

## **Ongo Communities Board**

### **Functions**

1. The Ongo Communities Board is tasked with making decisions on matters concerning the performance of the social enterprise, company and partnership activity undertaken by entities governed by Ongo Communities, (Ongo Recruitment and Crosby Brokerage) and making recommendations to Group Common Board when appropriate.
2. The Board must:
  - a) Establish strategic plans and targets for each scheme, business or activity within the parameters for activity and resources set by the Group Common Board.
  - b) Approve the associated business plans, budgets, cash flow forecasts and annual financial statements for the member companies.
  - c) Scrutinise regular (at least six monthly) performance reports on Ongo Communities performance against key performance targets and financial indicators.
  - d) Agree and monitor corrective actions and associated timescales.
  - e) Provide regular (at least six monthly) summary risk review monitoring and accountability reports to the Group Common Board.
  - f) Escalate any matters of under-performance (operational or financial) to the Group Common Board.
3. The Board must ensure that that the staff, activity and assets of entities governed within Ongo Communities:
  - a) Are appropriately insured.
  - b) Do not present risk or loss to the Ongo Homes social housing assets.
  - c) Operate within the Intra-Group Agreement with Ongo Partnership.
  - d) Are compliant with all relevant legal, regulatory and financial requirements.
  - e) Operate within the standards of governance, behaviour and conduct set by the Ongo Group.
  - f) Operate within the governance framework established by the Group.
4. To be responsible and accountable to the Group Common Board for risk management within the Communities areas and escalating issues to the Group Common Board when necessary, seeking independent advice as relevant.

### **Attendance**

5. Attendees such as external advisors may attend all or part of meetings at the invitation of the Communities Board Chair.

### **Accountability**

6. The Group Common Board will always retain overall responsibility for governance and human resources.
7. The Communities Board is accountable to the Group Common Board for the fulfilment of the responsibilities delegated to it as set out in this Terms of Reference.
8. All Communities board members share responsibility for its decisions and should act only in the interests of the Group and not on behalf of any constituency or interest group.

9. The Group Common Board will obtain assurance on the committee's work via minutes and regular verbal feedback from the Communities Board Chair on all of its meetings.
10. The Chair of the Communities Board will ensure that key issues are promptly brought to the attention of the Group Common Board.

### **Composition**

11. The Board shall consist of five members, two from the Group Common Board and three independent members.
12. Group Common Board shall appoint one of these members as the Communities Board Chair, who shall be a non-executive member of the Group Common Board.

### **Quorum**

13. The quorum for the Communities Board shall be three.

### **Frequency of meetings**

14. The Communities Board must meet at least 3 times a year.

### **Skill requirements**

15. In addition to those set out in the statement of preferred composition, the specific skill requirements for this Board include:
  - Experience of social enterprise or community development activity.
  - Understanding of the local communities in which Ongo Communities operates.
  - Experience of managing or governing employment and training services.
  - Experience of managing or governing charitable funding.
  - Demonstrating commitment to and understanding of the values and objectives of the Group.
  - Appreciation of executive and non-executive roles and responsibilities.
  - Ability to dedicate sufficient time and energy.
  - Confidence to give honest opinions and add value to decision-making.
  - Inquisitiveness and independent judgement.
  - Capacity to keep up to date with the operating environment.
  - Understanding the wider social role of the Group across local communities
  - Understanding of legislation and key values of equality, diversity and inclusion

### **Review**

16. The Group Common Board has approved these terms of reference and they will bind the Communities Board with effect from 2 December 2020.
17. At least every two years, the Communities Board shall review its structure, delegated responsibilities, reporting arrangement and its terms of reference and report its conclusions to the Group Common Board, including any recommendations for change.