

Board Terms of Reference

Version:	
Date Approved:	Board February 2026
Review Plan: e.g. annually	Every 3 years
Review Date:	February 2029
Owner:	Chichester Greyfriars Housing Association
Document Controller:	Chief Executive

THE BOARD – TERMS OF REFERENCE

1.0 GENERAL

1.1 The Board of Chichester Greyfriars Housing Association (CGHA) is the governing body of the Association and conducts its business in accordance with its Rules and Standing Orders. It is ultimately responsible for the Association and all of its activities.

1.2 These Terms of Reference for the Board are based upon the approved documents and filed with the relevant national authorities and regulators, and the Rules and Standing Orders of the Association as approved by the Board. In the event of any conflict between these Terms of Reference and the Rules and Standing Orders of the Association the latter will take priority.

2.0 CHARITABLE STATUS

2.1 CGHA is a registered society under the Co-operative and Community Benefit Societies Act 2014. The Association was formed for the benefit of the community and can only undertake activities which are consistent with its stated objectives. CGHA's objectives as set out, in detail, in the Rules are to provide and manage affordable housing for local people in housing need. The shareholders of the Association are the directors, but payments (eg dividends) cannot made to shareholders, other than in the ordinary course of business which must be appropriately disclosed in the Annual Report & Accounts.

3.0 RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

The main responsibilities of the members of the Board are summarised below:

a. Adhere, at all times, to the rules adopted by the Association.
b. Uphold the values and objectives of the Association.
c. Uphold the Association's core policies, standing orders and financial regulations.
d. Ensure compliance with the constitutional and legislative framework as it applies to the Association and act within its powers.
e. Contribute to, and share, responsibility for the Board's decisions, including its duty to exercise reasonable care, skill and independent judgement.
f. Prepare for and attend meetings, training sessions and other events.
g. Assume collective responsibility, as a Board member, for the major decisions made by the Board.
h. Represent the Association as appropriate.
i. Declare any relevant interests and avoid, where possible, conflicts of interest and if they are unavoidable make appropriate declarations.
j. Respect confidentiality of information.

4.0 RESPONSIBILITIES OF THE BOARD

4.1 The Board has ultimate responsibility for the governance of the Association. Its primary role is to lead, direct, control, scrutinise and evaluate the work of the Association. This includes determining its strategic direction, its major operational policies, establishing, and overseeing control and risk management frameworks. In addition, it monitors the financial and operational performance against both the agreed budget and prior year as

well as ensuring the integrity of the information and that the Association delivers against its agreed strategy, aims and objectives.

4.2 The Board has responsibility to ensure that the Association operates both within the law and housing regulations as well as adhering, where practical, to housing association best practice.

4.3 The Board shall direct the affairs of the Association in accordance with its agreed objectives and Rules.

4.4 The functions of the Board shall include the following:

a. Establish and ensure compliance with the agreed values, vision, mission and strategic objectives of the Association, ensuring its long-term success.
b. Establish a framework for approving strategies, policies and plans to achieve those objectives.
c. Satisfy itself as to the integrity of financial and operational information and annually consider and recommend approval of the Annual Report & Accounts to the Annual General Meeting. In addition, it will approve the annual budget and business plan for the forthcoming year.
d. Ensure that the association remains financially viable, maintaining sufficient liquidity, through cash and loan facilities, to deliver its strategic
e. Establish and oversee a framework of delegation and systems of internal control, which are reviewed annually.
f. In order to safeguard the assets of the Association, the Board will establish and oversee a framework for the identification, management, mitigation and reporting of risk. It will also maintain and regularly review the Risk Register
g. Agree, or ratify, policies and decisions on all matters that might create significant operational and financial risk to the organisation, or that raise material issues of principle.
h. Appoint (and if necessary, remove) the Chief Executive following agreed procedures and approve his or her salary, benefits and terms of employment.
i. Monitor the Association's performance against agreed strategies, plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable Associations.
j. Establish and monitor a mechanism for communication and receiving feedback from the Association's stakeholders, shareholders and other relevant parties.
k. Establish a strong working relationship between the Board and the Chief Executive.
l. Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and regulatory requirements.
m. Follow the Association's constitution in electing (and if necessary, removing) the Chair of the Board and other directors.
n. Ensure compliance with the Regulatory Code or its successor.
o. Confirm the accuracy of regulatory and other formal returns submitted as part of the Associations business activities.
p. Approve the Associations health and safely policies and receive annual reports on the Association's performance against those policies (more detailed oversight will be undertaken by the Audit and Risk Committee).

