

## **TERMS OF REFERENCE**

### **Group Common Board – (acting as the common board for Ongo Partnership and Ongo Homes)**

#### **Function**

1. Develop and approve a corporate strategy for all entities within the Group and the vision and values for the Group.
2. Approve strategies, frameworks and policies relating to all entities within the Group, as set out in the Policy Approval Framework, e.g. equality & diversity, health & safety).
3. Ensure compliance with the values, mission and strategic objectives of the Group and ensuring its long-term success.
4. Appointing (and if necessary removing) the Chief Executive and approve their salary, benefits and terms of employment.
5. Undertake the role of employer in relation to appropriate pension arrangements for employees.
6. Satisfying itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication.
7. Establishing and overseeing a framework of delegation and systems of internal control and systems to monitor business performance.
8. Establishing and overseeing a risk management framework in order to safeguard the assets of the Group.
9. Taking appropriate advice.
10. Ensuring at all times that the Group takes into account any obligation imposed by the Group's regulators in the exercise of its powers.
11. Satisfying itself that the Group's affairs are conducted in accordance with generally accepted standards of performance and propriety.
12. Establishing and operating a performance appraisal system for the board, chair and individual board members.
13. Establishing and overseeing a committee for the payment of board members.
14. The appointment, induction and training of Board members.
15. Any extension or restriction in the scope of the Group's activities or functions.
16. Overseeing the annual appraisal of the Chief Executive and a three-yearly review of their terms and conditions of employment.
17. Ensuring appropriate relationships with relevant regulators, local authorities, other statutory bodies and other stakeholders.
18. Any item which is referred to it by a General Meeting.
19. Any matter reserved to it by the Delegation's Framework.
20. Any allegation, attempt or instance of whistle blowing or fraud referred to the Group Board by the Audit and Risk Committee, and bring any such matter to the attention of the relevant regulator in an appropriate manner.
21. Ensuring compliance with all relevant legislation and regulation.
22. The Board may create Standing and other Committees, Sub-Committees or Working Groups to which it may delegate or refer business for detailed consideration from time to time. The Board will approve the terms of reference for such Committees or Groups.

23. The Board is responsible for ensuring that any of the Group's companies ceases to trade if there are reasonable grounds for believing it to be insolvent.

***Annual approval / review:***

24. An annually updated four-year Group-wide corporate plan including financial business plan.
25. A four-year growth and development strategy, development appraisal parameters, annual delivery programme and the associated resources (including acquisition, and the activity of Ongo Developments and Ongo Home Sales, Ongo Commercial and Ongo Communities).
26. Full review of the Delegations Framework every two years.
27. Strategic parameters and resources for the delivery of regeneration projects, new initiatives and any associated partnership or agency arrangements.
28. Annual budgets and cash flow projections, including stress testing to agree the resources to fulfil financial and operational requirements.
29. Bids for capital funding.
30. Accounts detailing comparison between annual budget & audited accounts following financial year end.
31. Accounts, auditors report, management letter and Board disclosure letter.
32. The Rent Policy.
33. Annually endorse a list of currently approved suppliers.
34. Programme and resources to deliver the asset management strategy,
35. Review and approve the content and structure of the Assets & Liabilities Register annually.
36. Value for money strategy or framework.
37. Internal control statement.
38. Internal Audit Report – Audit & Risk Committee Annual Report to the Board.
39. Appointment of members of the Board, Committee Members, Chairs and Deputy Chairs.
40. Authorised signatories.
41. Risk Management Strategy on the recommendation of the Audit and Risk Committee.
42. Treasury management strategy, investment policy and other policies ensuring that there is a borrowing strategy in place in order that Ongo Group is able to implement its plans.
43. A schedule of all policies approved by the Board and in operation, deleting any that are now redundant, and noting any changes agreed by the Chief Executive during the year.
44. On an annual basis, to assess the effectiveness of arrangements for compliance with the Regulatory Standards and the Sector Scorecard for the social housing provided by Ongo as set out in the Regulatory Framework, e.g. the Ongo Homes Board, as part of the Group Common Board, will review the value for money self-assessment statement and approve the Value for Money Statement.
45. The staff salary review must be coordinated by the Chief Executive and approved by the Group Common Board.

***Review and approvals at each meeting:***

46. Performance monitoring and target setting for the Group.

47. Financial management reports as detailed in the delegation's framework
48. Assurance relating to Group regulatory, charitable and legal compliance.
49. Within the parameters of the growth and development strategy, review delivery of the overall strategy and financial plan.
50. Monitor compliance with contractual arrangements within the Group and third parties.
51. Review the strategic risk register.
52. Evaluate all opportunities within the growth and development strategic parameters for development, identifying options for both social and commercial purposes and approving associated schemes as relevant within the scheme of delegation for the Group.
53. Receive reports at each meeting, or as the need arises, on:
  - a) Use of power of attorney
  - b) Urgent decisions taken between meetings

#### **Approve from time to time:**

54. New strategies and policies, in line with the Policy Approval Framework.
55. Specific projects that fall outside the parameters determined by the relevant strategy.
56. Updates and reviews of the Standing Orders and Financial Regulations as recommended by the Audit and Risk Committee.
57. Recruitment of Chief Executive and Executive Team.
58. Appointment of Company Secretary.
59. Appointment of Non-Executive Members and Executive Members to the Board and Committees.
60. Co-options and casual appointments to the Board or Committees
61. Deal with Executive Management Team grievances and Executive Director disciplinary matters.
62. Approval of group governance and constitutional change: e.g. IGA, SLA's, Rules and Articles.

