

**Creative Support’s Board of Trustees**

**Terms of Reference**

<b>Document details:</b>	Terms of Reference for The Board of Trustees
<b>Version:</b>	V 1.4
<b>Approved by:</b>	The Board of Trustees
<b>Date approved:</b>	5/3/2024
<b>Ratified by:</b>	Board of Trustees
<b>Date ratified:</b>	
<b>Date issued:</b>	
<b>Review date:</b>	
<b>Frequency of review:</b>	Annually
<b>Where is previous copy archived: (if applicable)</b>	Boardworks
<b>Amendment Summary:</b> Paper presented at Board Meeting on 22 <sup>nd</sup> March Amendments made by Exec Team on 23 <sup>rd</sup> April Amendments made by Chrissie Cooke 16 <sup>th</sup> May Final amendments made by Anna Lunts 20 <sup>th</sup> May Formatting changes made 21 <sup>st</sup> May	

## BOARD OF TRUSTEES TERMS OF REFERENCE

### 1. Purpose

The purpose of the Board is to steer and oversee the activities of the Society in accordance with the Society's Charitable Rules, the National Housing Federation Code of Governance 2020 and Code of Conduct 2022. The Board acts of behalf of Creative Support's membership to ensure that the Society delivers its objectives and performs its functions properly, safely and lawfully. Specifically, the Board is accountable for:

- Setting and ensuring compliance with the values, mission and strategic objectives of the society to ensure its long term success
- The effective direction of the activities of Creative Support
- Appointing and, if necessary, dismissing the Chief Executive
- Compliance with the law and associated regulations
- Setting the strategic direction and framework for appraising risk in order to safeguard the assets of the Society.
- Identifying potential risks and developing strategies to mitigate and oversee their management.
- Establishing arrangements for effective governance and leadership
- Holding leaders and trustees to account for delivery
- The safety and quality of the Society's housing and support services
- The achievement of financial objectives, including ensuring the financial stability and sustainability of the Society.
- Satisfying itself as to the integrity of financial information, including the approval of each year's budget, business plan and accounts prior to submission
- Approving investment strategy and decisions.

The Board is responsible for achieving the above accountabilities by:

- Ensuring the welfare of staff, tenants, and the people who we support.
- Formulating strategy, clarifying the Society's purpose and identifying priorities.
- Holding the Society to account for the delivery of the strategy and scrutinising performance.
- Seeking assurance that systems of governance and internal control are robust and reliable.
- Satisfying itself that the Society is delivering its objectives and performing its functions in an effective, efficient and economically sustainable manner.
- Satisfying itself that the association's affairs are conducted in accordance with generally accepted standards of performance and propriety.

- Establishing and operating a performance appraisal system for the board, the chair and individual board members.
- Providing oversight, support, direction and constructive challenge to the organisation's chief executive and other executives.
- Ensuring that the Society takes account of any obligation imposed upon it by the regulator as a provider of social housing.
- Establishing a culture that is positive, focused on the needs of the people we support and our tenants, and embeds equality, diversity and inclusion in the organisation.

## **2. Scope and Accountability**

- 2.1. The Board has the authority to scrutinise and investigate any area of Creative Support activities within its remit, acting within the scope of the law. The scheme of Delegation and Reservation sets out what the Board has delegated to committees of the Board and Officers. The Board is accountable to the membership, as described in the Society's model rules.

## **3. Schedule of Decisions Reserved for the Board Only**

- 3.1. The Society's Strategy
- 3.2. The Society's annual budget and financial plan
- 3.3. The risk register and board assurance framework
- 3.4. Terms of reference for Board committees
- 3.5. Key Society policies
- 3.6. Chief Executive Remuneration
- 3.7. Issues that are referred by committees for Board approval
- 3.8. Issues that are set out in the Scheme of Delegation for Board approval
- 3.9. Issues that are set out for Board approval in policy documents

## **4. Board Composition**

- 4.1. The Board will consist of at least 7 and no more than 18 Trustees. These are voting roles.
- 4.2. One of the Trustee roles will be elected as chair of the Board and one will be elected as Vice Chair by the Trustees.
- 4.3. Further information regarding the scope and tenure of the Trustee role can be found in the Charitable Rules and adopted Code of Governance and the Trustee role description.

## **5. Decision Making and Quorum**

- 5.1. Decisions will be made when a voting board member proposes an item for approval, another voting board member seconds the motion *and* the remaining voting board members do not dissent. This can only be passed when the meeting is quorate.

5.2. A quorum for decision making will be met when there are 3 Trustee members.

## **6. Meetings**

6.1. The Board will hold meetings every six to eight weeks, on at least six occasions throughout the year.

The Board will also hold an Annual General Meeting in line with the Society's rules. An annual schedule of Board meetings for the fiscal year will be set out in November.

6.2. The procedure for calling Special General Meetings is set out in section C18-19 of the Society's charitable rules.

6.3. All board meetings will be minuted, recording the persons in attendance, the matters discussed and the action points arising. Minutes of board meetings will be approved at the next Board meeting.

## **7. Matters of Business**

7.1. Each board meeting will consider:

- An optional report from the Chair (when required).
- A report from the Chief Executive.
- A report from each committee of the Board.
- The Society's performance dashboard (key performance information, including quality, tenancy and financial information).

7.2. The Board will have an annual reporting schedule that sets out when matters will be considered.

This should include the review of the Board Assurance Framework and Corporate Risk Register, the approval of the Society's strategy, the annual business plan, the financial plan, the Society's development plan and associated internal audit programme.

7.3. Each Board meeting will consider the items that are identified on the action log as due to report and other items identified in the reporting schedule.

7.4. Matters of Any Other Business will be submitted to the secretary of the Board two days in advance of the Board meeting. Addition of the AOB matter to the meeting will be subject to Chairs approval.

## **8. Review**

8.1. These Terms of Reference will be reviewed annually and changes will be tabled for discussion at a Board Meeting and ratified by the Board.