4.5 It is recognised that certain of these activities may be delegated to the Audit & Risk

Committee, any other committee or designated working party; however, responsibility remains with the Board.

4.6 **Audit and Risk Committee.** The Committee is authorised by the Board of CGHA to undertake any activity within its Terms of Reference and, in addition, undertake any activity requested by the Board. The main functions of the Audit and Risk Committee are to monitor and review risk, the activities and reports of external audit and internal audit as well as internal controls and health and safety. The Committee will also review the annual financial statements, management letter and letter of representation and make recommendations to Board.

The Committee may be asked to review ad hoc policies and procedures in advance of their consideration by Board. It is authorised to request information from any employee. All employees are required to co-operate with any reasonable request made by the Committee. The Committee is authorised by the Board to obtain independent professional advice, if the Committee considers it appropriate.

5.0 CHIEF EXECUTIVE

5.1 The Chief Executive is not a member of the Board and cannot be the Chair of the Board. However, it is anticipated that they will attend and fully participate in Board meetings.

5.2 The Chief Executive cannot chair or be a member of the Audit & Risk Committee but may, where appropriate, attend and fully participate in their discussions.

5.3 The Chief Executive may participate in Board discussions on staff remuneration but cannot take part in any discussions and decision making in respect of their own remuneration. It is generally expected that they will leave the meeting when their own remuneration is being considered.

5.4 The Chief Executive is responsible for delivering the Association's strategy as agreed by the Board.

5.5 The day to day running of the Association, together with the policies and procedures agreed by the Board, is the responsibility of the Chief Executive. In addition, they will be responsible for the financial and operational performance of the Association, against the measures agreed by the Board. The performance will be monitored by the Board and its Committees.

5.6 The Board has delegated certain of its monitoring responsibilities to the Audit and Risk Committee, and this is set out in the Audit and Risk Committee's Terms of Reference which have been approved by the Board. The Committee will regularly report to the Board on its deliberations and conclusions

6.0 CHAIR AND VICE-CHAIR

The primary role of the Chair of the Association includes:

(a) The management of the Board, particularly chairing the Board, reviewing the performance of individual board members, ensuring that the Board has an appropriate blended mixture of skills, competences and experience and ensuring that succession planning is kept under review.

(b) Leading the Board in the development of the Associations strategy and plans as well as ensuring that the executives implement and deliver upon them.

(c) Holding the Chief Executive to account thereby ensuring delivery against the agreed objectives of the Association.

(d) The Association will also have a Vice-Chair who, in the Chair's absence, shall act as the Chair and have the Chair's powers and duties and who shall be elected by the Board. The arrangements for election and removal of any Vice Chair shall be determined by the Board

(e) The duties of the Vice-Chair include an appraisal of the Chair and assisting the Chair to ensure the effectiveness of the Board.

(f) The Chair or the Vice Chair of the Board are not permitted to be a member of the Audit and Risk Committee but they can attend as a nonvoting member.

7.0 STATEMENTS OF INTENT

7.1 **Equality, diversity and inclusion** - the Association has adopted an Equality & Diversity policy which provides that no person shall be treated less favourably than another because of their race, colour, ethnic or national origin, their religion, sex, physical disability or marital status.

7.2 **Conflict of Interest -** all Board members should be aware of potential conflicts of interest (e.g. as a member of another Housing Association or Group, or in dealings with consultants or contractors). A register of Board member interests is maintained to record such conflicts. Where a Board member identifies that they have a potential conflict of interest this should be promptly reported to the Chair and Chief Executive. They will agree an appropriate set of actions with the board member and, where appropriate, will ensure that it is entered into the Association's Register Interests and reported to the Board.

7.3 Confidentiality - all Board members are required to ensure the confidentiality of the Association's documents, information and commercial arrangement. Such matters should not be discussed outside of the Association without express permission.

7.4 **Conduct** – it is vital for the reputation of social housing that everyone who works for, or represents, a housing association is held to the highest standards of conduct. The Board adopted the National Housing Federation's Code of Conduct 2022 and applies to all Board members and staff. It covers the following:

- Acting in the best interests of housing association and its residents
- Behaving with integrity

- Conducting yourself professionally and treating others well
- Protecting yourself, others and the environment

7.5 **Removal of Board Members**

Board members can be removed from the Board for a number of reasons as detailed in the rules of the organisation. This can include poor performance, repeated non-attendance, conflict of interest etc. This has to be ratified by a special resolution at a general meeting and by two thirds of the Board.

