

Board Terms of Reference

Extracted from CP4 Code of Governance including Terms of Reference

Publication note: This standalone document reproduces the relevant content from CP4 for easier public access. CP4 remains the authoritative master governance document.

Constitution of the Board

Membership	A minimum of five and a maximum of twelve members, including Executive and Co-opted members. There must be no more than five Co-opted members at any one time and Executive Co-opted members must be in a minority.
Quorum	Three members.
Frequency	At least six meetings each year, with special meetings as required. Board members are expected to commit to at least ten meetings per year and participate in additional meetings and working groups where required.

Essential functions of the Board

- Setting and ensuring compliance with the values, vision, mission and strategic objectives of the Association, ensuring its long-term success.
- Setting a positive culture, with a strong customer focus.
- Ensuring that the Association operates effectively, efficiently and economically.
- Providing oversight, support, direction and constructive challenge to the Chief Executive and Executive Officers.
- Appointing and, if necessary, dismissing the Chief Executive.
- Satisfying itself as to the integrity of the Association's financial information.
- Approving the annual budget, financial forecasts and variations, the five-year strategic business plan, and annual financial statements and accounts before publication.
- Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff.
- Establishing and overseeing control and risk management frameworks and determining the Association's tolerance of risk. Detailed scrutiny and evaluation of risk and compliance are delegated to the Audit and Compliance Sub-committee.

The Board receives clear and accurate documents at least seven clear days before each meeting. Minutes document decisions and the main reasons for them. Meetings are inclusive and accessible, with adjustments made as necessary.

Governance and regulation

- Approve the Code of Governance, Code of Conduct and underlying terms of reference, and review the Association's Rules.
- Approve the annual report, external auditor's management letter/report, letter of representation, statements of governance compliance, the risk strategy and framework, and corporate policies in accordance with the policy schedule.
- Complete an annual assessment of Board and Sub-committee performance, including composition, skills, diversity, delegations, meeting effectiveness, decision-making and stakeholder influence.
- Set and monitor key performance information, including value-for-money metrics and the strategic plan.
- Gain assurance from the Audit and Compliance Sub-committee and formal resident scrutiny arrangements where applicable, including assurance on internal control, risk, complaints, health and safety and data protection.
- Review compliance with key health and safety responsibilities, the Housing Ombudsman Complaint Handling Code self-assessment, complaints performance and service improvement reporting, and governance effectiveness.
- Embed resident focus, inclusion, integrity, openness and accountability.

Finance and investment

- Approve rents and service charges annually in accordance with the Rent Standard.
- Approve staff terms and conditions, the Chief Executive remuneration package, annual budget, financial statements, treasury management strategy and external borrowing arrangements.
- Approve planned and unplanned expenditure of £100,000 or more and tender-led contracts in accordance with the Procurement Policy.
- Agree the value-for-money self-assessment and the opening and closing of investment and borrowing accounts.
- Review management accounts, treasury reports, business projections, cashflow reports, key performance information, the asset and liability register, asset management strategy performance and impairment reporting.

Business, asset management and development

- Approve the development strategy and policy, annual development programme, pipeline projects, scheme viability reports and the annual equipment and replacement programme.
- Approve the use of non-approved contractors and suppliers over £100,000 and all disposals of property in accordance with the Asset Management Policy.
- Evaluate financial proposals for new development opportunities and review development progress, pipeline schemes, business projections and contractor performance.

Residents, communities and stakeholder relationships

- Monitor major incidents and issues material to the financial position or reputation of the Association.
- Monitor arrangements for communicating with and receiving feedback from residents, including insight into residents' views, needs, concerns and complaints.
- Receive reporting from the Board Resident Champion and the Member Responsible for Complaints in support of the Stakeholder Engagement Strategy.

Delegated authority

- Delegate operational management to the Chief Executive, Executive Officers, Senior Officers and staff within approved frameworks.
- Delegate detailed risk, audit, internal control and compliance scrutiny to the Audit and Compliance Sub-committee.
- Delegate remuneration and staff pay policy oversight to the Remuneration Sub-committee, while retaining final decision-making authority.
- Delegate specified development, treasury, expenditure, contractor appointment, payroll authorisation, Board appointment and disaster-recovery powers as set out in CP4 and the Board Delegated Responsibilities Matrix.