EDEN

HOMES
AND COMMUNITIES

EDEN HOUSING ASSOCIATION LIMITED

BOARD & COMMITTEE TERMS OF REFERENCE

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1. Board

1.1 Purpose

To determine strategy, direct, control, scrutinise and evaluate the affairs of the Association.

1.2 Composition & Quorum

The general composition of Board is contained in rule D2 “The Board shall consist of between five and twelve Board Members (including co-optees)” with Quorum being three subject to the rest of the provisions as laid out in Rule D11.

Members may be considered to be present if participating in the meeting by telephone/video conference.

As a policy principle the composition of the Board shall allow for a minimum of one members (but no more than four) who are ‘residents[1]’ of Eden Housing Association.

To avoid a clear conflict of interest, a member of the Board cannot sit on a tenant scrutiny panel.

1.3 Frequency of meetings

Scheduled meetings of the Board will be held throughout the year (at least 3 times under Rule D24). There will also be at least one additional event/strategic away day (arranged to suit), which could also be convened as a Board meeting.

1.4 Duties and Responsibilities

The Board is ultimately responsible for all decisions and actions taken in the name of the Association. In addition to the duties that Board are bound to by our rules and those detailed in the delegated authorities document, specific responsibilities include:

(a) Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success;

(b) Setting a positive culture, with a strong customer focus;

(c) Ensuring that the Association operates effectively, efficiently and economically;

(d) Providing oversight, direction and constructive challenge to the Association’s Chief Executive and Executive Team;

(e) Appoint and, if necessary, the dismiss the Chief Executive and Executive

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[1] “Residents” are defined as being

- Current Tenants and shared owners of EHA,
- Those who occupy a property that formerly belonged to EHA or its predecessor Eden District,
- Those living amongst or immediately adjacent to EHA properties.

Team members;

(f) Satisfying itself as to the integrity of financial information, approving each year’s budget, business plan and annual accounts prior to publication;

(g) Establishing, overseeing and reviewing a framework of delegation and systems of internal control;

(h) Establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the Association. Determine the Association’s tolerance of risk.

(i) Preparing reports to and considering, and where necessary responding to, reports from the:

i. Regulator discharging its regulatory function
ii. Association's auditors
iii. Association's funders and ensure that the terms of the Association's funding arrangements are met
iv. the Independent Housing Ombudsman's Service

(j) Responding to legal actions against the Association and dealing with legal proceedings taken by the Association;

(k) Oversee Health & Safety for the Association;

(l) Receive regular financial and operational performance information;

(m) Setting scales for expenses and any other payments made to Board Members; and

(n) Setting and reviewing the development programme (including approval of changes)

1.5 Board Delegation

Unless specifically reserved to the Board or its committees, or delegated otherwise in the delegated authorities document, the Chief Executive has delegated authority for the management and day-to-day running of the Association.

2. Audit & Risk Committee

2.1 Purpose

(a) To oversee and report to the Board on:

i. the external audit
ii. the internal audit function
iii. the accounting and internal control systems of the Association
iv. risk management
v. health and safety
vi. insurance
vii. value for money

(b) To provide an open channel of communication between the Association's internal and external auditors and the Board.

(c) To assist the Board in compiling the required statements on the Association's systems of internal control and its audited financial statements.

2.2 Composition & Quorum

The Chair of the Board must not be a member of the Audit and Risk Committee.

The Chair of the Audit and Risk Committee shall not be the Chair of the Association, but must be a member of the Board.

Three Board members shall form a quorum (co-opted Members shall not be counted). In the event of the Committee being in-quorate, a meeting may still continue, but action upon decisions so made shall be taken only in accordance with existing delegated authority. Full details of such action and reason(s) for it shall be reported in writing to the next meeting of the Board for endorsement.

The Committee may also request from Board a dedicated committee member to provide additional skills if required.

Members may be considered to be present if participating in the meeting by telephone/video conference.

2.3 Frequency of meetings

At least four meetings will be held annually in or around March, June, September and December.

The Committee shall report formally in writing (minutes) to the Board on its proceedings after each meeting on all matters within its duties and responsibilities (see section 2.4).

