members, including a nominated Chair, who shall be Non-Executive Board members or co-optees of the Board.
- In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.
- A quorum shall be three members.

Authority

The Committee is authorised by the Board to;

- Seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Committee.
- Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary, subject to budget availability.

Accountability

The Committee:

- Is accountable to the Board.

- Ensures that the Board is made aware of any serious concerns either as part of the matters arising from the Committee minutes or in a separate report.

Administration

- The Committee will meet at least three times a year.
- Other meetings will be as and when required either face-to-face, by telephone or electronically.
- The Director of Development and Regeneration and the Director of Homes and Communities will confirm the Committee agenda with the Chair prior to papers being issued.
- Minutes from the meeting shall be approved at the subsequent Committee meeting.

EXECUTIVE MANAGEMENT TEAM TERMS OF REFERENCE

Purpose

The Executive Management Team provides strategic leadership, direction, and management of the organisation. Executive management responsibility including operational matters is delegated through the Chief Executive, and set out in the Scheme of Delegated Authority (SoDA).

Main Duties

- Lead on the organisation's strategic aims and objectives, as agreed by the Board and Committees, having regard to the interest of its tenants, staff and other stakeholders.
- Execute implementation of the Corporate Plan and establish the basis on which all decisions required are taken.
- Provide leadership of the organisation; promoting the vision, mission and values.
- Direct and monitor operational, financial and service performance across the organisation including Health and Safety.
- Agree organisational responses and be proactive in respect of compliance issues
- Review and manage strategic risks.
- Review performance management information and agree actions.
- Ensure high standards of governance.

Membership

Membership comprises;

- The Chief Executive
- Director of Homes and Communities
- Director of Resources
- Director of Development and Regeneration

All members are expected to attend Executive Management Team meetings.

Meetings will be chaired by the Chief Executive.

Authority

The Chief Executive has authority to appoint and dismiss members of the Executive Management Team, taking HR advice as required.

The Executive Management Team has the authority to discuss and take action on all matters relating to the organisation. It has authority to consider commercial and HR issues which may be confidential and sensitive.

Accountability

The Chief Executive has overall responsibility of the Executive Management Team. The Chief Executive is accountable to the Board and is responsible for supporting the Board and Committees to make timely and informed decisions.

Administration

- The group will meet every week or as and when necessary.
- The PA and Governance Officer will maintain the calendar and agenda, issuing minutes and maintaining the action log.