

# Terms of Reference Group Board

(February 2018)

The following are those matters reserved for approval by the Group Board of Bolton at Home Limited.

1. Defining and ensuring compliance with the values and objectives of the group and ensuring these are set out in a corporate strategy.
2. Establishing policies and plans to achieve those objectives.
3. Annually reviewing the Society's governance structure and making any constitutional changes, including, but not limited to, Rule changes, establishment of subsidiaries, amendments to the corporate status or structures, terms of reference and ensuring there is a fundamental review of these matters at least every three years. Adoption and compliance with an appropriate code of governance.
4. Approving each year's accounts prior to publication and approving each year's budget.
5. Approval of the business plan on the recommendation of the Executive Director of Finance or the Group Chief Executive Officer.
6. Certify on an annual basis compliance with the National standards and ensure legal and regulatory compliance.
7. Establishing and overseeing a framework of delegation and systems of control, including delegation of powers to Committees and officers.
8. Agreeing the membership, Chair and quorum of any Committee.
9. Ensuring there are adequate arrangements in place that provide effective oversight of subsidiaries.
10. Appointment and if necessary removal of the Chair and all Directors of each subsidiary company.
11. Appointment of the Chair and Vice/Deputy Chair of the Group Board and where necessary removal of the Chair of the Group Board.
12. Agreeing policies and procedures (subject to a framework of delegation as agreed by the Group Board).
13. Making decisions on all matters that create significant financial risk to the group, or which affect material issues and setting the Group Board's risk appetite.
14. Monitoring the group's performance in relation to these plans, budgets, controls and decisions.
15. Approval of the contractual terms and pay for the Group Chief Executive Officer.
16. Appointing (and if necessary removing) the Group Chief Executive Officer.
17. Satisfying itself that the group's affairs are conducted in accordance with generally accepted standards of performance and propriety.

18. Appointment of external auditors.
19. Review and approval of the annual treasury management strategy and approval and acceptance of all loan and funding agreements, having sought the advice of suitably qualified advisors as considered appropriate.
20. Approval of bids to the regulator or other major grant bodies.

## Membership of the Group Board

Appointments to the Group Board are to be made in accordance with the Society's Rules.

- Members of the Group Board (minimum 9/maximum 10) will be appointed wholly on the basis of skills and competency required for, and reviewed by, the Group Board.
- All new members will be co-opted to the Group Board for the first 6 months whilst undertaking an induction process.
- The Group Board can co-opt between 2/3 members with relevant skills and knowledge for a 2-year maximum period, subject to the cap on membership of 12 (including both Group Board members and co-optees); any co-opted period will count towards any period of office as a Group Board member.
- Co-opted members have no voting rights and will not be included in the quorum.

Members of the Executive Management Team will have the responsibility of Lead Supporting Officers for the Group Board, these being the Group Chief Executive Officer and Secretary.

## Procedural matters relating to the Group Board

- The quorum for the Group Board shall be 4.
- Co-optees to the Group Board shall not be included in the quorum.
- Any members unable to attend a meeting must inform the Governance and Regulation Team at the earliest opportunity to ensure that the Team are able to deal with any quoracy issues.
- The Chair of the Group Board will always be a full (not co-opted) member of the Group Board and determined by the Group Board.
- The agenda will be agreed with the Chair of the Group Board and Lead Supporting Officers.
- Paid staff of Bolton at Home cannot be members of the Group Board.
- There will be no public access to Group Board meetings.
- The calling of urgent meetings will be through the agreement of the Chair of the Group Board and Lead Supporting Officers.
- In accordance with Bolton at Home's approved governance process, the Group Board terms of reference will be reviewed annually by the Group Board. They will be reviewed to ensure continued compliance with the Group Board's chosen code of governance, currently the National Housing Federation's Code of Governance Promoting Board Excellence for Housing Associations 2015 (the 2015 code).

- All Boards and Committees within the Bolton at Home governance structure must consider annually their effectiveness and how they conduct their business, including:
  - a) their governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation;
  - b) the timing and frequency of meetings;
  - c) the format of their agendas, papers, minutes and communications;
  - d) their collective performance as a decision-making body; and
  - e) their compliance with the NHF code 2015 and their legal duties.

There must be a formal review of these matters at least every three years, to ensure best practice, and that documentation is compliant with the latest legislation and regulations.