2.4 Duties and Responsibilities

(a) To provide an overview of external audit by:

i. making recommendations to the Board on the appointment of external auditors;
ii. reviewing the auditor's report, management report and audit highlights memorandum and recommending them for approval by the Board ;
iii. reviewing the external audit work on behalf of the Board ;
iv. considering whether the Association is getting good value for money from its external auditor.
v. ensuring the Committee is able to meet the External Auditor without paid staff being present at least once a year.

(b) To provide an overview of internal audit by:

i. appointment, re-appointment and removal of the Association’s internal auditors;
ii. ensuring that the Association has appropriate internal audit arrangements and to approve the scope and limitations of such

arrangements;

iii. reviewing the work of internal audit by reviewing executive summaries of reports and monitoring progress against the audit plan;
iv. commissioning and revisiting an audit needs assessment to inform the strategic internal audit plan;
v. approving annual and strategic internal audit plans;
vi. receiving the internal auditors annual report and recommending its acceptance by the Board;
vii. considering whether the Association is getting good value for money from its internal auditor.
viii. ensuring the Committee is able to meet the Internal Auditor without paid staff being present at least once a year.

(c) To provide an overview of accounting and internal control systems

i. to satisfy the Board that there is a satisfactory systematic review of the internal control arrangements of the Association.
ii. to ensure that weaknesses in control are corrected and reported to the Board;
iii. to consider the external auditors' management report;
iv. to receive from the internal auditors any major audit findings and to advise thereon;
v. in the case of any irregularity, receive reports from the Chief Executive, Director of Finance and Corporate Resources and/or the Association's Internal or External Auditor and make recommendations for action by the Board;
vi. to consider proposed changes to Standing Orders, Financial Regulations and Accounting Policies and make recommendations thereon to the Board ;
vii. review annual accounts, including narrative statements such as the Business Review and to recommend adoption by Board
viii. to satisfy Board effective data management and technology investments are in place;
ix. ensure appropriate Major Incident and Business Continuity Plans are in place and tested regularly
x. At least once a year review its own performance, constitution and Terms of Reference to ensure the committee is operating effectively and recommend any changes to the Board.
xi. Review at least annually that an effective, up-to-date assets and liabilities register is in place.

(d) **Risk Management** – Although Board retain overall responsibility for risk management and determining the organisations tolerance of risk, Board delegate to Audit and Risk Committee the review and scrutiny of the Association's risk management arrangements, including reviews of the individual and combined material risks faced by the organisation and make plans and strategies to mitigate and manage them effectively. The Committee will support the Board in the review and scrutiny of the Association's stress testing performed as part of the Financial Business Plan process and make comment and recommendations to Board.

(e) **Health and Safety -** to scrutinise aspects of health & safety as part of internal controls or a directed by Board.

(f) **Insurance**

i) to ensure the Association's assets are protected including the maintenance of adequate insurance cover;

ii) Approve the selection of the association's insurers.

(g) **Value for Money (VFM)**

i) Regularly review targets, performance and results from the Association's VFM strategy and action plan

ii) Ensure effective reporting on VFM metrics and performance is included in the Association's Annual Statutory Accounts and in accessible format and communications to provide transparent information for tenants and the public.

(h) **Policies**

i) Approval of Policies designated to the Committee as per the Policy Framework. (VFM Policy, Procurement Policy).

3. Governance & Remuneration Committee

3.1 Purpose

To receive the outcome of the appraisal of the Chief Executive and other members of the Executive team, then review, consider and make recommendations to Board on the remuneration and terms and conditions of the Chief Executive and other members of the Executive Team.

To review the outcome of any job evaluation exercise, pay structure review and terms & conditions review and consider and make recommendations to the Board on these items affecting the Association as a whole and all employees.

To support the Board in ensuring effective governance arrangements are in place, considering legal and regulatory requirements, monitoring compliance with these requirements and making recommendations to the Board.

3.2 Composition & Quorum

All members of the Committee shall be appointed by the Board.

The Chair of the Association should always be a member of this Committee.

The Committee will be composed of no less than three Board Members. The Chair of the Board will not chair the Committee.

The committee may also request from Board a dedicated committee member to provide additional skills if required.

Two Board Members shall form a quorum. Members may be considered to be present in the meeting if participating by telephone/video conference.

