

Trust Board – Terms of Reference



Purpose: To hold the Charity “in trust” for current and future beneficiaries by ensuring that the Charity has a clear vision, mission and values and strategic direction and is focused on achieving these to ensure viability and sustainability. Is responsible for ensuring the effective oversight of delivery of strategic objectives.

To oversee the effective management of resources (financial and human) to ensure delivery of agreed objectives whilst managing risk and securing value for money. Act as guardians of the Charity’s assets, protecting them from undue risk whilst ensuring long term viability. Has direct oversight of people-related activity in accordance with the National Housing Federation (NHF) Code of Governance.

To retain overall responsibility for risk management notwithstanding delegation of detailed scrutiny and evaluation of risk to the Audit and Assurance Committee. Maintains active oversight of matters relating to health & safety, environmental sustainability, safeguarding and serious incidents. Actively manages the risks faced by the Charity, and obtains assurance that controls are effective, plans and compliance obligations are being delivered, and that the Charity is financially viable.

To aim to achieve the highest possible standard of governance. Establishes an open, transparent and ethical culture, with strong customer focus and a commitment to equality, diversity and inclusion. Aims to ensure compliance with all legal and regulatory requirements relevant to ExtraCare’s activities. Be accountable to stakeholders for the performance of the Charity, scrutinising its affairs to ensure that it operates effectively, efficiently and economically. Leads by example to embed resident focus, inclusion, integrity, openness and accountability.

Retains direct oversight of activity in relation to the retail subsidiary, fundraising, and marketing & promotion.

Scope: The Trust Board is responsible for:

Vision and Strategy, Business Planning and Delivery

- Determine the vision, mission and strategic plan of the Charity and ensuring that there is a common understanding of these by Trustees and staff.
- Ensure that corporate policies and strategies support delivery of the vision, mission and strategic priorities.
- Ensure clear oversight of environmental sustainability and set the strategic direction for the Charity.
- Agree the methods for measuring progress in relation to vision, mission, strategic objectives/priorities.
- Agree and oversee performance against Corporate Plan targets.
- Ensure clear delegation of authority to the Chief Executive in respect of day-to-day operational matters. Provide oversight, direction and constructive challenge to the Chief Executive and the Executive on performance.

Trust Board – Terms of Reference



- Ensure there are effective mechanisms to:
 - listen to the views of current and future beneficiaries and hear the customer voice;
 - consider the views of employees, volunteers and other stakeholders;
 - review the external environment for changes that might affect the Charity;
 - re-assess the need for the Charity and for the services it provides, or could provide; and
 - review regularly its strategic plans and priorities in light of the risks facing the Charity.

Matters reserved specifically for Board approval are included within Matters Reserved for the Board – Vision and Strategy, Business Planning and Delivery.

Financial Management

- Satisfy itself on the integrity of financial information, including approval of the annual budget and annual report and accounts prior to publication.
- Challenge financial performance and ensure value for money.
- Ensure robust stress testing of financial plans and approve mitigation plans.
- Approve new developments, modernisations, extensions or other material spend and any material changes to these (refer to Matters Reserved for Board).
- Approve contracts related to funding, property, assets and other material contracts/disposals (refer to Matters Reserved for Board).
- Gain assurance that the Charity maintains a thorough, accurate and up to date record of its assets and liabilities. When taking on new liabilities, ensure that the likely impact on current and future activities, financial viability (including covenant compliance) and regulatory compliance understood and managed.
- Seek assurance that assets are managed (and decisions are made) to deliver value for money and return on investment and meet charitable objectives.
- Seek assurance that funding is in place to meet major cash outflows; and that the risks of re-financing are identified and managed appropriately.
- Approve the prosecution, defence or settlement of litigation in excess of £100,000 or being otherwise material to the interests of the Charity

Matters reserved specifically for Board approval are included within Matters Reserved for the Board – Financial Management.

Human Resources (HR), Volunteering, and Organisational Development (OD)

- Ensure that HR/OD structures support the delivery of the Charity's social purpose and strategic objectives and are aligned with culture and values.
- Maintain oversight of HR/OD matters relating to the Charity and its subsidiaries, which will include, but not limited to:
 - Ensuring that policies/practices support the success of the Charity and reflect its values, commitment to equality, diversity and inclusion, and support staff

Trust Board – Terms of Reference



safety and wellbeing;

- Receive insight into the views of staff to influence decisions as appropriate;
 - Receive information on resourcing and workforce planning issues including equal opportunities monitoring and equality and gender pay reporting;
 - Approve the annual pay award to staff ensuring this is aligned to the Charity's size and complexity, and to its purpose and values;
 - Approve material changes to human resource policies and/or terms and conditions for staff (Charity or subsidiary companies), including any incentive schemes, bonus schemes, and pensions. An exception is Executive pay which is overseen by Nominations & Remuneration Committee;
 - Arrangements for the termination of contracts of employment, including consideration (and approval of) of any proposed severance payments for the Executive or Company Secretary; and
 - If necessary, proposals for the recognition of staff unions and the arrangements for consultation with representatives of such unions.
- Approve and oversee the effectiveness of strategies related to People, Volunteering and Equality, Diversity & Inclusion.