#### **Composition**

63. This Committee will have a membership of up to 11 Non-Executive members (one of which will be the Board Chair) and one Executive member.

#### **Quorum**

64. The quorum for the Board will be 3.

#### **Frequency of meetings**

65. The Board will meet at least 6 times per year including strategic away days.

#### **Skill requirements**

66. These are set out in the board statement of preferred composition. The framework sets out the core skills and experience required within the Group Common Board which are summarised as follows:

- Direct knowledge of the tenant experience and residents' needs and concerns

- Experience of financial management, financial reporting and control systems
- Treasury management (borrowing, investment, loan terms covenants etc.)
- Commercial business management skills, including risk management, assurance and business continuity
- Property development, procurement and asset management
- Management of housing services
- Knowledge of (and links within) the communities served by the association
- Detailed knowledge of the operating environment of the social housing sector and its regulation
- Health and safety compliance and associated risk assessment
- Legal knowledge relevant to housing

There is a further list of desirable skills for the Group Common Board which are set out in the framework and are summarised as follows:

- Strategic human resources and management development
- Community development and capacity building
- Procurement and strategic management
- PR, marketing, media and communications
- Supported housing, employment and training and links with health services

### **Review**

67. The Group Board has approved these terms of reference and they will bind the Board from 2 December 2020.
68. At least every two years, the Board shall review its structure, delegated responsibilities, reporting arrangements and its terms of reference and report its conclusions, including any recommendations for change.

### **Matters reserved for the Group Common Board**

<b>To direct the affairs of the Group in accordance with its objects and rules</b>
<b>1. Constitution</b>
<p><b>To approve:</b></p> <ol style="list-style-type: none"> <li>a) Changes to the corporate structure of the Group</li> <li>b) The shareholding policies of the Group</li> <li>c) Rule changes for the Group</li> <li>d) Changes to the structure, size, constitution, composition and retained functions of the Board and its Committees</li> <li>e) Standing Orders including the Financial Regulations and Scheme of Delegations, Terms of Reference of all Committees, Working Groups and Panels of the Group Board</li> <li>f) Delegation of any decision-making powers to Committees, Panels or working groups</li> </ol>

- g) All resolutions to be put to shareholders/members at any AGM's or other general meetings.

## **2. Appointments and Remuneration**

- a) To **appoint** (and, if necessary, remove) the Group Chair, the Group Chief Executive, and members of the Board and Committees.

To **approve**:

- b) Any remuneration and employment policies for Board Directors and Committee members, the Group Chief Executive and Executive Management Team and the level of remuneration;
- c) Any termination arrangements for the Group Chief Executive, and Executive Management Team.
- d) The staff salary review must be coordinated by the Chief Executive and approved by the Group Common Board.

## **3. Compliance and Governance**

- a) To **approve** (where this is formally required) and receive assurance that regulatory returns have been processed in a timely and accurate manner.
- b) To **review** regulatory assessments, viability reviews and where appropriate, make associated responses.
- c) To **review** annually its own collective performance, constitution and terms of reference, and that the organisation is compliant with the adopted Code of Governance.
- d) To **approve** a code of conduct and expected behaviour for Members.
- e) To **monitor** that its affairs are conducted lawfully and in accordance with generally accepted standards of performance, propriety, regulatory requirements and good governance.
- f) To **monitor** that Members of the Group, comply with the values, vision, mission and strategic goals of the Group.
- g) To **monitor** that services are delivered in line with the strategies agreed by the Board and that there is a clear and accountable framework of performance indicators and action plans to achieve the Group strategic objectives.

## **4. Strategies, Policies, Plans and performance**

- a) To **monitor** that there is a robust framework for approving and reviewing Group strategies, plans and policies.
- b) To **ratify** all decisions as necessary and receive reports on recommendations made by Committees.
- c) To **approve** the annual financial and business plans of the Group and to monitor any outcomes.
- d) To **approve** and **monitor** Group performance indicators for activities within the remit of the Board.

## **5. Financial information; annual accounts, budget and financial plan**

- a) To **approve** any resolutions to the Annual General Meetings.
- b) To **review** and approve annually the assumptions in the Group Financial Plans.
- c) To **review** the robustness of the Group's financial planning.
- d) To **approve** the annual report of directors, annual accounts, Group budgets and business plan, and monitor any outcomes.
- e) To **approve** annually the conditions for bidding for both grant and non-grant funded programmes.

**6. To ensure that the Group's present and foreseeable financial, organisational and reputational risks are recognised, regularly assessed and managed.**

- a) To **approve** annually the Group Risk Policy and risk map and framework for the identification, management and reporting of risk, including stress testing as required.
- b) To **receive** from the Audit and Risk Committee the annual internal controls and business assurance report and **approve** it.
- c) To **approve** or **ratify** policies and decisions on all matters which, in the opinion of the Group Board, might create significant financial or other risk to the Group, or that raise material issues of principle.
- d) To **approve** and **monitor** compliance with the Group Equality & Diversity and Health & Safety Policies.
- e) To **ratify** approval of and review processes for dealing with individual cases raising material issues of ethics or probity.

**7. To assess and approve Group investment activity in accordance with its Investment plan**  
 – including but not restricted to the extension of the Group's activities into new business and geographical areas; and any decisions to cease all or any material part of the Group's business.