3.3 Frequency of meetings

The Committee should meet as often as required to fulfil its Terms of Reference but at least twice per year.

3.4 Duties and Responsibilities

a) To review the outcome of the annual appraisal of the Chief Executive carried out by the Chair of the Association and annual appraisal of other members of the Executive Team carried out by the Chief Executive.

b) To make recommendations to the Board concerning the remuneration and terms and conditions of the Chief Executive and other members of the Executive Team.

c) To make recommendations to the Board on the recruitment of the Chief Executive and any other member of the Executive Team, to include remuneration, terms and conditions and the recruitment process.

d) When recommending to Board the remuneration for the Chief Executive and other members of the Executive Team, to review and have regard to the pay and employment conditions across the organisation.

e) To obtain reliable, up-to-date information about the remuneration of Chief Executives and Executive Team members in other comparable organisations, where this is available.

f) To make recommendations to the Board on Executive Team terminations ensuring the contractual terms on termination, and any payments made, are appropriate for the individual and the Association, and having regard to the reputation and financial position of the organisation and the reputation of the social housing sector.

g) To review the outcome of any job evaluation exercise, pay structure review and terms & conditions review and consider and make recommendations to the Board on these items affecting the Association as a whole and all employees. These recommendations to be considered and made having regard to the financial position of the Association.

Board Members

h) To ensure appropriate arrangements are in place for the retirement of existing and the recruitment of new Board Members including the consideration of a succession plan for approval by the Board and its application.

i) To ensure appropriate arrangements are in place and are delivered for Board Member induction, training and development.

j) To ensure appropriate arrangements are in place for robust and effective Board and Committee Member appraisal, including for the Board Chair and Committee Chairs.

k) To act as a panel to consider misconduct by Board Members, the Board Chair and Members of Scrutiny Panel, and to report findings of the review for consideration by the Board in accordance with the relevant Code of Conduct and Association Rules.

Regulation & Compliance

l) To annually review a self-assessment of compliance against the chosen Code of Governance, considering evidence of compliance and explanation of any areas of non-compliance. Recommend approval of self-assessment to Board.

m) To annually review a self-assessment of compliance with the Regulators Economic and Consumer Standards, considering evidence of compliance and explanation of any areas of non-compliance. Recommend approval of self-assessment to Board

Human Resources, Culture and Values

n) Monitoring and reviewing progress with implementation of the People Strategy and considering updates on key actions within the HR team, making any recommendations to the Board as necessary.

o) Considering other reports, plans and policies relating to organisational culture and values and policies designated to the Committee as part of the Policy Framework (Redundancy Policy, Remuneration Policy).

4. Operations & Consumer Committee

4.1 Purpose

To provide scrutiny and challenge to the most tenant facing services and performance, by focusing on:

- Consumer standards of the regulatory framework;
- Satisfaction and performance in the areas most affecting tenants
- Complaints and the Housing Ombudsman code
- Tenant Engagement and Tenant Voice
- Tenant facing policy approvals (not H&S)
- Monitoring progress on TPAS accreditation work
- Monitoring progress against delivery of Scrutiny recommendations

4.2 Composition & Quorum

All members of the Committee shall be appointed by the Board.

The Committee will be composed of no less than three Board Members. The Chair of the Board will not chair the Committee.

The Committee may also request from Board a dedicated committee member to provide additional skills if required.

Three Board Members shall form a quorum. Members may be considered to be present in the meeting if participating by telephone/video conference.

4.3 Frequency of meetings

The Committee should meet as often as required to fulfil its Terms of Reference but at least three times per year.

4.4 Duties and Responsibilities

a) Setting a positive culture to tenant engagement;

b) Provide scrutiny and challenge on how the Association meets the requirements of the consumer standards in the regulatory framework

c) To review and approve the annual Tenant Voice report

d) To review and recommend to Board the annual review of the Housing Ombudsman Complaints Handling Code

e) To review and recommend to Board the annual review of compliance with the Consumer Standards

f) To provide scrutiny and challenge for action plan monitoring for tenant improvement activities

g) To provide scrutiny and challenge on how we progress compliance with the TPAS accreditation scheme

h) To challenge performance on key tenant priorities such as repairs and complaints

i) Review and approve tenant facing policies (not H&S)