Matters reserved specifically for Board approval are included within Matters Reserved for the Board – Human Resources.

Risk Management and Safety

- Establish and oversee the effectiveness of the risk management and internal control framework.
- Review of the strategic risk register and Board Assurance Framework and challenge on the management of risks outside of appetite.
- Identify individual and combined material risks for stress testing.
- Receive reports on Health & Safety (including fire and property compliance) and seek assurance on the design and effectiveness of controls.
- Receive reports on major incidents including lessons learned across the charity and subsidiary.
- Retain oversight of safeguarding across the charity and subsidiary.

Matters reserved specifically for Board approval are included within Matters Reserved for the Board – Risk Management and Safety.

Governance and Board Effectiveness

- Ensure that the Charity has a governance structure that is appropriate to its size, complexity, its charitable objects, and any regulatory requirements.
- Ensure that all members of the Board receive appropriate induction on their appointment and appropriate information, advice and training, enabling the Board to have the necessary skills, knowledge and experience.
- Make major decisions collectively whilst acting reasonably, prudently and wholly

Trust Board – Terms of Reference



in accordance in the best interests of the Charity. Ensure decisions are intra vires and for the public benefit (Charities Act requirement).

- Be aware of and take reasonable measures to assure itself on compliance with all relevant legal, regulatory and statutory requirements.
- Act in accordance with its Articles of Association and review the Articles periodically.
- Ensure a systematic, open and fair procedure for the recruitment of Trustees.
- Agree a Code of Governance and reflect annually on its compliance.
- Review the effectiveness of its governance arrangements annually to seek to improve performance and ensure an external Board effectiveness review every 3 years and oversee the outcomes.
- Approve policies where required in accordance with Standing Orders and Matters Reserved for Board.

Matters reserved specifically for Board approval are included within Matters Reserved for the Board –Governance and Board Effectiveness.

Retail Subsidiary

- Scrutinise performance of the Charity’s retail subsidiary, ExtraCare Retail Ltd, and where appropriate make recommendations to the Retail Board of Directors.
- Invite the Chair of the Retail Board and Retail Managing Director to present to Board annually on the activities of the trading subsidiary.

Matters reserved specifically for Board approval are included within Matters Reserved for the Board – Retail Subsidiary

Fundraising

- Monitor the effectiveness of fundraising activity, ensuring that arrangements are in place to ensure that any restrictions or other obligations relating to such funds received are met.
- Monitor how and such funds raised are spent/disbursed.
- Oversee and ensure compliance with the requirements of the Fundraising Regulator.
- Oversee development and implementation of the Fundraising Strategy.

Marketing and Promotion

- Consider and evaluate ways in which the Charity can raise its profile nationally to increase its influence and establish its reputation in its field.
- Monitor the effectiveness of marketing activity.
- Oversee development and implementation of the Marketing and Digital Marketing Strategy.

Trust Board – Terms of Reference



Strategies & Policies

Review/approve/recommend the following as required under Standing Orders and Matters Reserved for Board:

Policies	Strategies	Other
Complaints Management	Board Succession*	Articles of Association*
Conflicts of Interest*	Digital & IT Strategy	Annual Report & Accounts and Letter of Representation*
Data Protection*	Digital Marketing	Corporate Plan and Annual Business Plan*
Engagement	Environment and Sustainability*	Code of Governance*
Environmental *	Resident Engagement	Code of Conduct*
Equality & Diversity *	Belonging (EDI)	Mission, Vision, Values*
Financial Regulations*	Fundraising	Modern Slavery Statement*
Fire Safety Policy	Marketing	Retail Board Articles of Association*
Gifts & Hospitality*	People*	Retail Intercompany Agreement*
Health & Safety*	Risk Management*	Standing Orders*
Human Rights	Treasury Implementation*	Terms of Reference
Investment	Safety*	Retail Annual Plan
Membership	Value for Money*	
Rent Setting	Volunteering	
Reserves*		
Risk Management *		
Safeguarding *		
STAIRS		
Treasury Management*		
Volunteering		
Whistleblowing*		

*Approval reserved to Board in accordance with Matters Reserved for the Board.

Minor policy/strategy changes: The Board delegates approval of any minor changes to the Executive Leadership Team. 'Minor' is defined as clarifications rather than changes of substance. The Company Secretary makes the decision on whether a change is minor/not.

Chair

- Must be a Trustee, appointed by the Board.
- If the Chair is absent, Trustee members shall elect one of themselves to Chair.

Quorum

- Five Trustees.

Trust Board – Terms of Reference



- | | |
|----------------------------------|--|
| Frequency | <ul style="list-style-type: none">• Minimum of four times a year. |
| Membership | <ul style="list-style-type: none">• Minimum of five and maximum of 12 Trustees. |
| Board delegated authority | <ul style="list-style-type: none">• Seek information required from any employee of the Charity in order to perform its duties. Require employees to attend the Committee as/when required.• Obtain, at the Charity's expense, legal or other professional advice.• Please also refer to Matters Reserved for Board for specific delegations. |