



Bridgewater Housing Association Policy

Policy name	Board Terms of Reference/Remit
Policy category	Governance
Policy number	CS04
Date adopted	October 2022
Last review	October 2022
This review	September 2023
Next review	September 2024
Equalities impact assessment required	n/a
Links to other documents	<ol style="list-style-type: none"> 1. Finance & Corporate Services Sub-Committee Terms of Reference 2. Housing, Land & Property Sub-Committee Terms of Reference 3. Scheme of Delegation 4. Rules of the Association
Consultation	n/a

1.0 ROLE AND COMPOSITION

- 1.1 The Board is responsible for the strategic direction, governance, and overall control of Bridgewater Housing Association. The Board will direct Bridgewater in accordance with its Rules and will determine its strategy to ensure that Bridgewater's Business Plan Objectives are achieved.
- 1.2 To streamline its work, the Board may delegate some of its responsibilities to Committees and Working Parties, established in accordance with Bridgewater's Rules and to the CEO in accordance with Bridgewater's Standing Orders. The remit and membership of any such sub-committee or working group must be approved by the Board and sub-committees must be chaired by a Board member.
- 1.3 The Board will have at least seven and not more than fifteen members (including co-optees) elected in accordance with its Rules. All Board members are expected to attend meetings and vote in accordance with Bridgewater's Rules, Standing Orders and Code of Conduct.
- 1.4 The Board will normally hold eight meetings each year. The quorum for meetings is four members of the Board, excluding co-optees who will not contribute to the quorum.
- 1.5 The Board will be supported by Bridgewater's CEO who will attend all Board meetings or be represented by another Leadership Team member. He will ensure that the Board and its activities are effectively serviced. The CEO will act as principal advisor to the Board; they and the Leadership Team will provide advice and information to the Board, but do not have any voting rights.

2.0 PURPOSE

- 2.1 The Board will exercise the responsibilities set out in Bridgewater's Rules. The Board is responsible for leading the development of Bridgewater's aims, objectives, strategy, and planning. The Board is responsible for monitoring their effective implementation, ensuring their achievement, and overseeing performance.
- 2.2 The Board is responsible for ensuring that Bridgewater complies with all legal and regulatory requirements. The Board is also responsible for ensuring that Bridgewater is adequately resourced and effectively managed to meet its Business Plan Objectives and its obligations and commitments to service users and as an employer.

3.0 AIMS, OBJECTIVES AND VALUES

- 3.1 The Board will:
- Define and ensure compliance with the Bridgewater's Business Plan, values, and standards, in accordance with its rules, legislation and regulatory expectations.
 - Uphold and promote Bridgewater's vision and values and standards to customers, tenants, service users, staff, partners, and stakeholders.
 - Agree, uphold and ensure compliance with the Code of Conduct for Board Members to meet the highest ethical standards of integrity and probity.
 - Ensure that Bridgewater conducts its affairs openly, honestly and with integrity and that the values of equality, diversity and dignity at work are upheld and promoted.

4.0 GOVERNANCE

- 4.1 The Board will:
- Promote the highest standards of governance in all of Bridgewater's activities and ensure compliance with regulatory expectations and good practice advice.

- Ensure that the AGM and any General Meetings of the Association are called and conducted in accordance with the Rules.
- Oversee, control, and direct the duties and the actions of the Chairperson, Vice Chair, Secretary, and any other officers of the Association to ensure that these are undertaken in accordance with the rules and aims of the Association.
- Establish a framework for developing, implementing, monitoring and reviewing policies and plans to achieve Bridgewater’s objectives.
- Ensure that strategic plans, policies and operational practices are informed by the views of tenants, service users and other customers.
- Provide leadership to the Association, setting its values and standards and ensuring that its obligations to stakeholders are met.
- Promote and maintain an effective working relationship with the CEO and Leadership Team based on clear delegation and open communication.
- Ensure that the Board has the necessary skills, knowledge and expertise to carry out its functions.
- Approve the remits and/or terms of reference and composition of all sub-committees and working groups established by the Board and monitor their activities.
- Develop, promote, and maintain strategic alliances and partnerships with other bodies. Where Bridgewater is represented on outside bodies, the Board will approve the nature of the representation and will receive periodic reports.

