



## Board Terms of Reference

<b>Prepared By</b>	Chief Executive
<b>Date Approved</b>	14 <sup>th</sup> June 2022
<b>Review Frequency</b>	3 Years

### 1. General

- a) The principal role of the Board is to determine, monitor and review the objectives, policies and strategies of Family Housing Association (Birkenhead & Wirral) Ltd and to ensure all business is conducted within the Association's Rules.
- b) The operational effectiveness of the Association's governance structure is reviewed from time to time by the Board to ensure it is appropriate for both the present and planned activities of the Association.
- c) The Board shall meet not less than six times each year.
- d) Minutes shall be formally approved by the Board at its next meeting.

### 2. Membership

- a) The Board shall comprise not less than five nor more than twelve Members.
- b) Three Members of the Board form a quorum for meetings.
- c) Each Member of the Board shall be bound by the provisions contained in the Rules of the Association.
- d) Each Member of the Board shall be elected for a fixed term of office expiring at the conclusion of an Annual General Meeting. The fixed term shall be for a term of three AGMs, unless the board has set a lower number of AGMs for the relevant Board Member on their election. Any shareholding Member wishing to stand for election to the Board must be nominated by another shareholding Member. The Board may appoint shareholding Members between AGMs to fill a vacancy, but that person must stand down at next AGM.  
A Member of the Board shall be deemed to have vacated their office if they absent themselves from three consecutive meetings without special leave of absence.
- e) Each Member of the Board shall have one vote on a motion. In the case of a tied vote the Chairman may cast the deciding vote. All issues shall be decided by a straight majority.
- f) The Chairman and Vice Chairman shall be elected by the Board. The first items of any Board meeting in the event of a vacancy arising for either the Chairman's or Vice Chairman's position shall be to elect an existing Board Member to the vacant position.
- g) Either the Chairman or Vice Chairman may be removed at a Board meeting called for the purpose, provided the resolution is passed by at least two thirds of the Members of the Board.

### **3. Principal Functions**

- a) To ensure the business of the Association is conducted within the Association's approved Rules.
- b) To determine and review the objectives, policies and strategies of the Association.
- c) To periodically review the terms of reference for the Board, and to approve any amendments recommended thereto.
- d) To elect the Board Chairman and Vice Chairman.
- e) To approve applications for membership.
- f) To receive key statistics to retain an effective overview of the Association's performance.
- g) To approve the Association's Business Plan.
- h) To approve the annual budgets and cash-flow forecasts; and to authorise any additional expenditure which cannot be accommodated within the approved annual budgets.
- i) To approve the Association's rent setting policies.
- j) To approve the appointment of Internal and External Auditors, and responses to Auditor's Management Letters.
- k) To approve the criteria to be used in assessing the financial viability of new projects.
- l) To approve all private loan facilities.
- m) To approve the Association's risk management strategy; and to ensure the implementation of effective controls in relation to all key aspects of the Association's activities.
- n) To approve the creation of new unbudgeted posts on the employee structure.
- o) To comply with the National Housing Federation "Excellence in Governance".
- p) To promote the aims and objectives of the Association and to represent the Association at official openings and other public occasions where Board representation is required.
- q) To approve the Association's list of authorised signatories and approve any amendments thereto.
- r) To approve the basis of proposed pay awards to all employees and any proposed changes to salary ranges and/or terms and conditions of employment.
- s) To approve the appointment of and, where circumstances warrant, removal of the Chief Executive.
- t) To monitor demand for social housing and the changing needs of various client groups throughout the Association's area of operation and to listen to the 'tenants' voice' through Tenant Members, our Customer Panel and Customer Satisfaction Surveys.
- u) To monitor new tenancies and approve termination of Starter Tenancies.
- v) To conduct an annual review of the approved lists of consultants and contractors and approve all additions/deletions thereto. In addition, to monitor the distribution of work to Consultants and Contractors.
- w) To approve the annual accounts for the Association for submission to Annual General Meetings and to monitor the Quarterly Management Accounts, liquidity and cash flow forecasts.
- x) To appoint the Associations bankers, Accountants, insurance brokers and approve the Association's insurance renewals.
- y) To review the Associations Information Technology Requirements.
- z) To approve the funding implications of all development, property acquisition and improvement projects.