8.0 COMPOSITION OF THE BOARD

8.1 The Rules of the Association state that the Board will consist of between 5 and 12 members (including co-optees). In practice the precise number being determined by the Chair in consultation with Board members and the Chief Executive. Three Board members are required to form a quorum according to the rules, but the Board may determine a higher number or impose additional requirements where appropriate.

8.2 The Rules state that Board members can serve no more than three terms of office but that the Board can set a lower threshold. The Association has adopted the National Housing Federation's Code of Governance 2020, suitably amended, which states that a six-year maximum tenure be applied but with the flexibility to extend to a further term thereby giving up to nine years in total. If a Board member has not stood for re-election, resigned or reached their maximum term they may not apply to re-join the Board for a period of 3 years.

8.3 Any person may be co-opted, with the agreement of the Board, to serve on the Board provided that not more than five such persons serve at one time on the Board.

8.4 At the Annual General Meeting (AGM) shareholders may elect Board members who have been co-opted onto the Board after the previous AGM; those Board members who are offering themselves for re-election on the completion of their 3-year term; or under the rules are offering themselves for election.

8.5 Board members can be removed from the Board by a special resolution at an AGM or by a resolution passed by two thirds of the Board Members, excluding the board Member subject to the proposed removal, provided that:

- At least 14 days' notice of the proposed resolution has been given to all Board Members; and
- The notice sets out, in writing, the reasons for the removal; and
- The Board is satisfied that the reasons justify the removal

8.6 The Board will keep succession under review to ensure there is a minimum of five Board members at any time. All Board members will be elected in accordance with an open and transparent selection process.

8.7 The Chief Executive will normally attend all meetings of the Board. The Board, Chair or Chief Executive may request the presence of any other staff as appropriate.

9.0 BOARD PAPERS AND MINUTES

91 The agenda for each meeting shall be drafted by the Chief Executive in consultation with the Chair.

9.2 Minutes of all meetings shall be reviewed by the Chief Executive and Chair and circulated to members not later than four weeks after the meeting.

10.0 MEETINGS

10.1 The Board shall meet at least four times in each calendar year. The dates of the meetings for the year and those of the Committees shall be agreed at the first Board meeting in the calendar year.

10.2 The Board is not quorate unless three board members or half of the board (whichever is lower) are present.

10.3 In addition, the Board shall receive papers for Board and Committee meetings at least six days in advance of the meeting, thereby giving members sufficient time to consider all agenda items.

11.0 URGENT MATTERS

11.1 If it is necessary to make a decision before the next Board meeting on a matter requiring Board approval the Chief Executive will take the following steps: -

a. Attempt to contact the Chair to convene a special meeting of the Board.
.

b. If a special meeting cannot be arranged then the Chair has responsibility for ensuring that as many of the Board as possible are consulted using all appropriate means, including telephone and email

c. They will attempt to reach a quorate decision.

d. The fact that Board members were consulted and views were expressed should be minuted and signed off as a true record at the next meeting of the Board.

12.0 PERFORMANCE

Board members are expected to participate in the meetings of the Association as appropriate. Examples of participation by Board members is summarised below and is intended to illustrative rather absolute:

a. Attend at least 75% of all Board and general meetings and send apologies in advance if unable to attend, with at least 48 hours advanced notification (except in case of emergency).
b. Attend the Annual General Meeting (AGM).
c. Attend all business planning meetings.
d. Attend at least 75% of all committee meetings of the Board where a member
e. Read thoroughly, in advance of meetings, all papers sent out for discussion and to prepare ideas and contributions accordingly.
f. Notify the Chair or Chief Executive in advance any item to be raised under Any Other Business.

g. Arrive punctually at meetings to enable the prompt commencement of proceedings.
h. Behave in a courteous, polite and orderly manner and show respect for other members, staff and any attendees at the meetings.
i. Take a share of the Board's duties and report back to it as appropriate, on work or meetings members undertake on its behalf.
j. Attend at least 75% of all training organised by the Association and to undertake other training as required or identified at their personal appraisal.
k. Reply promptly to requests from the Association and other Board members (usually within 48 hours) for information and assistance etc.
l. Attend and engage in individual performance appraisal with the Chair and feed into the annual appraisal of the Chair undertaken by the Vice Chair of the Board.