4.2 The Board will adopt and implement a framework for the support, training, and regular appraisal of Board members.

4.3 The Board maintains overriding responsibility to ensure compliance with the requirements and expectations of other regulators, such as the Social Care and Social Work Improvement Scotland (The Care Inspectorate) and the Office of the Scottish Charity Regulator.

4.4 The Board will always act in and seek to promote the best interests of Bridgewater, its tenants and service users.

5.0 STRATEGY, PLANNING & PERFORMANCE

5.1 The Board will develop, agree, and oversee the implementation of Bridgewater’s strategic and corporate plans, including the:

- Business Plan
- Financial Viability Plan
- Treasury Management Policy
- Affordable Housing Supply Programme
- Annual Budget & Annual Accounts
- Risk Management Strategy

5.2 The Board will:

- adopt and oversee the implementation of a framework for the development and review of policies to support the delivery of corporate objectives and ensure compliance with statutory and regulatory requirements.
- ensure that the development and implementation of Bridgewater’s policies and plans are informed by the views of tenants, service users and stakeholders and that they comply with all relevant statutory and regulatory requirements and guidance.
- agree targets for service delivery and business performance and ensure the establishment and implementation of an appropriate framework for monitoring their achievement that includes comparison of Bridgewater’s performance against those of relevant peer organisations.

- adopt appropriate frameworks to ensure robust internal control, the effective management of risk and clear delegation of authority to sub-committees and the CEO.
- oversee the development and maintenance of effective strategic alliances and partnerships and ensure that Bridgewater contributes to the development of plans and strategies by other bodies that are relevant to the achievement of Bridgewater's strategic aims and objectives.
- approve any new initiatives, business partnerships or business activities that are introduced out with the Business Plan.

6.0 RESOURCES

6.1 The Board will ensure that Bridgewater has the necessary financial, human, and other resources to meet its aims, objectives and targets.

6.2 The Board will:

- Approve the terms of Bridgewater's borrowing and investments and ensure that all such activities comply with legal and regulatory requirements and with Bridgewater's Rules.
- Ensure the availability of sufficient grant and loan finance, on appropriate terms, to support the achievement of Bridgewater's objectives.
- Approve the terms of Bridgewater's annual rent and service charge increase.
- Undertake all the functions associated with Bridgewater's role as an employer and establish and oversee the implementation of an appropriate framework for the recruitment, remuneration, support and employment of staff.
- Appoint (and if necessary, dismiss) the CEO; approve their salary, benefits and terms of employment.
- Appoint the Chief Executive and other Senior Staff members.
- Consider and make decisions on proposed payments or benefits to be granted to governing body members or employees, ensuring these are taken in accordance with regulatory expectations and the associated Code of Conduct.
- Decide on the appointment of any of its members or any employee to act as a signatory. Such appointments shall be reflected in the Scheme of Delegated Authority.

The Board cannot delegate any of the foregoing responsibilities or activities.

7.0 COMPLIANCE, CONTROL AND ACCOUNTABILITY

7.1 The Board will ensure that Bridgewater complies with its Rules and all statutory and regulatory requirements. It will ensure that Bridgewater applies good practice in all its activities.

7.2 The Board will approve all returns required by regulators and ensure that they are made accurately and submitted timeously.

7.3 The Board will receive the auditor's report, approve the audited accounts for recommendation to the AGM and agree the recommendation to members in respect of the appointment or re-appointment of the External Auditor.

7.4 The Board will authorise the use of the Seal, in accordance with Rule 63.

7.5 The Board will reserve to itself any matter it deems fit from time to time.

8.0 RELATED ORGANISATIONS

8.1 The Board will approve the terms of any loans or other financial or resource arrangements between Bridgewater and a related organisation.

- 8.2 The Board will approve the strategic and business plans of any subsidiary established by Bridgewater.
- 8.3 The Board will approve and keep under review the terms of Bridgewater's involvement in any joint venture or membership or trade organisations.
- 9.0 REVIEW**
- 9.1 This remit will be reviewed annually after the AGM.