



## **COMMUNITY GATEWAY ASSOCIATION BOARD TERMS OF REFERENCE**

### **Purpose of the Board**

1. The overall purpose of the Board is to oversee and provide guidance in relation to the Association's affairs with executive management responsibility delegated through the Chief Executive. In doing so, Board members must share responsibility for decisions and act only in the interests of the Association and the CGA Group and not on behalf of any constituency or interest group, putting the interests of the Association before their own interests.
2. In accordance with the Association's Rules, the Parent Board will meet at least three times a year as an ordinary meeting, at places to be fixed on an annual basis.

### **Membership**

3. The composition of the Board is set out in paragraphs D2 to D5 of the Association's Rules and summarised in Table 1 of these Standing Orders.

### **Secretary**

4. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

### **Quorum**

5. The quorum necessary for the transaction of business is set out at paragraph D13 of the Association's Rules and is summarised in Table 1 of these Standing Orders.

Persons co-opted to the Board shall be excluded in assessing whether a quorum exists.

### **Responsibilities of the Board**

5. Within its overall purpose, the responsibilities of the Board include the following:

- Define and ensure compliance with the values and strategic objectives of the Association.
- Establish strategic policies and plans to achieve these objectives and ensure the long-term success of the CGA Group.
- Establish a positive culture, focused on the needs of current and future residents, other customers and other key stakeholders, and embedding equality, diversity and inclusion in the organisation.
- Establish and oversee a framework of delegation and systems control and holding subsidiary boards, committees and senior staff to account for the exercise of any powers delegated to them.
- Ensure, through the Audit and Risk Committee, the maintenance and an annual effectiveness review of the systems of internal control and the provision of an appropriate internal audit function.
- Establish a master list of key policies requiring the Board's approval and approve any new policies which impact on:
  - Consumer Standards;
  - Economic Standards;
  - link to Regulatory, legal or health and safety requirements;
  - the overall colleague base or terms and conditions.
- Review the master list and key policies at least every three years to ensure they remain robust and current and require these policies to be presented for re-approval if any changes are proposed which may:
  - reduce quality, timeliness or health and safety standards;
  - have a negative impact on customer satisfaction;
  - have an impact on resource allocation/budgets.
- Make decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle.
- Establishing and overseeing risk management frameworks in order to safeguard the assets, compliance and reputation of the organisation. This will include determining CGA's approach to risk, setting its culture, risk appetite, risk identification, oversight of risk management, crisis management and responsibility for the Association's risk decision taking.
- Approve the Business Plan for the Association.

- Approve each year's budget and accounts prior to publication.
- Review and respond, in conjunction with the Audit and Risk Committee, to the external auditors' annual management letter.
- Establish and oversee a framework for borrowing by the Association, to monitor full compliance with all covenants contained in loan facility documentation.
- Monitor the Association's financial position during the year, satisfying itself of the integrity of financial information and ensuring that its financial performance is consistent with the approved Budget and longer-term plans. In doing so, ensure any remedial action is taken to maintain liquidity and financial viability.
- Approve the Association's Treasury Management Strategy and Policy.
- Approve the Association's approach and strategic framework for delivering value for money.
- Monitor and review the Association's Community Empowerment Strategy.
- Promote CGA's Equality, Diversity and Inclusion Strategy and have overall responsibility for its implementation and monitoring.
- Ensure that CGA uses its property stock effectively and efficiently, provides high quality services to tenants and maintains its property to a high standard, within policy and financial constraints.
- Monitor the progress and project management of the capital programme for major repairs, renovation and modernisation and to ensure that appropriate standards of design, specification and project management are achieved.
- Approve the Association's Technology and Digital Transformation Strategy and agree a framework for overseeing its implementation.
- Review and subsequent tender of the internal and external auditors' appointments, as recommended by the Audit and Risk Committee.
- Appoint the Association's bankers and any external financial and legal advisors, which it considers necessary.
- Oversee the Association's legal and moral responsibilities as a landlord and an employer, including, in particular, the important responsibilities under Health and Safety legislation and ensure that it complies with those responsibilities.

- Agree substantive changes to the staffing structure and terms and conditions, including remuneration policies. For the avoidance of doubt, this will also include overseeing the Group's pension arrangements.
- Overall responsibility for training and development strategies for employees and Board members.
- To approve and monitor the management and delivery of CGA's Development and Regeneration Strategy, ensuring that development targets and grant conditions are met whilst protecting the Association's financial viability.
- To approve the submission of bids for external funding (including grants, tenders, etc.) and the subsequent acceptance of these funds on behalf of the Board.
- Ensure compliance with the terms of the Transfer Framework and Partnership Agreements.
- Reserve to itself all decisions, regarding staff/Board member declarations of interest, specifically brought before Board. In the case of urgency, this matter shall be covered by the provision as to Urgent Action decisions in Standing Orders.
- Appoint (and if necessary, dismiss) the Chief Executive and be represented in the appointment of the Executive Directors of CGA.
- Create a standing Audit and Risk Committee and Remuneration and Appointments Committee and may from time to time create other Committees, sub-Committees or working groups to which it may delegate or refer business for detailed consideration.
- A decision by the Board, or by a Subsidiary or Committee with full power to act, shall include the authority to take all necessary consequential action to put that decision into effect, including the affixing of the relevant company seal to any requisite document.
- Receive reports on a range of performance indicators relating to key issues as shall be agreed by them from time to time.
- Establish and monitor a mechanism for communicating and receiving feedback from the organisation's stakeholders and shareholders.
- Provide oversight, direction and constructive challenge to the organisation's Chief Executive and the Executive Leadership Team.

- Follow the organisation's Rules in appointing (and, if necessary, removing) the Chair of the Board.
- Establish a code of conduct and expected behaviour for the Board, subsidiary Boards and Committees.
- All matters concerning the constitution and governance of the Association, including approval of standing orders as to procedure, financial regulation and contracts and compliance with all legislative, regulatory and financial requirements.
- Satisfy itself that the Group's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and propriety.
- Ensure all new Board members undertake an appropriate induction whereby the responsibilities of being a company director are made clear, alongside the requirement to observe key corporate policies including, but not limited to, Probity and Anti-Bribery.
- In accordance with the Group's Intra-Group Agreements monitor the performance and activities of its subsidiaries, ensuring that each subsidiary maintains high standards of governance and probity, remains viable and has robust systems of financial controls and reporting.

### **Matters Specifically for Board**

6. Significant matters specifically reserved for the Board's decision, which cannot be delegated to executive staff or Committees, include:
- Expansion of the organisation's operations into new activities or geographic areas.
  - Any decision to cease a material part of the organisation's operations.
  - Significant changes to corporate structure.
  - Approval of resolutions to be put forward by the Board at a general meeting.
  - Changes to the structure, size and composition of the Parent and Subsidiary Boards.
  - Approval of Committee membership, including Committee Chairs and terms of reference.
  - Appointment or removal of any officer of the Board, including the Group's Company Secretary.

- Approval of periods of notice of more than six months and other provisions for material payments to be made or benefits granted in the event of a contract being terminated must be specifically approved by the Board with the reasons for the decision clearly minuted.